

Governance and Risk Committee

ZOOM: <https://us02web.zoom.us/j/83771786757?pwd=NC8rMEhoQjQzZW9oc05QUVZiVDRFdz09/>
Password 948030



Start: Thursday, November 12, 2020 - 3:00pm

End: Thursday, November 12, 2020 - 4:00pm

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1. Roll Call
 2. Disclosure of Pecuniary Interest for Governance and Risk Committee Members
 3. Approval of Agenda
 4. Consent Items
 - 4.1. GC 01 20 01 - Memo - Risk Management Information Updates



GC 01 20 01 - Memo - Risk Info Updates Nov. 2020.pdf

5. Action Items
 - 5.1. GC 01 20 02 - 2021 Draft Board Meeting Schedule



GC 01 20 02 - 2021 Board Meeting Schedule - DRAFT



GC 01 20 01 - 2021 Board Work Plan - DRAFT

- 5.2. GC 01 20 03 - Governance & Risk Terms of Reference - updates



GC 01 20 03 - Terms of Reference Update



GC 01 20 03 - Terms of Reference - Governance & Risk Committee



GC 01 20 03 - Terms of Reference - CEO Compensation Committee.pdf

- 5.3. GC 01 20 04 - CH Board & Chair Self-Assessment Survey - 2020



GC 01 20 04 - CH Board & Chair Self-Assessment Survey 2020

6. CEO Update
 7. Other Business
 8. Adjournment
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REPORT TO: Governance & Risk Committee

REPORT NO: # GC 01 20 01

FROM: Jill Ramseyer, Director, Corporate Compliance

DATE: November 12, 2020

SUBJECT: Risk Management Information Updates

Recommendation

THAT the Conservation Halton Governance & Risk Committee **receive for information this report pertaining to risk management for the organization on an annual basis.**

Report

The purpose of this report is to establish an annual schedule and contents of risk related material to be received and reviewed by the Governance and Risk Committee. The information is intended to assist the Governance and Risk Committee in fulfilling its oversight responsibilities with regards to risk management at CH and the governance structure that supports it.

The proposed annual schedule will consist of memos and/or reports, will be communicated at either the March or November meeting and will contain the following information:

- CH Risk Management Plan updates - This will include a summary of new initiatives, updates to and pertinent information about the corporate risk program.
- Corporate Policy updates – This will include a summary with details of staff approved corporate policy revisions, additions and deletions.
- Top CH Risks – This will include the top 10 Risks as documented in the CH Risk Register for Parks and Operations along with the appropriate supplemental information such as risk ratings and controls.

The information will be prepared by staff and received by the Governance and Risk Committee on an annual basis as part of the meeting package.

Impact on Strategic Goals

This report supports the Metamorphosis strategic theme of Striving for service excellence and efficiency. The theme is supported by the objective to conduct routine evaluations of program performance and report on outcomes to increase accountability and drive improvements and to create and implement a progressive risk management strategy

Financial Impact

There is no financial impact to this report.

Signed & respectfully submitted:



Jill Ramseyer
Director, Corporate Compliance

Approved for circulation:



Hassaan Basit
President & CEO/Secretary-Treasurer

FOR QUESTIONS ON CONTENT: Jill Ramseyer, jramseyer@hrca.on.ca; #905 336 1158 x 2295

REPORT TO: Governance & Risk Committee

REPORT NO: # GC 01 20 02

FROM: Adriana Birza, Manager, Officer of the President & CEO

DATE: November 12, 2020

SUBJECT: Board of Directors 2021 DRAFT Meeting Schedule

Recommendation

THAT the Conservation Halton Governance & Risk Committee recommend to the Board of Directors the **approval of the Board of Directors 2021 Draft Meeting Schedule and the 2021 Board Work Plan.**

Report

The attached schedule is the 2021 Meeting Schedule for the Conservation Halton Board of Directors with one date allocated for site visit. The Advisory Committee meetings have also been scheduled, where possible, on the same date as the Board of Directors meetings however, at an earlier time.

When necessary, the Source Water Protection Authority Board of Directors meetings will be scheduled for the same dates as a Conservation Halton Board of Directors meeting.

Our commitment is to have the meetings conclude by 6:00 p.m. We are asking for your commitment to stay to the end. On those rare occasions when you must leave for other obligations, please notify the Chair and the meeting secretary in advance in the interests of Minutes accuracy.

