

## Minutes: Board of Directors Meeting

March 10, 2025, 1 p.m. – 3 p.m.

Hybrid Meeting Via Zoom and at MVCA Office

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### Roll Call

#### Members Present

- Paul Kehoe, Chair
- Jeff Atkinson, Vice Chair
- Allan Hubley (Virtual)
- Bev Holmes (Virtual)
- Cindy Kelsey
- Clarke Kelly (Virtual)
- Dena Comley
- Glen Gower
- Helen Yanch
- Janet Mason
- Jeannie Kelso
- Mary Lou Souter
- Roy Huetl
- Steven Lewis
- Taylor Popkie
- Wayne Baker

#### Members Absent

- Cathy Curry
- Richard Kidd

#### Staff

- Sally McIntyre, General Manager
- Stacy Millard, Treasurer
- Juraj Cunderlik, Director of Engineering
- Scott Lawryk, Property Manager
- Alex Broadbent, Manager of IC&T
- Kelly Stiles, Biologist
- Jennifer North, Water Resources Technician
- Kelly Hollington, Recording Secretary

#### Guests

- Lorne Heslop

P. Kehoe called the meeting to order at 1:00 p.m.

### Declarations of Interest

Members were asked to declare any conflicts of interest. No declarations were received.

## **Agenda Review**

There were no amendments or discussion on the agenda.

### **BOD25/03/10 - 1**

**MOVED BY: H. Yanch**

**SECONDED BY: R. Huetl**

**Resolved, that the agenda for the March 10, 2025 Board of Directors Meeting be adopted as presented.**

**“CARRIED”**

## **Main Business**

### **1. Approval of Minutes: Board of Directors Meeting, February 10, 2025**

There were no amendments or discussion on the minutes.

### **BOD25/03/10 - 2**

**MOVED BY: T. Popkie**

**SECONDED BY: J. Atkinson**

**Resolved, that the minutes of the Board of Directors Meeting held on February 10, 2025 be received and approved as printed.**

**“CARRIED”**

### **2. Receipt of Finance and Administration Advisory Committee Meeting Minutes.**

There was no discussion on the minutes.

### **3. Staff Presentation – Changes to the Boardroom Audio/Visual System, Alex Broadbent**

A. Broadbent provided a presentation regarding updates to the MVCA Boardroom audio/visual system to improve the user experience during virtual meetings.

J. Kelso commented that improvements are needed in the room sound-lift.

M. Souter asked about the cost of improvements. A. Broadbent responded that the total after tax was ~\$57,000.

**4. Watershed Conditions, Report 3480/25, Jennifer North.**

J. North provided a watershed conditions update. Conditions are normal for this time of year. She highlighted the current operating objective of ensuring storage capacity in Crotch Lake for the spring freshet. She noted that the watershed could be at risk of a higher than normal spring peak on the Mississippi depending on weather conditions during March and April.

S. Lewis asked about ground frost conditions. J. North responded that due to a dry Fall, she expects there to be lots of ground penetration from the water run-off.

**5. GM Update, Report 3481/25, Sally McIntyre.**

S. McIntyre provided the GM Update. She highlighted:

- Board Elections – Elections for Chair and Vice Chair of the Board and Sub-committees will be held at MVCA's Annual General Meeting on April 14, 2025.
- Lanark Dam Safety Measures – MVCA is currently developing a detailed workplan to address safety deficiencies. MVCA anticipates initiating the design phase in later March.
- Flood Contingency Plans – An updated version of MVCA's Flood Contingency Plan was distributed to the Board and municipal staff.
- Financial Audit – Staff are working on the draft financial statements to table at the Finance and Administration Advisory Committee meeting in early April to come forward to the Board at the AGM.

B. Holmes asked if MVCA is taking any temporary measures to address safety concerns around the Lanark Dam. S. McIntyre explained that the deficiencies are due to changing regulations. J. Cunderlik added that deficiencies have been noted and prioritized accordingly. These concerns will be addressed during the design stage of the dam improvements. Public safety components will be ready for construction this summer.

R. Huetl asked if MVCA is still in communication with the Kashwakamak Lake Association in regards to the Kashwakamak Lake Dam replacement. S. McIntyre explained that the Kashwakamak Lake association received notification of the submission of the Environmental Assessment (EA). She noted that MVCA intends to continue to engage with the lake association on key milestones.

