



Policy & Priorities Committee

Virtual Meeting

1:00 pm

March 26, 2021

AGENDA

ROLL CALL

Adoption of Agenda

Declaration of Interest (written)

1. Approval of Minutes – November 13, 2020
2. Election of Officers
3. Electronic Meetings, Staff Report 3118/21 (Sally McIntyre)
4. Consent Agenda, Staff Report 3119/21 (Sally McIntyre)
5. Committee Structures and Governance, Staff Report 3120/21 (Sally McIntyre)

Other Business

ADJOURNMENT



POLICY AND PRIORITIES ADVISORY COMMITTEE

Via Zoom

MINUTES

November 13, 2020

MEMBERS PRESENT:

J. Atkinson, Chair
K. Thompson, Vice-Chair
F. Campbell
G. Gower
B. Holmes
J. Inglis
J. Karau
J. Mason

MEMBERS ABSENT:

R. Darling

STAFF PRESENT:

S. McIntyre, General Manager
A. Broadbent, IT Supervisor
M. Craig, Manager of Planning and Regulations
J. Cunderlik, Director, Water Resource Engineering
R. Fergusson, Operations Supervisor
S. Gutoskie, Community Relations Coordinator
A. Millar, Treasurer
E. Levi, Recording Secretary

OTHERS PRESENT:

J. Atkinson called the meeting to order at 1:02 p.m.

PPAC11/13/20-1

MOVED BY: F. Campbell

SECONDED BY: B. Holmes

Resolved, That the Agenda for the Policy and Priorities Advisory Committee meeting be adopted as presented.

“CARRIED”

BUSINESS:

1. **Minutes – Policy & Priorities Advisory Committee Meeting – October 2, 2020**

J. Mason commented that the minutes presented may have been a draft copy not the final one as there were a number of editorial edits which were not to the standard minutes are published.

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PPAC11/13/20-2

MOVED BY: J. Karau

SECONDED BY: B. Holmes

Resolved, That the minutes of the Mississippi Valley Policy & Priorities Advisory Committee meeting held on October 2, 2020 be received and approved as printed.

“CARRIED”

2. **Interim Financial Plan and Update to the 10-year Capital Plan**

J. Atkinson reminded the committee their role is priority setting and determining the policy approach to this plan, not to assess financial impacts or affordability.

S. McIntyre reviewed charts and the priorities outlined in Staff Report 3092/20, attached.

J. Mason asked whether all the priorities listed in the report were included in the budget? A. Millar advised the priorities were included if they affected the budget over the next 10 years. J. Mason suggested adding another check mark in the priority chart to indicate which ones are not included in 10-year capital plan.

J. Karau inquired as to what additional pressures would be created with increased administration requirements under Bill 229. S. McIntyre advised that appeal processes will be much more onerous for CAs, municipalities and land owners. She noted there will be an increase in staff time, at minimum.

J. Mason asked the committee members whether the process of reviewing priorities has achieved the desired outcome and whether the committee had contributed what they needed to. F. Campbell expressed that the summary of priorities was informative and that all members have had the opportunity to review and comment. J. Inglis noted comprehensive information was provided and emphasizes how big an organization the CA really is.

J. Karau commented that the approach is complicated but the process is helpful and it provides members with a sense of what categories the priorities fall under. He suggested back casting to look at trends of what has been status quo for years and look at new assessments to determine where changes are being made.

J. Mason suggested it might be useful to provide graphs breaking out priority spending for the upcoming finance committee meeting.

PPAC11/13/20-3

MOVED BY: K. Thompson

SECONDED BY: F. Campbell

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Resolved, That the Committee recommend that the Board of Directors approve the priorities set out in the attached draft Interim Financial Plan and updated 10-year Capital.

“CARRIED”

3. K&P Bridge

S. McIntyre reviewed Staff Report 3093/20, attached. She advised that the report was received from the engineers indicating the structure is out of compliance and significant investment is needed, specifically the railing and deck. Repairs would have significant impacts on recreational snowmobiling and MVCA would like to work with the snowmobile association to identify a mutually acceptable temporary solution, including gating the area with the association having responsibility over that function. She noted in the absence of partnership with regards to a potential gate, the Authority will have to look at placing concrete barriers to prohibit traffic.

Additionally, given recent announcements regarding stimulus funding, that the Counties of Lanark and Frontenac along with snowmobile and ATV associations could be contacted regarding submitting a joint application for repair of the bridge.