Prepared by:



Adriana Birza
Manager, Office of the President & CEO

Approved for circulation:



Hassaan Basit
President & CEO/Secretary-Treasurer

FOR QUESTIONS ON CONTENT: Adriana Birza, 905.336.1158 x2295; abirza@hrca.on.ca

BOARD OF DIRECTORS 2021 MEETING SCHEDULE

Location: Zoom Videoconference until further notice

Thursday	Time	
February 18	3:00 – 5:00 5:00 – 6:00	Inaugural Meetings/Board meeting Strategy Session President & CEO 2021 Work Plan
March 25	1:30 – 2:30 3:00 – 6:00	Governance & Risk Committee Board Meeting
April 8	9:30 – 11:00	Finance & Audit Committee Audited Financial Statements
April 22	3:00 – 6:00	Annual General Meeting Board Meeting Audited Financial Statements
May 20 TBD	3:00 – 6:00	Board Tour/Board Meeting/Business Planning
June 4	9:30 – 11:00	Finance & Audit Committee Preliminary Budget
June 17	11:00 - 6:00	Board Meeting/Board Tour/ (date 2) Business Planning Preliminary Budget
September 23	3:00 – 6:00	Board Meeting - CEO Mid-Year Review
October 21	1:30 – 2:30 3:00 – 6:00 3:00 – 6:00	Finance & Audit Committee Budget Endorsement to Board (TBC) Board Meeting
November 11	3:00 – 4:00	Governance Committee CH Board Work Plan 2022
November 18	1:30 – 2:30	CEO Compensation Review
November 25	3:00 – 6:00	Board Meeting Budget Endorsement to Board (TBC) CH Board Work Plan 2022

Meeting schedules/2021 Board

CH BOARD WORK PLAN 2021
DRAFT

Objective(s)/Solution(s)	Actions/Activities	Results	Responsibility	Timeframe											
				JAN	FEB	March	APR	MAY	JUN	JUL	AUG	SEP	OCT	NOV	DEC
Strategic Planning and Organizational Performance	Review Strategic Priorities (in year)		BoD				X					X		X	
	Business Planning Session		BoD	X			X								
	Dashboard Review	Financial data to be sent to F&A Committee; Other KPI's to the full Board (2 - 4 times / year)	BoD	X			X		X			X			
	AGM & Inaugural		BoD				X								
Finance and Audit	Approval of Draft and Final Budget		FA / BoD						X				X		
	Approve Audited Financial Statements		FA				X								
	Review Long-term Budget Forecast		FA / BoD										X		
	Evaluate Auditors and Select Auditors (as needed)		FA										X		
	Review, Budget Principles & Policies Related to Financial & Purchasing Matters (as needed, new Board members)		FA				X								
President & CEO Relations	Review and Approve Annual President & CEO Workplan		COMP	X											
	End-of-year review		COMP											X	
	Approve Performance-based Compensation for President & CEO		COMP											X	
Governance	Review and Approve Committee Terms of Reference		Gov			X									
	Review and Approve Governance Policies and Procedures, BoD by-laws		Gov / BoD											X	
	Conduct Board Performance Self Assessment Survey and Review Results		Gov											X	
	Approve Annual Board Workplan		Gov / BoD											X	
	Board Development & Member Orientation Program	Engagement levels	Gov										X		
	Election of Board Chair and Vice Chair		BoD	X											
	Election of Committee Chairs/V. Chairs (to be carried out every 4 years - at the same time as Municipal elections)		BoD	X			X								
	Specific Policy and Procedures Review and Approval		BoD												
	Functioning as a Hearing Board	Training (legal) on Board Hearing Procedures under CA Act	BoD												
	Approvals under O. Reg 162/06 for Applications that didn't meet Policy		BoD												
	Strategic Advocacy/Position on Environmental Issues and Provincial Reviews		BoD												
				As needed											

REPORT TO: Governance & Risk Committee

REPORT NO: # GC 01 20 03

FROM: Adriana Birza, Manager, Office of the President & CEO

DATE: November 12, 2020

SUBJECT: Amendment to CH Board Committees Terms of Reference to reflect changes in title from CAO to CEO

Recommendation

THAT the Governance & Risk Committee recommends to the Conservation Halton Board of Directors approval of the **amendment to the Terms of Reference for the Governance & Risk Committee and CAO Compensation Committee to reflect the title change of the CAO/ Secretary-Treasurer to President & CEO/Secretary-Treasurer.**

Report

The Conservation Halton Board of Directors approved the CAO (Chief Administrative Officer/Secretary-Treasurer) title change to President and CEO (President and Chief Executive Officer/ Secretary-Treasurer) effective September 24, 2020 and the CH Board Committees Terms of Reference needs to reflect this change in all categories.

