



Cornwall & Area Watershed Group
Monthly Board Meeting
MINUTES

Date: February 11, 2026

Time: 7:00 PM

Location: Cornwall Town Hall

PRESENT: Chair - Ryan Mahoney, Vice Chair – Bruce Bennet, Coordinator - Hannah MacLean, Project Manager - Veronica Jendrick, Directors: Jamie Taylor, Karlie Fitzpatrick (7:24 PM)

REGRETS: Judy Herlily, Sally MacDonald, David Morgan

1. CALL TO ORDER – By chair **Time: 7:00 PM)**

2. DECLARATION OF CONFLICT OF INTEREST - NONE

3. APPROVAL OF AGENDA

Motion: Made by: Bruce Bennet

Secunder: Ryan Mahonay

Vote: 3 / 0

4. PUBLIC PRESENTATIONS/PETITIONS/DELEGATIONS (if any) - NONE

5. APPROVAL AND ADOPTION OF MINUTES – NOVEMBER 12th, 2025 BOARD OF DIRECTORS MONTHLY MEETING

Motion: Made by: Bruce Bennet

Secunder: Ryan Mahonay

Vote: 3 / 0

6. APPROVAL AND ADOPTION OF MINUTES - NOVEMBER 12th, 2025 BOARD OF DIRECTORS SPECIAL MEETING

Motion: Made by: Bruce Bennet

Secunder: Ryan Mahonay

Vote: 3 / 0

7. APPROVAL AND ADOPTION OF MINUTES – DECEMBER 10th, 2025 BOARD OF DIRECTORS MONTHLY MEETING

Motion: Made by: Bruce Bennet

Secunder: Ryan Mahonay

Vote: 3 / 0

8. APPROVAL AND ADOPTION OF MINUTES – FEBRUARY 4th, 2026 BOARD OF DIRECTORS SPECIAL MEETING

Motion: Made by: Bruce Bennet

Secunder: Ryan Mahonay

Vote: 3 / 0

9. BUSINESS ARISING FROM THE MINUTES - NONE

10. CHAIRPERSON'S REPORT

a. Summary recap of February 4th Special Meeting: Hannah had given notice of resignation and would assist with the transition until February 27th. As decided during



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the February 4th meeting, the position was offered to Veronica Jendrick on an interim basis.

b. Summary discussion with Veronica Jendrick and plan moving forward: Veronica accepted and the process is underway. Over the next couple of months the board will work with Veronica to develop a clear plan as to the future plans of CAWG.

Veronica shared that because there are not any major contracts in the works, she would like to try to keep things simple this year while she learns all the ins and out associated with the role of coordinator and in the long term focus heavily on identifying causes of and resolving degradation in the watershed rather than simply implementing band aid solutions.

Veronica suggested the Gwen Vessey, of the AgriWatershed Partnership, would be a great guest speaker for the AGM. Ms. Vessey is someone that we briefly discussed previously when Hannah brought the suggestion to the table and with everyone in agreeance, she will be asked.

Agreed upon date for the AGM is Thursday May 28th. Jamie will check with Shari to see if Milton Hall is available and book it if it is.

Ryan also shared with the board that he would be stepping down as chair at the AGM and would no longer be involved with CAWG for the time being. Personal life and work have become much busier and those will be his focus.

11. COORDINATOR'S REPORT

a. Project updates:

Hannah has been working on submitting reports and funding applications. For the first time ever, Hannah applied to TDFEF through Miltonvale Park for funding to create a native flower pollinators bed. She felt like it was a really good fit based on what the requirements were.

Applied to the Wildlife Conservation Fund for funding to clean out the sediment trap.

Hannah and Veronica met with the Alliance to discuss mapping and if the other watersheds needed training.

The float for the Christmas Parade went great.

Veronica guided a snowshoe walk for Cornwall's Snowfest.

The remainder of Hannah's time has been spent on updating the budget and making sure everything is complete for succession.



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- CONTINUED ON REVERSE -

12. TREASURER'S REPORT – NOTHING TO UPDATE

13. BYLAW REVIEW DISCUSSION - the following items were briefly discussed and later circulated to all board members for discussion at next month's meeting:

Chair and Vice-Chair as President and Vice-President,

At Ryan's request, Jamie did a little research to see what could be found as to which would be most appropriate/acceptable.