S. McIntyre commented that repairs would make a potential transfer of this asset easier and obtain fair market value. There is a current need to perform interim repairs to mitigate risk to the authority.

J. Karau commented that given risks involved he would favor others stepping up to plate both insurance and finance wise. If funds and other partners aren't there, then the Authority may need to consider closing off access.

PPAC11/13/20-4

MOVED BY: F. Campbell

SECONDED BY: K. Thompson

Resolved, That the Policy and Priorities Committee approve:

- 1. Installation of temporary safety measures this fall in partnership with the local snowmobile club to mitigate safety risks.**
- 2. Working with the County of Lanark and County of Frontenac to secure stimulus funding to allow for timely repair of the bridge.**

“CARRIED”

4. Watershed Plan – Public Advisory Committee

S. McIntyre summarized Staff Report 3094/20 regarding a potential role for the Public Advisory Committee (PAC) following completion of the Watershed Plan.

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J. Karau noted it would be an interesting and valuable feature to offer another or further opportunity to receive comments, perspective and views from the community on watershed matters.

J. Mason suggested if the conservation authority's role is reduced, it would it make sense to put together a Mississippi River Keeper organization or Friends of the Mississippi River. It could be something for PAC to consider in terms of replacing that lost role.

J. Atkinson expressed his support of the idea. He noted the importance of people in the community supporting implementation of the conservation authority's initiatives and programming as it provides more credibility to those areas.

PPAC11/13/20-5

MOVED BY: J. Mason
SECONDED BY: K. Thompson

Resolved, That the Committee recommend that the Board of Directors direct staff to:

- 1. consult with the Public Advisory Committee (PAC) regarding its potential involvement during implementation of the Watershed Plan; and**
- 2. report back to the Board with recommendations.**

"CARRIED"

ADJOURNMENT

The meeting was adjourned at 2:45 p.m.

PPAC11/13/20-6

MOVED BY: F. Campbell
SECONDED BY: K. Thompson
Resolved, That the meeting be adjourned.

"CARRIED"

"E. Levi, Recording Secretary

J. Atkinson, Chair"

REPORT

3118/21

TO:	Policy & Priorities Committee, Mississippi Valley Conservation Authority
FROM:	Sally McIntyre, General Manager
RE:	Electronic Meetings
DATE:	March 21, 2021

RECOMMENDATION:

That the Policy & Priorities Committee direct staff to:

1. Obtain quotes for the recommended equipment upgrades to the Boardroom;
2. Poll Board members regarding the proposed criteria/parameters for remote participation;
3. Table a draft amendment to the *Administrative By-laws* and a final quote for boardroom equipment changes for consideration by the Board.

1.0 BACKGROUND

Due to COVID-19, in April 2020 the Province gave permission to conservation authorities to meet electronically, and in September 2020 extended permission to meet by phone or video-conference to periods outside of a State of Emergency. In October 2020, the Policy & Priorities Committee discussed the potential long-term use of telephone and video-conference technology for Board and Committee meetings with the following results:

- Members appreciate the flexibility that video-conferencing provides to attend when it might be difficult to participate otherwise. This is particularly true for those located most distant from the office; during inclement weather; when calendars allow insufficient travel time between meetings; and due to lack of mobility for medical reasons.
- Poor internet connectivity can be a problem, and one or more hubs at a municipal office or library might be needed to ensure that members in areas with poor service have a stable connection.
- Video conferencing is preferred over telephonic communication as it allows for the reading of facial expressions.

- There are hardware/software hurdles to be overcome at MVCA to enable a mix of participation in the boardroom and remotely. In order to allow for remote public participation, some municipalities have invested in upgrades to their council chambers.

2.0 DISCUSSION

2.1 Technology

The following upgrades would be needed to the boardroom system to ensure reliable audio/video quality during a meeting having a mix of members on site and participating remotely:

- Change remote control system to allow routing of video-audio signals and controls to the projector.
- Install a video camera for video-conferencing that views/covers the entire room.
- Upgrade the system control wall mounted touch panels, including a wireless desktop control to accommodate these changes.
- Install beamforming type mics for voice amplification over the breadth of the room that would be routed through a mixer that allows for inputs from both traditional land-line audio conferencing as well as input for VOiP.
- Upgrade data projector and mount to commercial grade for good video resolution.
- Purchase wireless devices for use during presentations or when taking questions/answers from the audience/staff to ensure audio/video operability and quality.
- Purchase audio power amplifiers, additional racking componentry needed to house the new equipment, cables, connectors, etc. to allow for installation.

