



**Board of Directors - Meeting Minutes
March 10-11, 2016
AU Governing Council Chambers
Athabasca University, Athabasca**

- Attending:** Brian Deheer, Carolyn Campbell, Dan Moore (Thursday pm, Friday), Doug Kariel, Garry Horton, Jamie Giberson, Janice Linehan (Thursday pm, Friday am), Janice Pitman, Marv Fyten, Monica Dahl (Thursday), Terry Sheehan, Tim Polzin. Administrative Coordinator Jason Ponto.
- Regrets:** Doug Badger, Kai Ma, Dave Loyie
- Absent:** Dr. John O'Connor
- Guests:** March 10: Councillor Larry Armfelt of Athabasca County.
March 11: Makere Stewart-Harawira and Angelica Quesada, University of Alberta's *Intersections of Sustainability – Collaborative Research Network on Water Governance, Climate Change and the Future of Communities* (10-11 am). Meghan Payne, Executive Director, Lesser Slave Watershed Council (11 am - 2:40pm). Bruce Jackson, Keepers of the Athabasca (12-3 pm).

Thursday, March 10, 2016

1. **Call to Order 10:45 am**
2. **Review and Approve Agenda**

MOTION: Garry moved to approve the Agenda. Tim seconded. **Approved by consensus.**
3. **Review and Approve Board Minutes of Jan. 7-8, 2016**

MOTION: Marv moved to approve the January minutes. Garry seconded. **Approved by consensus.**
4. **Executive Committee Update**
 - a. **Staff and H.R. Committee - Brian**
 - i. **Admin. Coordinator**

Discussion: Jason Ponto was introduced.
 - ii. **Complaint**

Discussion: Settlement offer accepted, signed release obtained, matter is closed.
 - iii. **H.R. Committee update**

Discussion: Carolyn will send Committee TOR template to HR Committee members for drafting Committee TOR as actioned.
 - b. **Office update - Brian**
 - i. **Hinton**

Discussion: Tim negotiated early lease payout, saves AWC \$4500. Office furniture must be removed before March 31.

ii. Athabasca

Discussion: Athabasca University hasn't yet approved AWC office space request, wants to discuss access further. Meanwhile, 500 square foot space in Athabasca's historical train station building is available to rent. Jason, Brian, Tim, Carolyn and Marv viewed site this morning. Floor needs to be refinished and Town Council needs to approve lease, this is possible by end of March.

MOTION: Doug K moved that the Executive Committee pursue a 1 year lease for office space at the Athabasca train station. Terry seconded. **Approved by consensus.**

iii. Task Force for Office Move

Discussion: Brian can oversee office move from Hinton. Jason and Monica can help receive furniture in Athabasca. Janice P and Jamie can help set up furniture.

MOTION: Marv moved that professional movers be hired, supervised by a Board member, for the Hinton office move. Tim seconded. **Approved by consensus.**

Further discussion: Board supports movers for Lac La Biche office materials, Executive Committee can authorize if necessary.

c. Treasurer Report – Tim

i. Financial update

Discussion: Current bank balance \$81,000; net of payables ~\$71,000

Of Alberta government (GoA) grant of \$100,000 for 2015-16:

\$74,000 spent as of end of February

\$19,000 March expense projection (not incl. office moving/set-up)

Insurance will be renewed before end of March.

ACTION: Jason to assume responsibility for tracking In Kind contributions. Could change Honoraria form to include, or circulate separate form at every meeting.

Review of financial statements by members who volunteered at AGM: Executive Committee will ask Connie Simmons (former ED) for advice.

MOTION: Marv moved that the Admin Coordinator be authorized to buy minor incidental work-related items up to \$500 per year. Doug K seconded. **Approved by consensus.**

Discussion: More significant purchases require Committee or Board approval.

(Note: lost quorum as two Board members went to pick up lunch. Motions were made after quorum was re-established.)