W. Baker asked for details regarding compliance to updated regulations as they relate to design codes and dam safety standards. S. McIntyre explained that the Canadian Dam

Association sets recommended industry standards. J. Cunderlik explained that design codes are updated at both the Provincial level through *the Lakes and Rivers Improvement Act* and at the Federal level by the Canadian Dam association.

W. Baker asked if all of MVCA's dam structures require upgrades. S. McIntyre explained that dam inspections are held annually and dam safety reviews (comprehensive examinations of dam structures) occur on a rotating basis. The results from these inspections and comprehensive reviews are used to prioritize works and are set out within the 10-Year capital plan.

### **Rising from the Finance & Administration Advisory Committee**

#### **6. MVCA 2025 Investment Policy & 2025 Strategy, Report 3475/25 (Amended), Stacy Millard.**

S. Millard provided the proposed 2025 Investment Policy and 2025 Strategy. She reviewed MVCA's current state of investments. She reviewed policy highlights including annual board approval of the investment mix and strategy along coinciding with updating the 10-year Capital Plan. She reviewed the portfolio mix recommended by the broker ONE Investment. She provided a summary of ONE Investment's returns on portfolio options. She reviewed the 2025 Strategy, which differs from what is in the staff report, as follows:

- 50% in Canadian Government Bonds ~\$1,525,000;
- 25% in High Interest Savings Account (HISA) ~\$762,500;
- 20% in Canadian Corporate Bonds ~\$610, 000; and
- 5% in Canadian Equity Bonds ~\$152,500.

P. Kehoe commented that there have been amendments to the recommendation from the Finance and Administration Advisory Committee and asked whether the item should go back to the Finance and Administration Advisory Committee before being approved by the Board of Directors. S. McIntyre explained that, due to time limitations, the amended recommendation was brought to the Board. She asked if P. Kehoe wants to defer the item so it can go back to the Finance and Administration Advisory Committee and to the Board for approval in April. P. Kehoe asked for feedback from J. Mason, Chair of the Finance and Administration Advisory Committee.

J. Mason asked for clarification on what a Canadian Equity Bond is. S. Millard explained that those are the names of the portfolios as provided by One Investment. She will clarify with One Investment and provide an answer for J. Mason.

J. Mason commented that it is up to the Board if the item should be deferred and reviewed again by the Finance and Administration Advisory Committee. P. Kehoe asked if any members would like to make a motion that the item go back to the Finance and Administration Advisory Committee for review before being tabled with the Board.

**BOD25/03/10 - 3**

**MOVED BY: M. Souter**

**SECONDED BY: J. Kelso**

**Resolved, That the 2025 Investment Strategy go to the Finance and Administration Advisory Committee for review before coming to the Board of Directors.**

**6 In Favour**

**10 Opposed**

**2 Absent**

**“DEFEATED”**

**BOD25/03/10 - 4**

**MOVED BY: T. Popkie**

**SECONDED BY: M. Souter**

**Resolved, That the Board of Directors approve:**

- 1. The Investment Policy attached to this report.**
- 2. The 2025 Investment Strategy set out in this report.**
- 3. Transfer of investments to ONE Investment as set out in this report during fiscal years 2025-2026.**

**As amended by the staff presentation.**

**“CARRIED”**

P. Kehoe expressed his view that, ideally, these items would go back to the Finance and Administration Advisory Committee prior to Board approval.

**7. Palmerston Beach Property Transfer, Report 3476/25, Scott Lawryk.**

S. Lawryk provided an updated on the Palmerston Beach property transfer. He highlighted that title issues have been resolved and MVCA is in the position to transfer the property to the township of North Frontenac. He noted that a letter has been

submitted to the Minister of Natural Resources to inform them of the intended transfer of the property. It is recommended to request that the Township contribute 50% toward the legal fees incurred.

P. Kehoe stated that MVCA is looking for ~\$4,250 from North Frontenac. He asked if R. Huetl had any comments. R. Huetl stated that he has a meeting with the Chief Administrative Officer (CAO) from North Frontenac on Thursday to discuss the Palmerston Beach Property Transfer.