Here are the results...after this little exercise, Jamie personally thinks that Chair and Vice-Chair are suitable for the roles as it seems it is quickly associated as non-paid. In non-profit organizations, "Chair" and "President" usually refer to the same top volunteer position responsible for leading the board of directors, running meetings, and acting as a partner to the Executive Director. While often interchangeable, "Chair" is increasingly preferred to clarify it is a governance role rather than a staff management position. **If there is ever a time that the board chair wishes to lobby for a particular action during a meeting, our bylaws can easily be adjusted to state that any current board member can chair a meeting.**

Key Considerations: Chair vs. President

- Role Functionality: Both titles represent the head of the board, responsible for setting agendas, facilitating meetings, and ensuring the board fulfills its legal and fiduciary duties.
- "Chair" Preferred for Governance: Using "Chair" helps distinguish the volunteer leader from paid staff (like an Executive Director or CEO) and avoids confusion with corporate structures where a "President" may have executive, day-to-day management power.
- "President" as Corporate Officer: In some legal contexts, the "President" is designated as a mandatory corporate officer, but they still act in a voluntary, governance capacity rather than a staff role.
- Best Practice: The choice depends on the organization's bylaws. Many modern non-profits choose "Board Chair" to emphasize leadership of the *board* rather than leadership of the *organization* itself.

Common Responsibilities (Both Titles):

- Leading Meetings: Preparing agendas and facilitating discussions.
- Strategic Partnership: Working closely with the Executive Director (ED) to guide the organization's mission.
- Governance: Ensuring the board adheres to bylaws and ethical standards.
- Representation: Serving as a primary spokesperson for the board to donors and the public.

Jamie

Mandate?



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Although it is not identified in the bylaw document, it is published on the CAWG website. I would like to suggest that the Mandate from the website and the Purposes and Objectives section of the bylaws be combined, retooled and identical word for word verbiage be published in both/all relative documents going forward. Our message should always be consistent.

I would also like to include in this newly worded mandate that we are to assist emergency response agencies with...

POSSIBLE ITEMS TO INCLUDE

- search and rescue
- provide basic first aid
- assist with traffic control
- chain sawing
- debris removal
- delivery of essential items to residents
- residential check-ins
- assisting at warming and reception centres,
- and anything else the board and management deem acceptable.

... in the event of an emergency.

The EMO Partnership chair pointed out that CAWG did not have anything in our mandate about emergency response and that was in fact an element of joining the EMONGP.

Honorariums. This is something we need to address for two reasons.

#1 – the bylaws contradict themselves

#2 – it is not standard or good practice for not-for-profits to offer honorariums

#3 – “not to be spent on honorariums/remuneration” is a condition of most of the funding CAWG receives.

#4 – if a non-board member is providing a service at no charge, it would be acceptable to offer an honorarium. I.e. the bookkeeper

8. Board of Directors

h. The Directors shall serve without remuneration.

11. Officers

c. All Officers of the Board are entitled to an annual honorarium that is subject to change by the Board of Directors. The honorariums shall be granted to the Officers by December 31st of the year or at a time appointed by the Board of Directors.

i. Officers' honorariums are to be reviewed by the Board of Directors annually, at the first meeting of the year.

5. Annual General Meeting of the Membership

e. Business may be transacted at any general meeting of the Corporation after giving notice of the meeting as set out herein, and the members present constitute a quorum, which shall be a majority of the members present.



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The majority of members or the majority of board members?

1. Annual general meetings are open to any interested person but only members are entitled to vote.

How are we controlling this? Is everyone who arrives verified as a member?

6. Special Meetings of the Membership

a. A special meeting may be convened at any time by the Board of Directors or as requested by three (3) members of the Corporation in writing to the Secretary.

SHOULD THIS BE RECORDED/DOCUMENTED IN THE MINUTES? Including the names of the parties who made the request, the reason and a full list of those in attendance?

b. Such a request and the convening notification shall specify the business for which the meeting shall have been convened and no other business shall be transacted at such meeting.

c. Notification to members of a special meeting shall be given to each member appearing as such in the books of the Corporation, **no less than 24 hrs prior to the meeting.**

d. **Quorum for a Special Meeting of the Membership shall be the same as for annual meetings.**

In the event that only the 3 whom requested the special meeting and the board members are in attendance, annual meeting or a board of directors meeting?

e. Except where otherwise noted in this section, Special Meetings of the Membership shall be in the form as set out herein for the Annual General Meeting.