MOTION: Carolyn moved to approve purchase of MS Office software and Adobe Pro for office computers. Terry seconded. **Approved by consensus.**

MOTION: Carolyn moved to authorize purchase of a cell phone and service package for approx. \$75/mo, post office box for approx. \$150 per year, and up to \$1000 for office set up, potentially including telephone land line (if needed), Internet service, stationery, and office supplies. Garry seconded. **Approved by consensus.**

Discussion: (Brian and Janice P removed themselves from discussion and motion). Current Expense/honoraria policy allows Board to decide if honoraria will be paid in circumstances other than Board meetings.

MOTION: Garry moved that honoraria of \$150 be paid to Brian and Janice P for the interviews for Admin. Coordinator. Terry seconded. **Approved by consensus.**

ii. Bookkeeper

Discussion: New bookkeeper working out well. Any Board expenses/honoraria need to be submitted by March 21. Still need some SIN information mandated by Canada Revenue Agency for honoraria paid to individual Board members.

d. Secretary Report – Carolyn

i. Accept EC Minutes of Dec. 30, Jan. 20, Feb. 10

MOTION: Terry moved that the Executive Committee minutes of Dec. 30, Jan. 20 and Feb. 10 be accepted. Garry seconded. **Approved by consensus.**

Discussion: Carolyn will send approved Board and Committee minutes to Janice Pitman and Wayne Brehaut to post on AWC website as actioned.

ii. Membership update

Discussion: Received 1 new individual membership, professional agrologist, whose background will be circulated to Tech Committee.

Monica will identify AEP Alternate for herself.

iii. Action Items Register

Carolyn will work with Jason to compile Board Meeting Action Register as actioned.

5. WPACs and other regional initiatives 2016-17 - Monica Dahl

Discussion: Monica presented information on Alberta government's development of Lower Athabasca region's Landscape Management Plan. AWC-WPAC could play a role in helping to identify the plan's values, objectives, indicators, and targets.

Monica, Jason, and the Technical Committee will meet to discuss potential projects. Brian gave highlights of Alberta government's January WPAC Forum attended by several Board members. Water for Life goals re-affirmed, WPACs will continue to work on integrated watershed management plans, help inform regional planning. For AWC-WPAC, important to continue building relationships, partnerships.

6. 2016-17 Planning Cycle - Brian

a. GoA Grant application preparation

Discussion: All documents were submitted for GoA grant. Preliminary feedback: important for AWC-WPAC to seek industry contributions. Brian gave assurance this is an important goal, will be pursued now that AWC-WPAC has some staff capacity.

b. 2016-17 Work plan, Strategic plan

Discussion: Brian reviewed revisions by Committees since January Board meeting. 2016-2017 work plan slightly modified to better reflect that engagement initiatives should target all sectors. The three-year plan has not been updated since February 2015 but is still appropriate (only the dates need to be changed.)

Communications plan

Discussion: CCEC plan has not been revised since September 2014 and should be revised. Jason will record tracking criteria.

7. Communications & Community Engagement Committee Update – Janice P

Discussion: Couple of meetings held, last one focused on priorities for Technical Committee. Newsletter will be sent in March. Will work with Jason on website updates.

8. Technical Committee Update – Carolyn

a. Proposed work plan for April-May

Discussion: Reviewed potential work items drawing from 2015-16 Work Plan.

ACTION: Monica to provide information on emergency warning systems. Tech Committee to review whether other follow up on that work plan item is needed.

ACTION: Carolyn to contact Marilou for Interactive Atlas completion issues

MOTION: Janice P moved that the Board authorize the Technical and C&CE Committees, in order to support community engagement, upon deciding on areas of focus and working with AEP on in-house resources, to engage a technical expert to prepare a presentation of the findings of the 5 State of the Watershed reports, to a maximum of \$8000. Carolyn seconded. **Approved by consensus.**

9. Finance & Fundraising Committee Update – Tim

Items covered in Treasurer's report, no further Committee activity.