**BOD25/03/10 - 5**

**MOVED BY: R. Huetl**

**SECONDED BY: H. Yanch**

**Resolved, That the Board of Directors direct the General Manager to petition the Township of North Frontenac to contribute 50% towards the legal fees incurred by MVCA to provide clear title of the Palmerston Beach property for the Township.**

**“CARRIED”**

**8. K&P Trail Transfer Agreements, Report 3477/25 (Amended), Scott Lawryk.**

S. Lawryk provided an update regarding the K&P Trail transfer agreements with the Counties of Lanark, Frontenac and Renfrew. He reviewed the timeline of the trail’s management and current efforts to transfer ownership. He reviewed the agreement of purchase and sale (APS) and lease agreements and the related outstanding concerns. He highlighted the concerns relating to the potential termination of either the lease or APS. He reviewed a map that illustrates the land title issues along the trail, noting that approximately 70% of the trail has title issues.

S. Lewis asked what happens to the property after the lease agreement ends. S. Lawryk responded that this requires more research. He noted that a 10-year lease requires approval from the Minister of Natural Resources and that a renewal process will need to be determined.

S. Lewis commented that MVCA should transfer ownership of the trail as soon as possible to reduce liability as it relates to trail use. He expressed concerns regarding the timeline of the transfer. P. Kehoe commented that the end goal is to transfer ownership of the trail so that it can be best utilized and controlled.

S. McIntyre commented that the counties are looking to develop a trail loop system in Eastern Ontario. By signing a lease agreement and ultimately taking over ownership of the trail the Counties will be able to raise the trail to an acceptable standard.

S. Lewis asked if landowners in the area object to the transfer. S. McIntyre responded that to date, none of the landowners have objected. She noted that the County of Lanark commissioned legal council to do a title search. She clarified that it is clear that MVCA owns the K&P trail, but the title documents and surveys have issues and require updating.

**BOD25/03/10 - 6**

**MOVED BY: J. Kelso**

**SECONDED BY: D. Comley**

**Resolved, That the Board of Directors authorize the General Manager and Board Chair to finalize and execute agreements with the counties of Lanark, Renfrew, and Frontenac for the lease and acquisition of the K&P Trail as set out in this report.**

**“CARRIED”**

**9. Tenant Agreements, Report 3478/25, Scott Lawryk.**

S. Lawryk reviewed different partner organizations that are tenants of MVCA and the associated agreements in place. He noted that agreements with tenants at the Mill of Kintail site require updating and formalizing. He highlighted the importance of cost-recovery for expenses related to tenants. He noted that tenant organizations are an important part of community relations with MVCA and are mostly volunteer driven. A sharp rise in cost could impact their ability to deliver services. He asked the Board for feedback.

J. Mason described a recommendation from the Finance and Administration Committee discussion of having individual discussions with each of the organizations to gain an understanding of what they're able to provide with the goal of cost recovery of expenses incurred by that organization in their use of the facility.

J. Kelso added that tenants carrying insurance was another recommendation raised at the Finance and Administration Advisory Committee meeting. S. McIntyre commented that MVCA requires rentals to carry their own insurance and MVCA has insurance for the whole site. S. Lawryk added that agreements with the Men's Shed and the Fred

Lossing Observatory include the tenants carrying their own insurance. He highlighted that insurance needs to be addressed in the updates of tenant agreements.

J. Kelso commented that another item discussed at the Finance and Administration Advisory Committee meeting was the recovery of expenses related to staff time.

P. Kehoe summarized that the Board of Directors is directing staff to have individual meetings with the tenant organizations to gain an understanding of their ability to provide cost-recovery for expenses.

**10. Financial Update – 2024 Q4, Report 3479/25 (Amended), Stacy Millard.**

S. Millard explained that questions during the Finance and Administration Advisory Committee meeting led to an update of the reporting layout to separate Categories 1,2 and 3 capital reserves and their associated drawdowns and contributions. She reviewed the unaudited summaries for each category.

S. Millard stated that changes to the budget were due to various factors including: results of timesheet actuals and the reallocation of staff time; staff on short-term disability; staff severances; and grant funding and project delays. She noted a variance in Category 3 Capital budget associated with the update of windows at the Gatehouse being in 2024 instead of 2023 as planned. She reviewed reserve projections and target balances as set out in the *MVCA Reserve Policy*.

