



**17 July 2014 Minutes
Board of Directors Meeting
Boardroom D, Fortis Building
250 Diamond Ave., Spruce Grove**

1. Call to Order

Donna Mendelsohn, President, called the meeting to order at 10:17 am.

2. Welcome and Introductions

Present: Rick Moyse - AB Culture (10:00 AM to 2:05 PM), Georgia Ross - ESRD Recording Secretary, Donna, Mendelsohn, Connie Simmons, Doug Badger, Janice Pitman, Joe Prusak, Bill Grieve, Dave Loyie, Dean Lindsay, Kai Ma

Regrets: Tim Polzin, MJ Siebold, Brian Deheer, Warren Walker, Lorraine Johnston-MacKay, Tom Weber.

3. Review / Approve Minutes - Feb & May

- Feb minutes include some inaccuracies, which are now irrelevant.
- May minutes are missing.

MOTION by Doug to accept Feb minutes as written, seconded by Connie, **carried** by consensus.

4. AWC Principles, Priorities & Strategic Planning - Joe

- 2003 Government of Alberta adopts Water for Life Strategy.
- All stakeholders are to help in the management of water.
- Partnerships are necessary to safeguard water for all.
- Watershed planning and Advisory Councils were formed to establish / nurture partnerships, create State of the Watershed Reports, develop watershed management plans (advisory to GoA), to communicate information about the watershed to community, and to foster and encourage watershed stewardship.
- Water for Life Goals are: (1) safe secure drinking water supply, (2) Healthy aquatic Ecosystems (3) Reliable, quality water supplies for a sustainable economy
- Key directions and actions under Water for Life are: Knowledge and research, Partnerships and Water conservation.
- Water plans in the past developed by AESRD were more focused on allocations of water rather than comprehensive watershed management plans. This has shifted to WPACS developing more comprehensive watershed management plans that deal addresses both allocations as well as land use practices affecting watershed health.
- AWC must develop an Integrated Watershed Management Plan.
- The Athabasca Basin is a huge geographical area, with many diverse groups/needs.

ACTION A: Joe to provide IWMP examples to the board via the web site.

ACTION B: Joe to provide State of Watershed #3 “Final Version as submitted to AESRD,” final Marylou revised draft, as well as summary matrix of noted SOW3 concerns and Fiera Responses for posting to INTERNAL WEBSITE ONLY.

5. In Camera Session Facilitated by Rick Moyse, Alberta Culture

Begin at 11:01 AM, lunch break 12:30 to 1:00 PM, end at 1:44 PM.

6. Motions Arising from In Camera Session

MOTION by Janice, that a team including Connie, Bill and either Tom or Warren, with Connie as lead, will meet with administration before Aug 1st to address management concerns, and to provide a written record of the meeting to board members, seconded by Doug, **carried** by consensus.

MOTION by Dave, that a Policy Committee will be formed to refine bylaws and other governance documents, to address gaps, inconsistencies, and lack of clarity, seconded by Connie, **carried** by consensus.

ACTION C: Connie to convene a teleconference including herself, Joe, Bill and either Tom or Warren, to plan the meeting with administration.

ACTION D: Team will hold face to face meeting with administration before August 1st.

ACTION E: Team will provide a written report of the meeting to administration and the board.

ACTION F: Kai will draft Policy Committee terms of reference for approval at next board meeting.

7. Consensus Process - Connie

- AWC consensus requirement and process definition need to be more vigorous.
- Consider provision for super majority vote.

ACTION G: Policy Committee to consider how to strengthen requirements for consensus.

8. Board Terms of Reference

- 16 July letter from Robert Stokes discussed.
- Board Terms of Reference need to be updated.

MOTION by Doug, to address letter from Robert Stokes (ESRD) regarding sector representation on the Board, the Board will request moving sector representation by Brian to the “Other” sector, Lorraine to Past President with no specified sector, Bill to the NGO sector, therefore adding three openings for appointed interim Directors: 2 in the industry sector and 1 in the Government sector. This also allows for an additional seat in the ‘Other’ sector to represent the diversity of members at large within the watershed. Seconded by Dave, **carried** by consensus.

ACTION H: Kai will provide a proposal to the Board for change to increase representation on the Board of Directors, to be reviewed and discussed by the Board of Directors.

ACTION I: Donna to notify full board of requirement for “Letters of endorsement for each Board of Directors member from the relevant sector.” These letters may not necessarily be ‘endorsement’ letters from stakeholder groups, as some Board members do not represent a stakeholder group, but may be a rationalization of that particular Board member’s contribution to the diversity of Board representation and perspectives of the Athabasca Watershed.

