

MEETING NO: # 02 19 Governance Committee Meeting
DATE: November 7, 2019
TIME: 3:00 – 4:00 p.m.
PLACE: Conservation Halton's Administration Office, Burlington

AGENDA

PAGE

1. **Acceptance of Agenda as distributed**
2. **Disclosure of Pecuniary Interest for Governance Committee**
3. **Consent Items**
Roll Call & Mileage
4. **Action Items**
 - 4.1 CH Governance Committee Revised Terms of Reference
Report #: GC 02 19 01 1 - 3
 - 4.2 CH Board 2020 work plan and schedule
Report #: GC 02 19 02 4 - 6
 - 4.3 Board Self Assessment Survey 2019
Report #: GC 02 19 03 7
5. **CAO Verbal Update**
6. **Other Business**
7. **Adjournment**

REPORT TO: Governance Committee

REPORT NO: # GC 02 19 01

FROM: Jill Ramseyer, Director, Corporate Compliance

DATE: November 7, 2019

SUBJECT: Governance Committee Revised Terms of Reference

Recommendation

THAT the Conservation Halton Governance Committee **recommend to the Conservation Halton Board of Directors approval of the Updated CH Board Governance Committee title and Terms of Reference effective November 21, 2019.**

Report

The purpose of this recommendation is to revise the CH Board Governance Committee's title to the Governance and Risk Committee and update the Terms of Reference in accordance with Section 18(2) of the Conservation Authorities Act.

This title change and updated Terms of Reference supports the proposition that the committee should be attuned to their risk oversight role, and satisfied that the senior leadership team are taking the necessary steps to foster an enterprise-wide culture that supports appropriate risk awareness, behaviors and judgments about risk.

Below is the section of the Conservation Halton By-Law that also supports the recommendation:

"12. Advisory Boards and Other Committees

In accordance with Section 18(2) of the Act, the General Membership shall establish such advisory boards as required by regulation and may establish such other advisory boards or committees as it considers appropriate to study and report on specific matters.

The General Membership shall approve the terms of reference for all such advisory boards and committees, which shall include the role, the frequency of meetings and the number of members required.

Resolutions and policies governing the operation of the General Membership shall be observed in all advisory board and committee meetings.

Each advisory board or committee shall report to the General Membership, presenting any recommendations made by the advisory board or committee.

The dates of all advisory board and committee meetings shall be made available to all Members of the General Membership.

Committees of the General Membership include but are not limited to:

- *CAO/Secretary-Treasurer Review Committee (Comp)*
- *Finance and Audit Committee (F&A)*
- *Governance Committee (Gov)”*

The Updated Terms of Reference appears below.

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 CAO Review Committee Terms of Reference.
3. To assist the Board of Directors in fulfilling its oversight responsibilities related to Conservation Halton's risk management framework and the governance structure that supports it. Information related to organizational risk will be received by the Board through various reporting processes, broadly covering the following areas:
 - Legal risk
 - Operational risk, including personal injury
 - 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 Administrative Officer or delegate. Dates will be determined based on need.

Staff Support:

The CAO/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.

Signed & respectfully submitted:



Jill Ramseyer
Director, Corporate Compliance

Approved for circulation:



Hassaan Basit
CAO/Secretary-Treasurer

FOR QUESTIONS ON CONTENT:

Jill Ramseyer, Director, Corporate Compliance

905 336 1158 x 2316, jramseyer@hrca.on.ca

REPORT TO: Governance Committee

REPORT NO: # GC 02 19 02

FROM: Adriana Birza, Manager, Office of the CAO

DATE: November 7, 2019

SUBJECT: **Board of Directors 2020 DRAFT Meeting Schedule**

Recommendation

THAT the Conservation Halton Governance Committee **recommend to the Board of Directors the approval of the Board of Directors 2020 Draft Meeting Schedule and the 2020 Board Work Plan.**

Report

The attached schedule is the proposed 2020 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 the Conservation Halton Board of Directors meeting.