8. Board of Directors

a. The Board shall be composed of a minimum of three (3) and a maximum of twelve (12) voting members (and 1 designated liaison from each municipality within the watershed) who shall be over the age of 18, each of whom shall be elected at the annual general meeting or special meeting of the membership of the Corporation. This would mean a MAX total of 15 and possibly invite some additional input from other Municipalities.

c. The Petitioners for incorporation shall become the first Directors of the Corporation whose term of office on the Board shall continue until their successors are elected at the following annual general meeting. ~~The first Directors may re-offer.~~

d. Directors shall be nominated for a one (1) ~~two~~ (2) year term, with up to six (6) being nominated on even years and up to six (6) being nominated on odd years.

Directors may serve an unlimited number of terms.

f. In the event that a Director resigns from office or ceases to be a member of the

Corporation, whereupon the office shall *ipso facto* be vacated, the vacancy thereby created may be filled at a special meeting held for that purpose where members shall elect

a successor to complete the term of the Director he or she succeeds.

Article?

g. Any Director, **who is not a member of the executive**, may terminate their position by a written request addressed to the Secretary.

i. Any person may be terminated as Director by a **two-thirds (2/3)** vote of the Board **members present at the meeting voting takes place**, at which time the vacancy thereby created may be filled until the next annual general meeting by the Board

from among the members of the Corporation.

j. Board members missing three (3) consecutive meetings (without just cause) may be subject to expulsion from the Board by a two-thirds **(2/3)** vote of the Board.

9. Meetings of Directors

a. In addition to the annual general meeting, meetings of the Board shall be held as often as the business of the Corporation may require and no less than once every year. Board meetings shall be called by the Chairperson **or Director**. At least seven (7) days notice of meetings, specifying the time and place thereof, shall be given either orally or in writing to each Director, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board.

11. Officers

a. Officers of the Corporation shall be members of the Corporation and Directors of the Board **elected to office for two year terms. In the event that a position goes unfilled or becomes vacant during a term, the chair may appoint an existing board member to that office until the next AGM**

b. The Officers of the Corporation shall be determined at the annual general meeting by majority vote and shall be the:

- i. Chairperson; **(EVEN YEARS, 2026, 2028, 2030)**
- ii. Vice-Chairperson; **(ODD YEARS, 2027, 2029, 2031)**
- iii. Secretary; **(EVEN YEARS, 2026, 2028, 2030)**
- iv. Treasurer. **(ODD YEARS, 2027, 2029, 2031)**

Adopting this practice will assist in reducing uncertainty, learning curves and ensure the smooth transition and annual succession of the CAWG board of directors.

c. All Officers of the Board are entitled to an annual honorarium that is subject to change by the Board of Directors. The honorariums shall be granted to the Officers by December 31st of the year or at a time appointed by the Board of Directors.

i. Officers' honorariums are to be reviewed by the Board of Directors annually, at the first meeting of the year.

SEE PREVIOUS GREEN BLOCK



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d. The Officers shall be elected for a period of ~~one (1) year~~ **two (2) years** and shall be eligible for Re-election. **(SEE 11.b for schedule)**

f. Chairperson.

vi. At the termination of ~~his/her~~ **his/her** service, the Chairperson shall deliver the Corporate Seal **and all records and books which he or she they may have in his/her their** possession belonging to the Corporation. to the Board of Directors.

Past-Chairperson – this would be a new unelected position with a one year term. The outgoing chair would inherit this role upon the election/appointment of a new chair to assist in the succession of the organization.

g. The Vice-Chairperson shall preside at all meetings in the absence of the Chairperson and perform such other duties as required by the Board.

I would like to see some delegation and responsibilities listed here

- Alternate signing authority
- Be member of all and the board liaison for all special committees
- ANY OTHER THOUGHTS?

xx. At the termination of service, the Vice-Chairperson shall deliver all records and books which they may have in their possession belonging to the Corporation. to the Board of Directors.

h. Secretary

iv. At the termination of service, the Secretary shall deliver to the Board of Directors all records and books which ~~he or she~~ they may have in ~~his/her~~ **his/her** their possession belonging to the Corporation.

IDENTIFY UNIQUE ITEMS THE SECRETARY MAY HAVE IN THEIR POSSESSION

i. Treasurer (NEW ADDITION)

v. At the termination of his or her service, the Treasurer shall deliver to the Board of Directors all records and books which he or she may have in his/her their possession belonging to the Corporation.

IDENTIFY ANY UNIQUE ITEMS THE TREASURER MAY HAVE IN THEIR POSSESSION

14. Committees

- **The Vice-Chairperson shall be member of all and the board liaison for all special committees**

ARTICLE FOR FILLING VACANCIES MIDTERM

Temporary appointments?