The estimated cost including installation is between \$50,000-\$75,000. This would be a one-time cost that could be drawn from the Operating Reserve.

2.2 Remaining Challenges

While technological constraints may be overcome, there are other issues to consider:

- Ability to read facial expressions and the quality of engagement/discussion when wide-angle lenses are used over a room containing a large number of people (more than double the participants of a typical municipal council.)
- The need for members to meet in-person to develop working relationships and to feel a part of the team/organization.
- The desire for the public, staff, and members to feel listened to and not just turned on/off.
- Challenges chairing a meeting with a mix of participants in and outside of the room.

- Variable internet and hardware/software quality and technological capabilities of users, including members of the public.
- The on-going need for technical support/moderator.

Several member municipalities have resumed in-person meetings, but with remote presentations or a limit on presenters in the room; and with remote public participation. To the best of our knowledge, municipalities in the watershed are using wide-angle video cameras as proposed above, with varying degrees of resolution/quality.

Not all CAs intend to allow remote participation in future. Of those surveyed in Eastern Ontario, two indicated that they plan to revert to in-person meetings post COVID-19, and a third said it is assessing technical constraints, options, and costs.

2.3 By-law Changes

At present, the *Administrative By-law* allows the Board to meet remotely while a state of emergency is in effect. As the City of Ottawa remains in a state of emergency, this has not been an issue. However, it is prudent that the Board change the by-law to allow for meeting remotely outside of a state of emergency in case the situation changes and there is a need for one or more members to participate remotely. Based upon discussions to date, the following reasons for remote participation are suggested:

Board members may participate in a meeting by telephonic or video device when they cannot participate in-person due to:

- An emergency (at any level of government or within MVCA)
- Dangerous weather/driving conditions
- Physical impairment
- Time constraints between meetings or other unavoidable conflict

The expectation would be that members attend in-person unless one or more of the above conditions apply. Furthermore, it is recommended that a limit on remote participation be instituted, for example, no more than 33% of meetings in any 12-month period unless exempted by the Chair (i.e. 3 out of 9 Board meetings per year.)

It is also desirable to establish clear expectations regarding the technical quality of participation. Specifically, the following is suggested:

It is the responsibility of every Board member, presenter, and member of the public participating remotely at an MVCA Board or Committee meeting to ensure the following:

- A reliable internet or telephonic connection

- Good quality audio pick-up and speaker/TTY capabilities
- Access to compatible software that allows for sharing/viewing presentations

Finally, where members participate remotely, the Board needs to determine whether they should be:

- counted towards quorum;
- allowed to participate during in-camera items; and
- allowed to vote on in-camera items.

Where members meet a criterion for remote participation and have not used this option beyond the fixed limit, it would seem reasonable that they be counted towards quorum and permitted to vote during open session items as had been done this past year.

However, confidentiality concerns remain for in-camera items as a home and work settings do not always allow for privacy. As there is no ability to verify that the discussion cannot be heard and materials be seen by others when members participate remotely in in-camera sessions, some form of attestation is desirable to confirm that in-camera items will only be seen and heard by the Member, will not be recorded, and that all documents shared in-camera will be destroyed and not saved or copied in any manner. It is recommended that this be obtained each time a member participates in an in-camera session remotely.

3.0 NEXT STEPS

To date, discussion of long-term use of remote participation in Board meetings has been confined to the Policy & Priorities Committee. Therefore, it is recommended that the full Board be polled regarding the parameters for participation outlined herein before a by-law amendment is tabled for consideration. Furthermore, as technical improvements to the boardroom are needed to allow for hybrid meetings, firm quotes should be obtained to allow for proper assessment of the costs/benefits.

REPORT

3119/21

TO:	MVCA Policy & Priorities Committee
FROM:	Sally McIntyre, General Manager
RE:	Consent Agenda
DATE:	March 19, 2021

Recommendations:

That the Policy & Priorities Committee recommend that the Board direct staff to:

1. Draft amendments to the *MVCA Administrative By-law* to allow for consent agenda.
2. Include item summaries or powerpoints in Board Agenda Packages for verbal updates.
3. Hold the watershed tour biannually, and on alternate years meet as the Board.

