



MINUTES

Hybrid Meeting Via Zoom
and at MVCA Office

Board of Directors
Annual General Meeting

April 8, 2024

MEMBERS PRESENT

Paul Kehoe, Chair
Jeff Atkinson, Vice Chair
Allan Hubley
Allison Vereyken
Andrew Kendrick (Virtual)
Bev Holmes (Virtual)
Cathy Curry (Virtual)
Cindy Kelsey
Clarke Kelly (Virtual)
Dena Comley
Glen Gower
Helen Yanch
Janet Mason
Mary Lou Souter
Roy Huetl
Steven Lewis
Taylor Popkie

MEMBERS ABSENT

Richard Kidd

STAFF PRESENT

Sally McIntyre, General Manager
Stacy Millard, Treasurer
Alex Broadbent, Manager, IC&T
Matt Craig, Manager, Planning & Regulations
Scott Lawryk, Manager, Properties
Jennifer North, Water Systems Technologist
Rachel Clouthier, Regulations Technician
Dana Doughty, Finance Administrator
Kelly Hollington, Recording Secretary

GUESTS

Roberta Della-Pica
Ross Saunders
Chris Clarke, KPMG (Virtual)

Marika Livingston, Project Manager, Mississippi-Rideau Source
Water Protection Region (Virtual)

P. Kehoe called the meeting to order at 10:04 a.m.

Welcome and Land Acknowledgement

P. Kehoe welcomed MVCA staff and Board members and provided a land acknowledgement recognizing First Nations ties to the land and to MVCA's work. See attached.

Opening Ceremony

P. Kehoe introduced Elder R. Della-Pica, a Bonnechere Algonquin, and her partner R. Saunders and invited them to conduct an opening ceremony for the AGM. R. Della-Pica explained the smudging ceremony, taking the smoke from the burning sage, sweetgrass, tobacco and cedar to cleanse the body, mind and spirit and to cleanse the space of any negative energies. R. Saunders moved around the room providing MVCA staff and Board Members the opportunity to be smudged. R. Della-Pica introduced herself, and extended welcome to MVCA staff and Board members on unceded, traditional land of the Algonquin peoples. She noted the mutual connection and importance of waterways. She sang a traditional song to conclude the opening ceremony. P. Kehoe thanked R. Della-Pica and R. Saunders for their moving ceremony.

Declarations of Interest (Written)

Members were asked to declare any conflicts of interest and informed that they may declare a conflict at any time during the session. No declarations were received.

Agenda Review

P. Kehoe noted that there were no additions to the agenda.

BOD24/04/08 - 1

MOVED BY: M. Souter

SECONDED BY: J. Atkinson

Resolved, that the agenda for the April 8, 2024 Board of Directors Meeting be adopted as presented.

"CARRIED"

MAIN BUSINESS

1. Approval of Minutes: Board of Directors Meeting, March 11, 2024.

BOD24/04/08 - 2

MOVED BY: T. Popkie

SECONDED BY: G. Gower

Resolved, that the minutes of the Board of Directors Meeting held on March 11, 2024 be received and approved as printed.

“CARRIED”

2. Receive Approved Minutes: Finance and Administration Advisory Committee Meeting Minutes, November 28, 2023.

3. Financial Statements, (Stacy Millard)

S. Millard presented the 2023 Financial Statements. She noted that the new auditor, KPMG, requires MVCA to prepare the financial statements, which the prior auditor had not. She provided an overview of the Statement of Financial Position, Statement of Operations, and Status of Reserves, and key Notes associated with those items.

BOD24/04/08 - 3

MOVED BY: J. Mason

SECONDED BY: D. Comley

Resolved, That the Board of Directors receive and approve the 2023 Audited Financial Statements; and direct that they be posted and distributed in accordance with Section 38 of the *Conservation Authorities Act*.

“CARRIED”

4. Auditors Report, (Chris Clarke, KPMG)

C. Clarke from KPMG presented the Auditors Report, which he noted had been presented to from the Finance and Administration Advisory Committee meeting on March 28, 2024. Overall, KPMG issued a clean audit opinion, with no uncorrected misstatements. The auditor’s report will be deemed complete upon Board approval and signing of the management representation letter.