ACTION J: Upon agreement of relevant Directors to changes in sector representation, Doug, with assistance from Donna, will draft letters to municipalities and industry requesting nominations for interim representation on the AWC Board of Directors until the 2015 AGM. All nominations will be reviewed and candidates will be considered for appointment by the AWC Board of Directors.

9. Invitations to Participate in Engagement & Stakeholder Forums

- All board members will be notified of opportunities to participate.
- No more than 2 people with knowledge of the issues will be approved to attend.

Agreed by consensus.

10. On and Offline Banking, Credit Cards & Signing Authorities:

MOTION by Dave to designate Donna Mendelsohn, Tim Polzin and Jen Landry signing authorities for all financial transactions of the AWC, with previous signing authority by Rick Zroback, Lee-Anne Bembeneck and Lorraine Johnson-Mackay cancelled. All transactions will require two (2) out of the three (3) authorized signatures. Seconded by Dean, **carried** by consensus.

ACTION K: Advise all past and current signing authorities of this change, and provide this information to the Alberta Treasury Branch in the form of minutes to complete the transition to current signing authority.

11. Impacts of Office Location

TABLED for later discussion

12. Communications Committee Report - Janice

- Committee was largely inactive in the past year.
- Committee needs control of the web site to improve communications.

MOTION by Dave that the CCEC committee will manage the web site, with potential new postings submitted to the Secretary, who will ensure Board approval of content before forwarding to the web site administrator, seconded by Bill, **carried** by consensus.

13. Technical Steering Committee Report - Joe

- Discussion of issues with SOW Phase 3 report.

TABLED for later discussion.

- An ESRD representative will be able to more information regarding the Obed Mine tailings breach and subsequent impacts to the Athabasca River to the Board.

TABLED for later discussion.

14. Committee Appointments

- Discussion of volunteers for CCEC and Technical Committees.

MOTION by Donna to appoint committee members as follows: CCEC Committee - Janice, Connie, Doug, Brian, Dean, Bill, Wayne Brehaut, Paula Evans; Technical Committee - Kai, Joe, Warren, Dave Loyie, Dave Mussell, seconded by Doug, **carried** by consensus.

15. Schedule Remaining Face to Face Board Meetings for 2014 - 2015

MOTION by Connie to contact the Athabasca University requesting a contribution of in-kind support by hosting AWC Board of Directors webinar meetings in order for the AWC to meet more regularly without excessive cost or winter travel restrictions, seconded by Dave, **carried** by consensus.

MOTION by Doug that face to face Board meetings will take place on the 4th Thursday / Friday of Sept, Nov, and Feb, seconded by Donna, **carried** by consensus.

ACTION L: Donna will contact Athabasca University about potential hosting of webinar meetings.

16. Schedule 2015 AGM – Athabasca

TABLED while awaiting word from Athabasca University.

ACTION M: Donna will follow up with AU.

17. Adjourn

MOTION by Connie to adjourn meeting at 4:55 PM, seconded by Doug, **carried** by consensus.

Summary of Actions Arising from 17 July 2014 Board Meeting

Action Item	By Who	By When
A. Provide IWMP examples to the board via the web site.	Joe	ASAP
B. Provide SOW3 “Final Version as submitted to AESRD”, final Marylou revised draft, and matrix of SOW3 concerns and Fiera Responses for posting to INTERNAL WEBSITE ONLY.	Joe	ASAP
C. Convene a teleconference including Connie, Joe, Bill and either Tom or Warren, to plan the meeting with administration.	Connie	ASAP
D. Team will hold face to face meeting with administration.	Connie	1 Aug 2014
E. Team will provide a comprehensive written report of the meeting to administration and the board.	Connie	ASAP
F. Draft Policy Committee TOR for approval next board meeting.	Kai	25 Sep 2014
G. Consider how to strengthen requirements for consensus.	Kai	25 Sep 2014
H. Provide information or a proposal on potential measures to improve sector representation on the board.	Kai	26 Sep 2014
I. Notify full board of requirement for “Letters of endorsement, where applicable, or a rationalization of their representation for each Council member from the relevant sector.”	Donna	ASAP
J. Draft invitation letters to municipalities and industry, after agreement by relevant Directors to vary sector representation.	Doug, Donna	ASAP
K. Ensure that signing authorities are updated.	Donna, Tim	ASAP
L. Contact Athabasca University regarding webinar hosting.	Donna	ASAP
M. Follow Up with Athabasca University re 2015 AGM date.	Donna	ASAP