1.0 BACKGROUND

Over the past two years the Board of Directors has considered a wide range and lengthy number of items at its monthly meetings. On several occasions the Board has been challenged to consider the full agenda within the allotted time; and, has had to defer items due to time over-runs. This problem is a function of the following:

- The number and novelty of items on the agenda—relatively few items were routine;
- The Board meets monthly and does not meet in January, August and November;
- Board meetings are limited to 2 hours;
- The AGM has several standing items that can take up to half the meeting;
- The June meeting is typically used for the watershed tour;
- Two to three times per year the Board also meets as the Source Protection Authority which can take 15-30 minutes; and
- In March 2020, the Board could not meet officially as it did not have the legal ability to meet electronically.

The question has been raised whether the Board should use a “consent agenda” to streamline Board meetings and provide members with greater time to understand and discuss more important items. The purpose of this report is to outline the use, benefits and challenges of

consent agendas; to identify and discuss other approaches to addressing time constraints; and to recommend a course of action.

2.0 CONSENT AGENDA

A consent agenda groups routine, procedural, informational and self-explanatory non-controversial items and presents them to the board in a single motion for approval.¹ Items proposed for the consent agenda are clearly identified when the agenda is issued to provide board members with the time needed to:

- review the items to be approved on consent;
- ask questions regarding those items in advance of the meeting; and
- determine whether they are comfortable with the item going forward on consent or would like the item held for discussion as part of the main agenda.

Generally, “decision” items are not placed on the consent agenda unless they are considered routine and non-controversial. Typical consent items include²:

- Approval of board and committee minutes
- Committee and staff reports
- Updates or background reports provided for informational purposes only
- Correspondence requiring no action
- Appointments requiring board confirmation
- Approval of contracts that fall within the organization’s policy guidelines
- Final approval of proposals that have been thoroughly discussed previously, where the board is comfortable with the implications
- Confirmation of *pro forma* items or actions that need no discussion but are required by the bylaws
- Dates of future meetings

If upon reviewing the agenda package a member wants a consent item moved back to the main agenda they can ask the Chair to do so in advance of the meeting, or at the meeting before the vote to approve the consent agenda. If a member’s question leads to more discussion, the item is typically moved to the main agenda to allow the balance of the consent agenda to be approved and the meeting to proceed.

¹ <https://www.councilofnonprofits.org/>

² Ibid

3.0 DISCUSSION

Using a consent agenda can significantly reduce time spent on routine matters and allow more time to be spent on matters of greater significance. The challenges and drawback of using consent agenda are the following:

- Ensuring that Board members feel that the consent agenda is used in a reasonable and transparent manner and are comfortable approving it;
- Ensuring that Q&A during consideration of the consent agenda does not lead to discussion and debate; and
- Ensuring that the value of information items is not lost.

As it relates to MVCA, one of the challenges faced the past two years was a relative lack of routine and/or non-controversial items. MVCA's Board agenda was driven largely by legislative changes and their impacts, budget cuts, COVID-19, infrastructure pressures; and by a desire to improve organizational transparency as MVCA is perceived by some to be insular and self-serving. Over half the Board changed membership in 2019 and it was important to ensure that new Directors were brought up to speed on the breadth of activities as well as the issues facing the organization.

Attachment 1 provides a list of all items tabled during 2019-2020. Excluded from the list are standard AGM agenda items (appointments, budget, Financial Statements etc.), Minutes, Business Arising, and Other Business items as well as Source Protection Authority agenda items.

Due to the sequencing of agenda items, most often it was informational items that were cut short or deferred due to meeting time constraints. Most informational items are tabled to ensure that Board members are kept abreast of key projects and are aware of the challenges and success of particular programs and activities. From a succession management perspective, these items also provide a range of staff with experience presenting to and interacting with Board members.

While Conservation Ontario uses consent agenda, none of the CAs in eastern Ontario that responded to our survey use consent agenda; however, some municipalities in the region do.

Additional measures that could be used to address time constraints include the following:

- Reduce the number of items on the agenda by reviewing Attachment 1 and identifying:
 - Decision items determined to be the purview of the GM to approve; and
 - Informational items that require less frequent Board updates.
- Include item summaries or powerpoints in Board Agenda Packages for verbal updates to allow that item to proceed on consent;
- Increase the duration of Board meetings;

- Increase the number of Board meetings:
 - Make watershed tours biannual and have June meetings every other year.
 - Meet one or more additional months per year where warranted.
 - Reallocate Committee-time to Board-time (this would entail a review of MVCA Committee structures and mandates.)