He overviewed KPMG’s audit process for assessing significant risks, noting that no issues were identified. He explained that the new Public Accounting Standard for 2023 required the creation of Asset Retirement Obligations (ARO) pertaining to structures at the Mill of Kintail Conservation Area. A provision was required to be recorded for the potential clean up of hazardous materials in those buildings upon their retirement. KPMG deemed MVCA’s estimated clean up costs as appropriate. He noted that this estimate will be re-evaluated annually.

He stated that KPMG did not identify any significant deficiencies in internal control over financial reporting. He overviewed recommendations to MVCA to improve control deficiencies

for future audits. He highlighted an item from Appendix 1a of the draft auditor's report: *Other Matter – Comparative Information* and explained that this was necessary because the 2022 audit was completed by Cross Street. This item will not be required in future audit reports.

G. Gower asked if the auditor recommendations have been accepted by staff with plans in place to implement. S. Millard confirmed. C. Clarke confirmed the recommendations were discussed with staff and that part of KPMG's annual procedures is a follow-up and formal update on the recommendations. KPMG will provide implementation updates to the Board during future audits.

S. Lewis noted that KPMG provided guidance and support to management on the new financial reporting framework and expressed concern over the increase in billing from KPMG. C. Clarke confirmed that the implementation of the new accounting standards resulted in an increase in billing from the original quoted amount. Moving forward the billing will be in line with the board-accepted proposal.

P. Kehoe commented that KPMG's PowerPoint presentation requires improvement to better engage the Board. He recommended that key points be summarized to capture highlights of the report. C. Clarke responded that a simplified presentation can be developed next year.

5. Employee Presentation: 2023 Compliance Implementation (Rachel Clouthier)

R. Clouthier reviewed MVCA's compliance program objectives and process. She noted the Board's approval of the *Compliance Strategy* in spring 2023. She overviewed MVCA's compliance priorities, and explained that permit writers flag permits those that will require a compliance review.

R. Clouthier stated that when she started as Regulations Technician in July 2023 she assisted M. Craig to follow-up on complaints from the public and member municipalities and 40 open violation files. She presented basic program statistics for the prior 12 months.

She highlighted a new permit requirement as of 2024: notification of project completion is required from the property owner or contractor. She noted the introduction of Ontario Regulation 41/24, which introduced changes mainly to enforcement and investigation process. She listed compliance challenges in 2024 including projects not constructed in accordance with their permit *Schedule A* plans and projects altered after a final compliance inspection.

P. Kehoe asked if there are timelines associated with permits and how that ties into the notification of project completion. R. Clouthier explained that permits are valid for 24 months, and that staff use the IMS tracking system to identify permits nearing expiry and contact permit holders to remind them of outstanding information needed to close the file.

P. Kehoe asked if the notice of completion is not turned in if it is considered a violation of the permit. R. Clouthier confirmed. She explained that MVCA works with permit holders to offer

extensions and re-issue permits if required. She also explained that a compliance inspection differs from an investigation, which is an enforcement action and only occurs when a project is deemed non-compliant.

Watershed Outlook, Report 3408/24 (Jennifer North)

J. North provided a watershed conditions update. Flows throughout the watershed are below normal for this time of year due to the early freshet. The upper lakes, with all logs-in, are between 10-25cm below their target summer-levels but slowly increasing in levels. She noted that 2024 had the earliest spring peak on record between 1970-2024, with peak flows approximately 50% below their historic average. Most tributaries also peaked a month early and at roughly 50% of their historic average.

She explained that the long-range forecast predicts an increase in precipitation and could trigger another small peak in water levels. Flows are anticipated to increase toward target levels if forecasted precipitation materializes. She noted that system has lots of storage capacity to handle any significant rain events, and that flooding is not expected at this time.

Flows and levels on the Ottawa River are near the bottom of their normal range, but are expected to rise in the coming weeks. The next update from the Ottawa River Regulation Planning Board is scheduled for April 9, 2024. She noted that conditions will be actively monitored and MVCA will issue any statements if required.

B. Holmes asked if the hydro generation stations located in the downstream portion of the Mississippi River are in contact with J. North. J. North responded that she notifies power generators of changes in water levels in the upper lakes and the amounts being directed downstream. She noted that downstream power generators do not have any impact on water levels or flows in the Mississippi River.