The Term of Reference for the Finance & Audit Committee do not need to be amended as the CAO title is not referenced in the document.

Impact on Strategic Goals

This report supports the Metamorphosis strategic theme of Striving for service excellence and efficiency.

There are no financial impacts of this action.

Signed & respectfully submitted:



Adriana Birza
Manager, Office of the President & CEO

Approved for circulation:



Hassaan Basit
President & CEO/Secretary-Treasurer

FOR QUESTIONS ON CONTENT: Adriana Birza, Manager, Office of the President & CEO
abirza@hrca.on.ca, 905336 1158 x 2295

Governance and Risk Committee

Purpose:

The purpose of the Governance and Risk Committee is to advise the Conservation Halton Board of Directors on the appropriate policies and bylaws in the areas of governance of the Board. The committee will ensure that management has in place policies, procedures and processes to manage risks to which Conservation Halton is exposed, including compliance with applicable laws and regulations.

Mandate:

The Governance and Risk Committee will operate in accordance with the approved Terms of Reference and provide recommendations to the Board of Directors of Conservation Halton.

1. To recommend and regularly review, on an annual basis, guiding principles, policies and bylaws related to Conservation Halton's Board of Directors and Committees and any amendments thereto.
2. To approve the Finance and Audit Committee and the CEO Compensation Committee Terms of Reference.
3. To assist the Board of Directors in fulfilling its oversight responsibilities with regard to the risk appetite and risk tolerance of the organization, the risk management framework and the governance structure that supports it. Information related to risk will be received by the Board through various reporting processes depending on the area of risk which include but are not limited to:
 - Legal risk
 - Operational risk, including personal injury
 - Reputation risk, including Health & Safety
 - Strategic risk
 - Financial risk
4. To establish and conduct a Board of Directors evaluation process on an annual basis.
5. To fulfill any other duties as assigned by the Board of Directors of Conservation Halton

Frequency of Meetings:

The committee will meet 2 times annually or as requested by the Chief Executive Officer or delegate. Dates will be determined based on need.

Staff Support:

The CEO/Secretary-Treasurer and the Director, Corporate Compliance will act as advisors and resources to the Committee, accountable for all records and documentation and ensuring consistency and compliance with Conservation Halton's and Board of Directors policies and procedures.

Membership:

6 members of the Board of Directors and the Chair of the Board as ex-officio.

CEO Compensation Committee

Purpose:

The purpose of the CEO Compensation Committee is to advise the Conservation Halton Board of Directors on recommendations on the compensation for the CEO on an annual basis following a successful performance appraisal by the Chair.

Mandate:

The Committee will review CEO compensation to ensure it is in line with the external market and remains competitive as a retention and motivation tool for performance and will make recommendations to the Board.

The committee will provide coaching resources and support for the President & CEO to ensure deliverables can be met. The committee can provide a resource for the President & CEO to help provide feedback and suggestions for the annual work plan.

To fulfill any other duties as assigned by the Board of Directors of Conservation Halton.

Frequency of Meetings:

The committee will meet a minimum of 1 time annually:

Membership:

5 members: Chair, Vice Chair and 3 members of the Board of Directors.

REPORT TO: Governance & Risk Committee
REPORT NO: # GC 01 20 04
FROM: Hassaan Basit, CEO/Secretary-Treasurer
DATE: November 12, 2020
SUBJECT: Board Self-Assessment Survey 2020

Recommendation

THAT the Conservation Halton Governance & Risk Committee **recommends to the Conservation Halton Board of Directors that the President & CEO administer the 2020 Board Self- Assessment Survey and Chair Evaluation survey in December and present the results in the spring of 2021 at a Board meeting.**

Report

The purpose of this report is to recommend that the CEO administers 2 surveys for the CH Board of Directors:

1. Evaluation of the Chair
2. Board of Directors Self-Evaluation

The data will provide valuable planning information for the Governance Committee, the Chair and CEO of the Authority, to ensure continuous improvement of the Board.

The CEO will update, as relevant, the survey questions used for the past 2 years and administer the survey to the CH Board of Directors.

The CEO will ensure confidentiality is maintained throughout the process. The CEO will share the results of the Board self-evaluation survey with the full Board with options to address any areas of improvement identified through the survey results. The results of the Chair evaluation survey will be shared with the Chair.

Signed and respectfully submitted:



Adriana Birza
Manager, Office of the President

Approved for circulation:



Hassaan Basit
President & CEO/Secretary-Treasurer

FOR QUESTIONS ON CONTENT: Hassaan Basit, 905.336.1158 x2270; hbasit@hrca.on.ca