10. AGM Preparation update – Brian / Carolyn

a. Place and date

MOTION: Garry moved that the AGM be held June 11 in Lac La Biche at McArthur Place. Terry seconded. **Approved by consensus.**

b. Membership renewal

Discussion: Support simple renewal process (e-mail reply) for individual memberships. Organization reps renewal still requires letter from organization. Ensure all municipalities know of AGM and open positions. Jason to coordinate membership renewal.

c. Board open seats, sector targets

Affirmed all Board members will try to recruit for open positions. Need for further Lower watershed representation could be supported if Board TOR specified municipality seats from 3 watershed sub-regions (Upper, Middle, Lower) instead of current Board TOR that specifies 'summer villages' (which has been open), Upper Basin, and Lower Basin.

MOTION: Terry moved that the 'Summer Villages' category in Municipalities representation in Board TOR be changed to 'Middle Basin'. Tim seconded.

Approved by consensus.

ACTION: Monica to communicate to her contacts in Lower Athabasca region regarding various Board positions to be filled at next AGM.

Discussion: Guest Larry Armfelt (Councillor, Athabasca County) had understood from communications with AWC-WPAC in prior years that 'municipality seats' were to be filled only by elected Council members. Board members discussed that valuable municipality representation could come from either elected officials or senior staff; Board members also recognized some ambiguity in Board TOR and appreciated the desire of more municipal councillors to be involved on Board. Jamie Giberson supported changing his sector representation from the Lower Basin Municipal sector to the Mining and Utility sector. Several members also emphasized importance of sector reps communicating to entire sector/sub-region that they represent.

MOTION: Terry moved that Jamie Giberson move from a municipality Board sector seat to the Mining/Utility sector seat. Marv seconded. **Approved by consensus.**

ACTION: Carolyn to draft wording for Board discussion and possible Motion tomorrow, to clarify representation of municipalities in Board TOR.

d. AGM Organizing Committee

ACTION: Brian, Dan, Janice P, Tim and Jason to be on the event organizing committee (catering, guest speaker, activity planning)

e. Board Nomination applications process

Discussion: Change the Board Nomination form section that now reads 'Election Platform and Board or Committee Experience and Skills' to 'Why You Want to Serve on AWC-WPAC's Board, and Related Experience/Skills'. Do not have candidates speak, just read out written statements on nomination form so all are on an equal footing.

ACTION: Carolyn to accept Board nomination forms, review for completeness.

f. AGM Meeting rules development

Discussion: Carolyn received some information from the 2015 AGM election chair that rules of order could be clarified for the Special Resolution portion of AGM.

ACTION: Carolyn to review Bylaw direction and propose options for Board to consider for tomorrow's meeting.

g. Elections and presider

Discussion: Need impartial person who is not current Board member to chair Board elections. Last year, a facilitator chaired the other portions of AGM as well.

ACTION: Carolyn to investigate availability of GoA facilitator to chair upcoming AGM and election of new Board members.

11. Outreach opportunities

a. CCEMC Climate Change Forum, Jan. 20/16 report – Janice

Discussion: Janice P reported on the Climate Change and Emissions Management Corporation Forum. Excellent speakers on climate change adaptation strategies in Alberta, including flood preparedness in cities, 'millennial' youth perspectives.

b. Aboriginal consultation workshop report – Dave L

Dave L has sent in write-up for newsletter.

c. U of A Intersections of Sustainability Network March 22 event - Carolyn

Will be discussed by tomorrow's presenters.

12. Recess

The Board recessed at 5:40 pm until 8:30 am March 11.

Friday, March 11, 2016

13. Meeting Reconvened at 8:40 am, March 11

Before presentations, agreed to follow up on several items arising from yesterday's discussions where further information obtained.

14. Next Board Meeting

Discussion: Tim suggested AWC-WPAC financial statements review by our appointed accounting firm should be complete by end of April or first week of May. Meanwhile, Jason will coordinate Annual Report preparation. A May Board meeting via conference call should suffice to review annual report including financial statements in good time before AGM.