6. GM Update, Report 3409/24, (Sally McIntyre)

S. McIntyre highlighted the following from the GM Update:

- MVCA received direction from Conservation Ontario confirming that municipal drain maintenance projects still require permits where they intersect with regulated wetlands. MVCA will follow up with member municipality public works departments to confirm permitting requirements.
- MVCA is currently working on an update to the *Mill of Kintail Museum Strategy*. MVCA is working with Fauzya Moore who has volunteered to help review and update this document as a part of her participation in a course with York University. She noted that F. Moore will be following up with the Museum Advisory Committee members.

- MVCA is updating the Emergency and Disaster Plan for the museum, which is to be submitted with this year's funding application to the Province.
- A pre-sale was offered to prior attendees and those who had reached out to MVCA. Summer Camp at the Mill of Kintail is over 2/3 sold out.
- Briefings have been arranged for area councillors for April 19 and 22 to review results of the update to the Carp River Floodplain Mapping. A public open house is scheduled for May 2nd and notices will be mailed to affected property owners in the following week. Finalized floodplain mapping will be tabled with the board in May.

J. Mason asked if there is a venue was set for the Carp River Floodplain Mapping Open House. K. Hollington responded that the Open House is booked at the Kanata Beaverbook Community Centre and details will be shared with local board members when it is ready for distribution.

7. Election of Officers, Report 3410/24, (Sally McIntyre)

BOD24/04/08 – 4

MOVED BY: M. Souter

SECONDED BY: D. Comley

Resolved, That Sally McIntyre be appointed as Chair for administering the Election of Board of Directors Chair for 2024.

“CARRIED”

S. McIntyre noted that the election will be carried out in accordance with procedures set out in the MVCA *Administrative bylaw*, the elections will be conducted in the order of election of Chair followed by election of Vice-Chair. She asked members if there are any nominations for the position of Chair. J. Atkinson nominated P. Kehoe for the position of Chair. She asked members if there were any more nominations for the position of Chair, two more times.

BOD24/04/08 – 5

MOVED BY: R. Huetl

SECONDED BY: A. Vereyken

Resolved, That nominations for the position of Chair be closed.

“CARRIED”

S. McIntyre asked P. Kehoe if he accepted the position of Chair. P. Kehoe accepted. S. McIntyre declared P. Kehoe to be Chair by acclamation.

P. Kehoe asked if there are any nominations for the position of Vice-Chair. J. Mason nominated J. Atkinson for the position of Vice-Chair. P. Kehoe asked if there were any more nominations for the position of Vice-Chair, two more times.

BOD24/04/08 – 6

MOVED BY: M. Souter

Resolved, That nominations for the position of Vice-Chair be closed.

“CARRIED”

P. Kehoe asked J. Atkinson if he accepted the position of Vice-Chair. J. Atkinson accepted. P. Kehoe confirmed J. Atkinson’s position of Vice-Chair.

8. **2024 Regulations Committee and Other Appointments, Report 3411/24, (Sally McIntyre)**

S. McIntyre explained that members of the Board were contacted in March to confirm if they would like any changes to the Committees they sit on, and that membership lists provided in Report 3411/24 reflect status quo from 2023 to 2024. She explained that board approval of Regulations Committee membership is required because its members are being delegated authority under the *Conservation Authority Act* to make determinations on behalf of the Board for any permit applications that are appealed.

BOD24/04/08 – 7

MOVED BY: A. Vereyken

SECONDED BY: S. Lewis

Resolved,

1. **That the Board of Directors:**
 - a. **Appoint the Board members listed in Table 1, as amended, to the Regulations Committee to hear applications pursuant to Ontario Regulation 41/24 and MVCA’s *Administrative By-law*; and**
 - b. **Direct members of the Regulations Committee to deliberate on the evidence presented at a hearing, and grant or deny such permission on behalf of the Mississippi Valley Conservation Authority and provide the applicant with reasons, in writing, thereof.**
2. **That the Board of Directors appoint Janet Mason as Board Representative on the Mississippi Valley Conservation Foundation.**
3. **That the Board of Directors appoint Bev Holmes as Board Representative on the Mill of Kintail Museum Advisory Committee.**

4. That the Board of Directors appoint Dena Comley as Board Representative on the Mississippi River Watershed Plan Implementation Public Advisory Committee.