3.0 RECOMMENDATION

Inclusion of consent agenda within the Administrative By-laws is recommended for the following reasons:

- MVCA has an ambitious capital program over the next ten years that will generate both decision and informational items.
- Regulatory changes in the near-term are likely to generate considerable administrative and financial items.
- In the year following a municipal election there will always be a need to table informational items to allow new members to become familiar with the organization.
- There is an ongoing need for organizational transparency that warrants continued tabling of informational items to the Board.

In the meantime, the practice of verbal-only items will cease. All agenda items will have written documentation that will enable them to be considered as part of a consent agenda.

Bi-annual watershed tours are easily accommodated. In fact, a June Board meeting was held in 2020 due to COVID-19.

Attachment 1: Agenda Items 2019-2020 (17 meetings)

Excluded from the list are standard AGM agenda items, Minutes, Business Arising, and Other Business items, and Source Protection Authority agenda items.

Decision Items

1. Annual Budget Direction
2. Tabling Draft Budget and Work Plan
3. Update Annual Fee Schedule
4. Budget/Fee Changes
 - a. Reduction of permit fees (2019 flood)
 - b. Kashwakamak Lake Dam
 - c. Corporate Strategic Plan
 - d. Job Evaluation & Market Review Study
 - e. Shabomeka Lake Dam design contract
 - f. K&P Structural Assessment
 - g. Annual Contribution to/from Reserve
5. Cut to Section 39 Funding / Lobby effort
6. WECl Program and Allocations / Lobby effort
7. Approval of Stimulus Projects for Grants
8. 10-year Capital Needs Assessment
9. Interim Financial Plan Background Report
10. 10-year Capital Plan Update
11. 2021-2023 Interim Financial Plan
12. 2019 Flood - Preliminary Report and Recovery Plan
13. Bill 108 - Comments to Province
14. Museum
 - a. Approval of Strategic Plan
 - b. Appointment of *ad hoc* Committee
 - c. Court petition & legal opinion re: options
15. Shabomeka Lake Dam Gate/Control Options
16. Kashwakamak Lake Dam - Results of Risk Assessment and Management Approach
17. Job Evaluation and Market Survey - Approval of Recommendations
18. Harwood Creek Flood Plain Mapping
 - a. Request to Approve (deferred)
 - b. Additional Information and Approval
19. Lower Mississippi Flood Plain Mapping
20. Land Management
 - a. Easements at Dams
 - b. Land exchange at Palmerston Beach
 - c. Sale of K&P Trail
 - d. Carp River CA Licence of Occupancy
 - e. Parking at Mill of Kintail
21. COVID 19
 - a. Emergency Response Plan
 - b. Emergency Meeting Procedures and creation of Executive Committee
 - c. Approval of 2-weeks paid vacation and discretionary paid COVID-19 leave
 - d. Alternative Summer Work Plan
22. Mississippi River Watershed Plan
 - a. Approval of Public Advisory Committee
 - b. Approval of Goals and Objectives
 - c. Approval to consider long-term role for PAC
23. Policy Amendments
 - a. Invited Members
 - b. Voting by Proxy
 - c. Merge of GM and Sec'y-Treas position
 - d. Update to Shoreline and Watercourses Policies
 - e. Vacation policy
 - f. Gifts and Gratuities policy
24. Septic Program Proposal to the Frontenacs
25. Appointments
 - a. Changes to Financial Signing Authority
 - b. GM as permit approver
 - c. GM as liaison to MVCF Board
 - d. New Regulations Officer
26. Human Resources Matters (IN CAMERA)
 - a. Recruitment
 - b. Terminations
 - c. Settlements
27. Approval of Annual Office Closure Dates
28. Approval of Annual Meeting Schedule

Informational Items

29. Presentation of Annual Reports
30. Tabling of Future Agenda Items
31. Updates regarding:
 - a. Conservation Ontario Council
 - b. Watershed Condition and Outlook
 - c. Budget Control Reports
 - d. Audit Plan