She noted that the Finance and Administration Advisory Committee removed the recommendation and did not approve or deny reallocation of Category 2 Operating Reserve surplus of \$100,000 to another reserve. She stated that the staff recommendation remains, as reallocation to the Category 3 Operating Reserve would help to provide staffing/programming in the case of grant uncertainty. She noted that the municipal program and service agreements allow for up to 14% of the operating levy to be allocated to Category 2 and 3, and the total allocation in 2024 was only 10.2%.

S. McIntyre explained that the Finance and Administration Advisory Committee was not comfortable making the recommendation to allocate the Category 2 surplus to Category 3. A decision must be made regarding allocation of the surplus. She asked the Board for recommendations, noting the Board can allocate the funds as they see fit, to any Category.

J. Mason explained that the Finance and Administration Advisory Committee discussed allocating the funds to Category 1 reserves to address the primary mandate of MVCA.



She noted that members felt some of the surplus could be allocated to Category 3, not the entire amount. She highlighted the importance of supporting water control infrastructure improvements.

P. Kehoe expressed that Category 3 programs are non-essential while Category 1 and 2 programs are essential. Category 3 funding requests can be brought to the Board for approval when needed. He noted the importance of supporting water control infrastructure.

J. Kelso commented that Category 3 programs are not priority and recommended supporting Capital projects that benefit all of the member municipalities.

H. Yanch commented that Category 3 programs are needed and expressed support in allocating funds to its reserve.

M. Souter expressed support in allocating the bulk of funds to Category 1 or 2. She highlighted the importance of supporting the expansion of Category 3 programs that are aiming to be fully cost-recoverable and self-sufficient. She noted that new programs carry more risk than the more established programs and require help. Category 3 programs are valued by the communities that they serve, bringing in tourism and encouraging goals set in MVCA's long-term planning. She suggested 80% of the surplus be allocated to Category 1 or 2 reserves and 20% be allocated to Category 3 reserves.

J. Atkinson commented that while Category 3 programs are non-essential, they are services that are MVCA is contracted to provide on behalf of the member municipalities over the next five years. He noted that he is comfortable with funds being allocated to support Category 3 programs. He suggested a 50-50 split of the surplus.

R. Huetl noted that he is comfortable with a 50-50 split of the surplus funds.

J. Mason asked for clarification if Category 3 programs are on the levy for 2025. S. McIntyre confirmed. She expressed support in the 80-20 split of surplus funds. She highlighted the importance of supporting the water control structures.

S. McIntyre explained that staff work within the budget envelope as set by the Board. In MVCA's agreements with the member municipalities, up to 14% can be allocated to Category 2 and 3 programs and services. Category 1 is prioritized when planning the annual budget which is why less than the 14% permitted was allocated to those other categories.

S. Millard added that 7% was charged as part of the 2025 Budget, and 10% in 2024, for Category 2 and 3. S. McIntyre explained that the funds are surplus after having already prioritized Category 1 programs when setting the budget. Staff are recommending funds be allocated to support Category 3 programs because they are more vulnerable due to swings in grant funding.

W. Baker asked if planned upgrades for water control structures are under-funded. S. McIntyre explained that in MVCA's *Reserve Policy*, all asset categories have a target reserve balance. A portion of the Capital levy goes towards planned annual works as well as to building reserves. The Board has approved a schedule of annual Capital Levy increases that provide for delivery of the 10-year Capital Plan. She noted that not all projects are paid in full but are debt financed and amortized over many years. MVCA's existing reserve policies do not provide for setting aside funds for longer-term capital investments.

P. Kehoe commented that MVCA did not receive WECl funding for 2024, the funds from two planned projects (Widow Lake Dam and Lanark Dam) were combined to complete one, the Widow Lake Dam project. He noted with extra funds, both projects could have been completed.

S. McIntyre explained that the recommendation by the Board was to re-apply for WECl funding to complete the project. WECl funding would cover 50% of the fees. She noted that there were reserve funds available to complete the Lanark Dam study.

S. Lewis suggested the Board motion to split the surplus funds 80% to Water Control Structure reserves and 20% to Category 3 reserves.

B. Holmes expressed support in the surplus funds being allocated to Operating reserves.

No motion was formally tabled regarding the allocation of the Category 2 surplus; and Recommendation 3 applies to all year-end surpluses regardless of category.