Special meeting and vote? What if no one offers /is nominated?



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ARTICLE FOR NOMINATIONS

One concise entry that can be referenced at all other points of referencing nominations

DEFINITIONS

Chairperson – With the exception of the role outlined in section 11. Officers, and chairing a particular meeting or meetings, the term Chairperson will refer to the person currently filling the role of Chairperson.

THIS WILL EXPLAIN THAT THE NEXT IN LINE TEMPORARILY ASSUMES ALL RESPONSIBILITIES OF THE CHAIRPERSON, SHORT TERM, IN THE EVENT THE CHAIRPERSON'S POSITION BECOMES VACANT (INCAPACITATED OR MIDTERM TERMINATION OF SERVICES) AND UNTIL IT IS FILLED.

Indicate what rules of order are used and make a copy available to all board members.

Veronica suggested that a review of the bylaws be undertaken every year to ensure that any and all new members are up to speed and understand the bylaws.

NEXT DAY ADDITIONS

Sally

I wonder if the bylaws could be more clear about signatory authorizations? See the bylaw sections listed below.

Section 18 (b)

All cheques written on behalf of the Corporation must be signed by two authorized Signatures.

Also, there is a misspelling of signing in Section 16 (b) (singing officers vs signing officers!)

David

I think Coles Creek is more recognizable than "Cole's Brook" to describe that stream. That is what people in the research community, the news, and within the field crew of our organization usually refer to it as.

We do a lot of work in riparian zones but they are not mentioned explicitly in our purposes and goals. I think it would be good to make mention of them, perhaps in point e. I'd be curious what everyone else thinks about this.

14. INQUIRIES BY MEMBERS OF THE BOARD / NEW BUSINESS - NONE

15. NEXT MEETING

Date: March 11th, 2026

Time: 7:00 PM

Location: Cornwall Town Hall



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16. CALL FOR ADJOURNMENT (Chair)

**Motion: Made by: Bruce Bennet
Seconded: Karlie Fitzpatrick**

**Vote: 4 / 0
Time: 8:22 PM**

FOR REFERENCE PURPOSES ONLY

**Cornwall & Area Watershed Group
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Agenda
February 11, 2026**

Date: February 11, 2026
Time: 7:00 PM
Location: Cornwall Town Hall

REGRETS: NONE AT TIME OF DRAFTING

1. CALL TO ORDER (Time: _____ PM)

2. DECLARATION OF CONFLICT OF INTEREST

3. APPROVAL OF AGENDA

Motion: (Made by: _____ Seconded: _____ Vote: __ / __)

4. PUBLIC PRESENTATIONS/PETITIONS/DELEGATIONS (if any)
(none at time of drafting agenda)

5. APPROVAL AND ADOPTION OF MINUTES – NOVEMBER 12th, 2025 BOARD OF DIRECTORS MONTHLY MEETING

Motion: (Made by: _____ Seconded: _____ Vote: __ / __)

6. APPROVAL AND ADOPTION OF MINUTES - NOVEMBER 12th, 2025 BOARD OF DIRECTORS SPECIAL MEETING

Motion: (Made by: _____ Seconded: _____ Vote: __ / __)

7. APPROVAL AND ADOPTION OF MINUTES – DECEMBER 10th, 2025 BOARD OF DIRECTORS MONTHLY MEETING

Motion: (Made by: _____ Seconded: _____ Vote: __ / __)

8. APPROVAL AND ADOPTION OF MINUTES – FEBRUARY 4th, 2026 BOARD OF DIRECTORS SPECIAL MEETING

Motion: (Made by: _____ Seconded: _____ Vote: __ / __)

9. BUSINESS ARISING FROM THE MINUTES (15 minutes)

10. CHAIRPERSON'S REPORT (15 mins)

- a. Summary recap of February 4th Special Meeting
- b. Summary discussion with Veronica Jendrick and plan moving forward

11. COORDINATOR'S REPORT (40 mins)

- a. Project updates

12. TREASURER'S REPORT (15 mins)

13. BYLAW REVIEW DISCUSSION (30 mins)

14. INQUIRIES BY MEMBERS OF THE BOARD / NEW BUSINESS

15. NEXT MEETING

Date: March 11th, 2026
Time: 7:00 PM
Location: Cornwall Town Hall

16. CALL FOR ADJOURNMENT

(Chair)
Motion (Made by: _____ Seconded: _____ Vote: __ / __)
(Time: _____ PM)