“CARRIED”

9. 2024 Conservation Ontario Appointments, Report 3412/24, (Sally McIntyre)

BOD24/04/08 - 8

MOVED BY: A. Vereyken

SECONDED BY: C. Kelsey

Resolved, That the Board of Directors appoint the following to Conservation Ontario Council for 2024:

- **The 2024 Board Chair as Voting Delegate**
- **The 2024 Board Vice-Chair as First Alternate**
- **The General Manager as Second Alternate**

“CARRIED”

10. Appointment of the 2024 Auditor, Report 3413/24, (Sally McIntyre)

S. McIntyre recognized challenges with the 2023 Audit process with KPMG, including being a new auditor, new processes and new accounting standards. S. McIntyre recommended the reappointment of KPMG as the Authority’s auditor for 2024. She noted plans to work with KPMG to improve the audit process. S. McIntyre noted that MVCA shares the concern of S. Lewis in regards to pricing increases in services for the audit for 2023. S. McIntyre commented that this is the first year that MVCA has been required to provide their own Financial Statements and that, despite that, the cost for the audit is more than in years past with Cross Street.

BOD24/04/08 - 9

MOVED BY: D. Comley

SECONDED BY: R. Huetl

Resolved, That the Board of Directors appoint the firm KPMG as the Authority’s auditor for the year 2024.

“CARRIED”

11. Removing Operational/Redundant Items from MVCA’s Employee Manual, Report 3407/24, (Sally McIntyre)

S. McIntyre explained that the Board approved a process for disentangling Board-approved policies from operational procedures in September 2023. The recommended changes

proposed in report 3407/24 are the first list of items identified for removal. The items identified for removal are largely forms, procedures and guidance that change over time. Several items are currently included in MVCA's *Health & Safety Manual*.

J. Mason noted that item 10 and 11 were reviewed and approved by the Finance and Administration Advisory Committee.

P. Kehoe asked the Board to consider the motions under items 11 and 12 together.

BOD24/04/08 - 10

MOVED BY: J. Mason

SECONDED BY: R. Huetl

Resolved,

- **That the Board of Directors approve removal of various redundant or conflicting policies and operational elements from the Employee Manual as set out in report 3407/24; and**
- **That the Board of Directors approve amendment of the Employee Manual as set out in report 3406/24, as amended by the Finance and Administration Advisory Committee.**

“CARRIED”

12. Employee Manual Amendments, Report 3406/24, (Sally McIntyre)

See above item 11.

13. 2023 Annual Report, (Sally McIntyre)

S. McIntyre commented that 2023 was a good year for MVCA. She noted that regulatory changes have presented challenges since 2019 but that the organization is adapting and moving forward.

P. Kehoe noted that MVCA has weathered through a time of transition and change, with vision and planning, and is in a good place moving forward. He highlighted the support and effort from the members of the Board and MVCA staff to make it through challenging times.

A. Kendrick asked who runs tree planting and giveaways at MVCA and what level of follow-up is conducted to assess the success of the planting programs. He noted that Tay Valley Township is looking into tree planting programs and services. S. McIntyre responded that MVCA typically takes care of shoreline alteration projects and smaller-scale plantings and that Rideau Valley Conservation Authority (RVCA) coordinates the large-scale rural plantings. M. Craig added that there are not enough resources to conduct large-scale follow up on tree planting programs.

MVCA follows up annually with Lake Associations and engages with them regarding planting programs. S. McIntyre noted that MVCA can contact A. Kendrick directly to assess if there is an opportunity to assist. P. Kehoe commented that RVCA did a follow up visit after he participated in a tree planting project on his property.

ADJOURNMENT

BOD24/04/08 - 11

MOVED BY: J. Atkinson

SECONDED BY: T. Popkie

Resolved, That the Board of Directors meeting be adjourned.

“CARRIED”

The Board of Directors meeting adjourned 11:45 a.m., followed directly by the Source Protection Authority meeting.

K. Hollington, Recording Secretary.

DRAFT