



Board of Directors Special Meeting Minutes

Date: March 10, 2021

Time: 10:00 a.m.

Remote

Present: Alan Broad, John Brennan, Terry Burrell, Joe Faas, Chair; Larry Gordon, Vice Chair; Aaron Hall, Frank Kennes, Brad Loosley, Betty Ann MacKinnon, Netty McEwen, Mark McGill, Steve Miller, Frank Nemcek, Lorie Scott, Mike Stark, Jerry Westgate

Regrets: Pat Brown, Bill Dennis, Kevin Marriott, Dan McMillan

Staff Present: Chris Durand, Manager of IT/ GIS; Ashley Fletcher, Administrative Assistant/ Board Coordinator; Brian McDougall, General Manager; Tim Payne, Manager of Forestry; Tracy Prince, Director of Finance; Girish Sankar, Director of Water Resources

Guests Present: Ashley Didone MNP LLP, Jordan Keuken, MNP LLP

The Chair welcomed everyone to the meeting. It was requested that each Director declare a conflict of interest at the appropriate time, on any item within this agenda in that a Director may have pecuniary interest.

BD-21-28

Scott – Kennes

“That the agenda for the Board of Directors Meeting be adopted.”

CARRIED

A summarization of the 2020 audit and audit findings was presented by Ashley Didone, MNP LLP.

Director’s Comments:

Clarification was requested on reserves and adjustments. Directors request a report on the benchmark data from the 2017 Conservation Authorities Statistical Survey and comparative analysis of Conservation Authority annual statements, of which have reserves, focusing on the SCRCA’s position of fiscal health.

BD-21-29

Stark – McGill

“That the St. Clair Region Conservation Authority accepts the recommendation of the Executive Committee and report from the Authority’s auditors, MNP Chartered Professional Accountants LLP, and further approves the 2020 Audited Financial Statements.”

CARRIED

Under New Business:

Conservation Authorities Act (CA Act) Updates

- February 2, 2021 – Several governance directives proclaimed
- February 22, 2021 – Ministry of Environment, Conservation and Parks staff provides a response to request for interpretation regarding whether the newly proclaimed directives were retroactive or from the date of proclamation moving forward
- Although this is not a legal interpretation of the changes to the Act, Conservation Authorities across the Province are requesting exceptions in order to work with the directives from the Province rather than seeking legal interpretation
- The request for the exception is supported by the following rationale:
 - the Chair and Vice Chair were acclaimed for 2021
 - Previous Chairs have averaged over 6 years in the position at SCRCA and have confirmed that 2 years is not enough time to fully learn all aspects of the position
 - Annual elections of Chair and Vice Chair positions provide a democratic election process for any interested individuals
- The Minister is seeking to obtain an understanding of all agreements for Board membership being anything other than as described in the CA Act
 - 2 (2) states that the council of each municipality may appoint representatives to the Board of Directors based on population
 - (3) Where the population is 50,000 or more but less than 100,000, three representatives. (City of Sarnia)
 - (4) Where the population is 10,000 or more but less than 50,000, two representatives. (Municipality of Chatham-Kent, Municipality of Strathroy-Caradoc, Township of St. Clair)
 - (5) Where the population is less than 10,000, one representative. (all remaining municipalities except Township of Enniskillen/ Village of Oil Springs and Municipality of Southwest Middlesex/ Village of Newbury)
- Therefore, SCRCA is researching documentation of the agreements confirming the partnerships between Enniskillen and Oil Springs as well as Southwest Middlesex and Newbury regarding Board member appointments for submission to the Minister of Environment, Conservation and Parks

Director's Comments:

Directors discussed the issue of non-compliance in regards to the Chair and Vice Chair term limitations, as well as the matter of non-elected Municipal appointees to the Board. It is agreed that a request for exception be made to the Ministry and that by-laws be amended and approved for compliance moving forward. Suggestions include allowing Chair and Vice Chair term extensions in instances where no additional nominations or expressions of interest are received, as well as the possibility of re-assigning the roles of Chair and Vice Chair after a 2 year term in order to maximize the utilization of the knowledge and experience of those in position.

BD-21-30

Burrell – Miller

“That the Board of Directors request that a report be brought forth to the April, 2021 Board Meeting outlining the potential solutions to ensure compliance with changes made to the Conservation Authorities Act”

CARRIED

BD-21-31

Burrell – Stark

“That the meeting be adjourned.”

CARRIED



Joe Faas
Chair



Brian McDougall
General Manager