**BOD25/03/10 - 7**

**MOVED BY: J. Mason**

**SECONDED BY: J. Kelso**

**Resolved, That the Board of Directors approve:**

- 1. Drawdown of the Category 3 Operating Reserve by \$21,007 to cover a shortfall in daily parking pass revenues.**

~~2. Allocation of the Category 2 Operating Surplus of \$100,000 in accordance with Option 2 of this report.~~

3. Allocation of any remaining year-end surplus after audit adjustments to the Water Control Structure Reserve.

10 In Favour

6 Opposed

2 Absent

**"CARRIED"**

**11. Advisory Committee Appointments, Report 3482/25, Sally McIntyre.**

S. McIntyre explained that both the Mill of Kintail Museum Advisory Committee and Mississippi River Watershed Plan Public Advisory Committee have had resignations. She presented the applicants: Jill Moxley for the Mill of Kintail Museum Advisory Committee and Paul Frigon to the Mississippi River Watershed Plan Public Advisory Committee. She asked the Board to also re-confirm appointments of all existing members of the Public Advisory Committees.

**BOD25/03/10 – 8**

**MOVED BY: J. Atkinson**

**SECONDED BY: M. Souter**

**Resolved, That the Board of Directors approve the appointment of members of the public to the Mill of Kintail Museum Advisory Committee and to the Mississippi River Watershed Plan Implementation Public Advisory Committee as set out in this report.**

**12. Corporate Strategic Plan Update, Report 3483/25, Sally McIntyre.**

S. McIntyre provided the final results of the staff survey on the Corporate Strategic Plan update. She highlighted staff interest in community building to demonstrate MVCA's value and to build trust within the community. Staff want to maintain an engaging and involved workforce and to continue working on improving internal communications. Specific objectives that were highlighted by staff included working on erosion hazard mapping and enhanced stewardship community engagement, specifically as it relates to invasive species.

Management level staff highlighted objectives such as improving corporate identity and the community relations including the indigenous and agricultural communities. She noted that MVCA distributes an Indigenous newsletter and plans to launch an Agricultural newsletter in coming weeks to provide information on projects MVCA is doing.

A survey will be distributed to the Board in coming weeks to obtain feedback.

J. Mason highlighted the importance of participation from all members of the Board to gain an understanding of how MVCA can best deliver services to the municipalities.

### **13. Staff Presentation – Changes in Wetland Management in Ontario, Kelly Stiles.**

K. Stiles provided a presentation regarding updates to wetland management regulations in Ontario since Bill-23 in 2022. She reviewed the roles of the Province, Municipality and Conservation Authority and the associated regulatory documents. She summarized the Provincial *Policy Planning Statement (PPS), 2024* as it relates to wetland management.

She summarized the *Ontario Wetland Evaluation System (OWES)*, the methodology for wetland identification, delineation, and evaluation. She highlighted changes to the OWES due to the Bill 23 update.

She reviewed the definition of wetland as described in the *Conservation Authorities Act*. She described activities that require Conservation Authority permit approval. She highlighted that the Conservation Authority review focus is on potential impacts to hydrologic functions. She reviewed situations where MVCA may issue permits in wetlands. She reviewed MVCA's offsetting policies and that offsetting the impacts of works in wetlands is the least preferred option. Slides are posted at: [mvc.on.ca/meetings/](http://mvc.on.ca/meetings/).

J. Kelso asked if a wetland must have an intake and an outlet. K. Stiles responded that wetlands must have hydraulic connection. By definition, it must be connected to surface water. Ground water cannot be studied or regulated under current parameters.

J. Kelso asked if a body of water that is not connected is replenished from ground water. K. Stiles responded that there could be a groundwater connection but it can also come from rain water, overland flows or snow melt. She noted that it is difficult to trace and map groundwater.

B. Holmes asked if MVCA has received any offsetting requests and if they were successful. K. Stiles confirmed that we have and explained that MVCA is currently in negotiations and that plans have yet to be finalized. Applications for offsetting are typically for large subdivisions. She highlighted the focus on net gain in environmental quality of those sites.

### **Adjournment**

**BOD25/03/10 - 9**

**MOVED BY: R. Huetl**

**SECONDED BY: H. Yanch**

**Resolved, That the Board of Directors meeting be adjourned.**

**“CARRIED”**

The meeting adjourned at 3:06 p.m.

K. Hollington, Recording Secretary