- e. Ontario Regulation 153/06 Permits
 - f. Section 28 Compliance Program
 - g. Results of Board survey regarding scheduling of Board meetings
 - h. Final Report on the 2019 Flood Event
 - i. Results of annual dam inspections
 - j. Kashwakamak Lake Dam
 - k. Shabomeka Lake Dam
 - l. K&P Bridge
 - m. Palmerston Beach
 - n. Bill 108
 - o. Provincial Flooding Strategy
 - p. COVID-19 operational impacts
 - q. Mississippi River Watershed Plan
 - r. Carp River Conservation Area
 - s. Natural Systems Monitoring Program
 - t. Education Program
 - u. Poole Creek Stewardship Project
 - v. Management of the Ottawa River Basin
 - w. Status of Motions
 - x. Municipal CAO/Councils Briefings
 - y. Management vacancies
32. Acknowledgements
- a. New appointees
 - b. Retirements
 - c. Anniversaries
 - d. Deaths/condolences
33. Correspondence
34. Guest Presentations
- a. Board Fiduciary Duties
 - b. Board Financial Duties
 - c. Asset Management for CAs
 - d. Ottawa U re Carp River Restoration Study
35. Quarterly Update

REPORT

3120/21

TO:	Policy & Priorities Committee, Mississippi Valley Conservation Authority
FROM:	Sally McIntyre, General Manager
RE:	Committee Structures and Mandate
DATE:	March 21, 2021

RECOMMENDATION:

That the Policy & Priorities Committee direct staff to draft Terms of Reference for an *ad hoc* Governance Committee to review committee structures of the Authority for consideration by the Board.

1.0 BACKGROUND

Currently, MVCA has the following committees:

- Finance and Administration (standing committee of board members)
- Policy and Priorities (standing committee of board members)
- Regulations (Section 28 tribunal comprised of board members with delegated powers)
- Executive Committee (struck during emergency operations with delegated powers)
- Mill of Kintail Museum Advisory Committee (advisory committee with representation from the Board, Foundation and the public)
- Mill of Kintail Museum Special Advisory Committee (ad hoc; struck to address funding changes associated with Bill 108 comprised of members of the board and expert advisors.)

Section 12 of MVCA's *Administrative By-laws* allows the Board to "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."

Executive Committees are permitted under section 19 (1) of the *Conservation Authorities Act*, with section 19 (2) prescribing that the chair and vice-chair of the authority shall be the chair and vice-chair of the executive committee.

2.0 DISCUSSION

The Authority has had a variety of committees over its 50+ year history. For example, a Buildings Committee was struck to guide decisions regarding the housing of the Authority's offices and main works yard in the early 2010s. As well, in the early days of MVCA an Executive Committee was in place but, at some point, was dissolved and only recently re-established for emergency operations.

It is not unusual for committee structures to evolve over time to adapt to the changing needs of an organization. In fact, an article published by the Harvard Law School Forum on Corporate Governance¹ suggests that Boards consider the following questions at regular intervals to ensure that their committees are relevant, useful, and productive:

- Is the board's committee structure appropriate to forward-looking board priorities and company specific needs?
- Is the board size and composition adaptable to changing committee responsibilities as needed based on the company's evolving oversight needs?
- Is the board familiar with how peer companies are addressing board oversight responsibilities?
- Do assessments of board effectiveness reveal possible pressure points that might be resolved with changes in committee structure?
- As committees assess their own effectiveness and performance, is their capacity, workload and areas of expertise part of that assessment?
- As new directors join the board and bring new areas of expertise, does the board consider whether the current committee structure fully leverages those new director skills?

There are several reasons why a review of committee use/structure makes sense at this time:

- The question has been raised whether the Executive Committee could serve outside of Emergency Operations Meeting because of its usefulness as an advisory group to the General Manager and the Chair;
- MVCA is in the process of developing a Corporate Strategic Plan that will set priorities for the next five years;
- Regulatory changes emanating from Bill 108 and Bill 229 will likely necessitate an examination of governance matters;
- There has been uncertainty in the past year related to what matters should go to a committee first, and to which committee; and

¹ <https://corpgov.law.harvard.edu/2018/07/10/a-fresh-look-at-board-committees/>

- Concern has been expressed regarding the volume of matters elevated to the Board.

A preliminary survey of CAs in eastern Ontario has discovered that there is considerable variability in the structures/approaches used. For this reason, a more comprehensive review of this matter is recommended.

Given the sensitivity of governance discussions, it is recommended that this matter be addressed by the Board or first by a committee struck specifically for this purpose, as there is risk that the Policy & Priorities Committee may be viewed as biased for this purpose. It may also be desirable to hold one or more special meetings of the Board to deal with this matter.

Given concerns regarding Board agenda length and time over-runs, and that this matter could take several months to address, it is recommended that an *ad hoc* Governance Committee be established that can report to the Board with recommendations. To that end, it is recommended that staff prepare draft Terms of Reference for the proposed committee for consideration by the Board.