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

Signed & respectfully submitted:



Adriana Birza
Manager, CAO Office

Approved for circulation:



Hassaan Basit
CAO/Secretary-Treasurer

FOR QUESTIONS ON CONTENT:

Adriana Birza, Manager, CAO Office
905 336 1158 x 2295; abirza@hrca.on.ca

**BOARD OF DIRECTORS
2020 MEETING SCHEDULE**

Location: Conservation Halton Admin. Office Auditorium
2596 Britannia Road West
Burlington ON L7P 0G3
905.336.1158 x 2236

Thursday	Time	
February 20	3:00 – 5:00 5:00 – 6:00	Inaugural Meetings/Board meeting CAO (2019 Year in Review/2020 Priorities)
March 26	1:30 – 2:30 3:00 – 6:00	Governance Committee (Terms of Reference) Board Meeting/Strategy Session
April 9	9:30 – 11:00	Finance & Audit Committee Audited Financial Statements
April 23	3:00 – 6:00	Annual General Meeting Board Meeting
*May 21	3:00 – 6:00	Board Meeting - IF NEEDED
June 4	9:30 – 11:00	Finance & Audit Committee
June 18	10:00 – 6:00	Board Tour/Board Meeting - Preliminary Budget
September 24	3:00 – 6:00	Board Meeting - CAO Mid Year Review
October 22	1:30 – 2:30 3:00 – 6:00	Finance & Audit Committee Budget Endorsement to Board Board Meeting
November 12	3:00 – 4:00	Governance Committee By-law Revision/Work Plan 2021
November 19	1:30 – 2:30	CAO Compensation Review
November 26	3:00 – 6:00	Board Meeting/Budget Endorsement/ Approval January 2021

Meeting schedules/2020 Board

CH BOARD WORK PLAN 2020
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									
	Business Planning Session		BoD				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		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								
CAO Relations	Review and Approve Annual CAO Workplan		COMP		X										
	End-of-year review		COMP											X	
	Approve Performance-based Compensation for CAO		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		BoD		X		X								
	Specific Policy and Procedures Review and Approval		BoD	As needed											
	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												

REPORT TO: Governance Committee

REPORT NO: # GC 02 19 03

FROM: Hassaan Basit, CAO/Secretary-Treasurer

DATE: November 7, 2019

SUBJECT: **Board Self Assessment Survey 2019**

Recommendation

THAT the Conservation Halton Governance Committee **recommends to the Conservation Halton Board of Directors that the CAO administer the 2019 Board Self Assessment Survey and Chair Evaluation survey in November and present the results in the spring of 2020 at a Board meeting.**

Report

The purpose of this report is to recommend the questions for the 2 surveys (attached to this report):

- Conservation Halton Board of Directors Chair Evaluation 2019.

AND

- Conservation Halton Board of Directors Self-Evaluation 2019.

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

Signed & respectfully submitted:

Approved for circulation:



Adriana Birza
Manager, CAO Office



Hassaan Basit
CAO/Secretary-Treasurer

FOR QUESTIONS ON CONTENT:

Adriana Birza, Manager, CAO Office
905 336 1158 x 2295; <mailto:abirza@hrca.on.ca>

Board of Directors Self Evaluation 2019

Purpose: to evaluate the Conservation Halton Board/Chair's performance

- each member should complete the questionnaire. The CAO who will produce an analysis report for the Board to consider at a subsequent meeting
- the Board will consider the reported outcomes of the Chair's evaluation (the Chair will excuse him/herself from the meeting for the discussion)
- any actions to be taken forward will be agreed by the Board and reported to the Chair by the CAO of the Authority.

The data returned will provide valuable planning information for the Governance Committee, the Chair and Clerk of the Authority, to ensure continuous improvement in the Chair's, the Board's and member's performance.

1. Board of Directors Self Evaluation

Please rate the following:

Very good Good Average Fair Poor N/A

Board has full and common understanding of the roles and responsibilities of a Board.

The Authority has a clear, written statement of its purpose or mission, and this is easy for all to find.

Board members understand the Authority's mission and its programs and services.

The structure and role of the Board and Chair is clear.

The Board has clear goals and actions resulting from relevant and realistic strategic planning.