ACTION: Carolyn to circulate poll for May Board meeting via conference call to review Board minutes.

15. Board Sector Representation – Municipality Clarification

Discussion: The Board Terms of Reference should be clarified as to possibilities for municipal representation. The wording (as of yesterday's amendment) is: "Three (3) elected seats for Municipal Government (Upper Basin, Middle Basin, Lower Basin)"

MOTION: Terry moved that the Board Terms of Reference be amended by adding: "Either municipal elected officials or senior staff may be candidates to fill Municipal Government Board seats, so long as they are the designated representative of their municipality to the Athabasca Watershed Council."

Tim seconded. **Approved by consensus.**

16. AGM Rules of Order

Discussion: AGM rules of order need to be clarified. Robert's rules are effective to ensure minority voices are heard and majority can make decisions. Frustrating if many time-consuming points of order, privilege. Board supportive of Roberts' rules being the rules of order to be used for 2016 AGM, plus announcement by Chair that AGM depends on goodwill of members to have efficient meeting. Doug K can be parliamentarian, well versed in rules, to advise Chair on any difficult rulings.

ACTION: Jason and Carolyn to include in AGM notice statement that Robert's rules will be used for AGM.

17. WaterSmart Athabasca River Basin (ARB) Initiative – Brian/Janice/Dan/Janice

Discussion (Part 1): Brian, Janice and Jason attended Steering Committee meeting Feb. 26. The focus of this initiative is to use existing data to develop a comprehensive model of water quality and quantity in the Athabasca River Basin. Upon completion, it should help users to better understand how various decisions affect the watershed by providing answers to "if this, then what?" questions. The AWC-WPAC has a role to play in ensuring that the voices of dispersed groups are heard throughout the model development process. The resulting model will not replace the IWMP development process, but it should be useful in the IWMP engagement and development process.

18. U of A Intersections of Sustainability Network presentation – Makere Stewart-Harawira and Angelica Quesada

Discussion: This research program focuses on water, land use, climate change and sustainability issues facing rural and indigenous communities, emphasizing Lower Athabasca/Mackenzie basin. There was a discussion about the need to minimize redundancies in community engagement and research efforts. Perhaps Network member could be on Ath-WPAC C&CE committee; AWC-WPAC could play a role in helping to coordinate these kinds of efforts.

19. Athabasca University ARBRI presentation – Doug K

Discussion: Doug K presented the Bibliography of the Athabasca River Basin (BARB), which is hosted on Athabasca University's website. The project aspires to collect all existing research from the Athabasca River Basin and compile citation information (and, in some cases, full documents) for public use.

20. Office Furniture Move Hinton to Athabasca – Tim

Tim reported he arranged for movers for March 19 for no more than \$2000.

21. WaterSmart Athabasca River Basin (ARB) Initiative – continued

Discussion: The role of the Steering Committee is winding down and the role of the Working Group is ramping up as the project begins Phase 3.

ACTION: Carolyn to distribute ARB Initiative March 3 e-mail that asks for feedback on 'Issues, Interest and Opportunities Summary Report' and 'Draft Performance Measures' to AWC-WPAC Board and Committee members and request their input as individuals directly to WaterSmart by requested deadline of March 16.

MOTION: Carolyn moved that Janice P be the Athabasca Watershed Council Board representative on the Working Group of the ARB Initiative and Jason participate as our staff member. Terry seconded. **Approved by consensus.**

22. Lesser Slave Watershed Council presentation – ED Meghan Payne

Discussion: Meghan summarized organizational efforts and outcomes at the Lesser Slave Watershed Council. Topics included sources of funding, operational partners, outreach activities, and IWMP development. The potential for sharing resources, especially with respect to educational outreach programs, was discussed.

23. Adjournment

MOTION: Terry Sheehan moved to adjourn at 3:00 pm. **Approved by consensus.**