Board attends to policy-related decisions which effectively guide the operational activities of staff.

Board receives regular reports on finances/budgets/programs and other important matters.

Board effectively represents the organization to the community.

Board meetings facilitate focus and progress on Authority matters.

Board regularly monitors and evaluates progress toward strategic goals and program/service outcomes.

Board has approved governance policies /By-law.

Each member of the Board feels involved and interested in the Board's work.

All necessary skills, stakeholders and diversity are represented on the Board.

Questions

2. How are we performing and how can we do a better job in our role as members of the Board?

Very poor Poor Average Good Very good

Although a Member may be drawn from a specific area of interest, Board members represent the interests of the entire membership.

Board members maintain the confidentiality of the details and dynamics of Board discussions, as well as those items designated as confidential.

Regardless of their personal viewpoint, Board members don't speak against or in any way undermine Board solidarity once a Board decision has been made.

Board members strive to attend all Board meetings. Members are prepared for meetings, having read pre-circulated material in advance of the meeting.

Members avoid, in fact and perception, conflicts of interest and disclose to the chair, in timely manner, any possible conflicts.

Members' contributions to discussion and decision making are positive and constructive.

Members adhere to the Authority's By-law.

Members participate in the Authority in ways other than attending monthly meetings.

The Chair is responsible to the entire Board. Consequently, no single Board member or committee attempts to exert authority over the Chair.

Board members do not attempt to exercise individual authority or undue influence over the Authority.

3. The answers to these questions will help guide our Board education sessions.

Yes/Good Could be better Not yet happening

The Authority has a written by-law which clearly spells out how the Board will transact its business.

The Board has been made aware of it's responsibilities for governing the organization.

- for their legal liability
- for their deciding on policy, programs, planning, budget and use of funds
- for the yearly financial audit.

New Board members are given orientation and training.

The Board reviews its goals, its work and its own structure each year.

Morale of the Board is high.

We work well together as a team.

A Board manual is provided to each new Board member which lists their duties and responsibilities as well as other important information.

There is a clear understanding of what Board member tasks are and what staff tasks are- and the difference between the two.

Meetings are efficient and don't usually last longer than agreed upon time.

We get minutes, background information and study documents well enough in advance of meetings to be useful.

Board meetings deal mostly with setting policy, reviewing plans and evaluating the work of the organization rather than the day to day operations.

We keep up with local, provincial and national trends/concerns which are in the organization's field of interest and service.

The Board understands its role in advocacy.

The Board members play an active advocacy role by identifying opportunities to participate in themselves or for the CAO to participate.

We feel the meeting facilities are adequate.

4. Topics I would like to discuss/learn more about.

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Chair's Performance Review 2019

Answer options: Strongly Agree

Agree

Disagree

Strongly Disagree

The Chair is an effective leader of the Board, ably demonstrating the skills and experience necessary for the role.

How might performance be improved?

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The Chair ensures that appropriate strategic issues are brought to the Board.

How might performance be improved?

.....

The Chair allows and encourages members to participate in discussions.

How might performance be improved?

.....

The Chair has an effective and productive relationship with the CAO/Secretary-Treasurer, where appropriate offering general and specific support.

How might performance be improved?

.....

The Chair ensures that the Authority retains its focus on major strategic issues and what is happening in the world outside the Authority.

How might performance be improved?

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The Chair ensures that the Board monitors the performance of the Authority against the objectives and indicators the Authority has approved.

How might performance be improved?

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The Chair ensures that Code of Conduct is observed in all of the Board's business.

How might performance be improved?

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The Chair effectively conducts the meetings of the Board and keeps the members focused on the issues at hand.

How might performance be improved?

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Where necessary, the Chair discusses matters of attendance, performance or conduct with Members.

How might performance be improved?

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The Chair promotes the interests of the Authority wherever possible and represents the Authority at meetings, conferences etc. as appropriate.

How might performance be improved?

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The Chair effectively conducts annual appraisals of performance with the CAO/Secretary-Treasurer, including the identification of individual training, development needs and setting goals for the following year.

How might performance be improved?

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