



**Athabasca Watershed Council
Board of Directors – Meeting Minutes
February 26-27, 2015
250 Diamond Avenue, Spruce Grove, AB**

Attending: Bill Grieve, Garry Horton, Bob Yontz (Feb 26th only), Tim Polzin, Tom Weber (Feb. 26th only), Brian Deheer, Donna Mendelsohn, Connie Simmons, Janice Pitman, Doug Badger (Feb. 27th only).

Regrets: Lorraine Johnson-Mackay, Bob Savage, Kai Mah, Warren Walker.

Absent: Dave Loyie, Dean Lindsay.

Facilitator: Rick Moyses, Alberta Culture and Community Spirit.

1. Call to Order 9:15 am

2. Review and approval of the Agenda.

Discussion points:

- Clarification on sending a formal invitation to AFPA to join the meeting – Tim talked to Dan Moore, and the meeting with AFPA is postponed until March.
- Question: do we send a letter to Suncor?
- Question will be addressed when we discuss representation.

MOTION: Brian Deheer moved to approve the Agenda. Bob Yontz seconded. Carried.

3. Review and approval of the minutes of January 30, 2015

- Misspelling of names and typos noted and will be corrected.

MOTION: Garry moved to approve the minutes as amended. Brian Deheer seconded. Carried.

4. Action Items:

- Action: Human Resources and Nomination/Representation Committee to work on representation in compliance with Bylaws and Terms of Reference.
- Action: Tim set up conference call with Brian and Tom to put together a strategy for working on the representation question.

Discussion points:

- Members and TOR and tasks need to be approved by the Board.
- Expectations of ad hoc committees must be clear to all.
- Ad hoc committee addressed representation question as per January 30th meeting. Good intentions and work was completed on the representation question by the ad hoc committee – thanks expressed by Board members.
- Will address this with the Nominations Committee discussion in the afternoon. With two separate groups, clarity is needed.

- Dan Moore AFPA was contacted by Tim. AFPA is looking forward to a progressive approach to discussion at the March meeting.
- Janice Linehan, Suncor Energy was contacted by Tom. She has indicated she would be open to considering a return to the Board.
- Depending on timing, interim Directors would need to be appointed by the Board, or interested nominees could come to the AGM for the election.
- ALPac was contacted and they had internal discussion about possibility of a Board interim position. It is not likely at this time. An ALPac community relations person was also engaged in this question.
- Suggestion to contact Miller Western in Boyle as the CEO is also the AFPA President. Brian will follow up on this suggestion.

5. Financial Report – Treasurer’s report and discussion points

- Appointed Kingston Ross last year for audited statements. Cost was 2 times more than a review engagement. Checked with ESRD, either a review engagement or an audit is acceptable to them.
- Looked into options for a reputable company to do a review engagement. Shoemaker Viney and Freisen – Chartered Accountants, do non-profit work. Review Engagement would cost \$3500.00.
- Also contacted Kingston Ross, they can also do a review engagement. Cost: \$7500.00. If the bookkeeping is straight forward this cost could be reduced.
- Question: Kingston Ross was approved by a membership vote at the 2014 AGM, is going to another company a violation of an approved motion? If the Board decides to do this, a good rationale needs to be provided to support this change.
- Rick Moyse (facilitator): As long as this does not violate the Bylaws then the Board can make this change. In theory, members only vote on changes to Bylaws and to elect the Board. This kind of business is done by the Board with Board approval. Need to review the Bylaws to see if this would put the Board out of compliance.
- Need to have an audit or review engagement, and then have this checked by two members of the AWC who were voted on at the AGM for this purpose.
- AGM can appoint an audit committee to address this requirement. They do not do the audit/review engagement; they review and approve the audit/review engagement for the AWC-WPAC.
- Time is of the essence, and we need to have this done well before the May AGM.

MOTION: Janice Pitman moved to contract Shoemaker-Viney and Friesen to complete a Review Engagement for the 2014-15 fiscal year. Tom Weber seconded. Approved by consensus.

- Bill: Had some questions of payroll through Ceridian. To complete just the honorariums for Board members, the cost is \$600.00/year. Discussed with Chris (Bookkeeper) costs of doing payroll – with 1-2 people this will not be a major cost and Chris could do this. She is also comfortable tracking project costs in the future. This would provide savings for the AWC-WPAC.
- Cost of the AGM – no cost for venue, but there will be cost for food and for security at Athabasca University.

- Question - ESRD wanted explanation on balance of April 1, 2014 not lining up with the audited statement.
 - GIC's (from last summer; since cashed) plus the bank balance on April 1, 2014 resulted in a bank balance of \$146,000.00.
 - There were two items from previous year that came in after April 1, 2014. 1) Legal business from last year and 2) a payment for the SoW 4 came in April. This accounts for the discrepancy. An extra row in the budget form explains what was from last year and what is from this year.
 - Our budget this year is accounted for. Remaining funds are a carry over and are not ESRD funds. They are funds brought to the Board from other sources in previous years.
- Legal funds this year are part of the 2014-15 plan and budget and are accounted for this year.
- Balance of the AWC-WPAC account as of February 21, 2015 is \$78,638.20

6. Technical Committee Update, Review of TOR

- State of the Watershed Reports 3 and 4 can now be released on the website with disclaimers. SoW 3 is finished with the disclaimer. Sow 4 needs to have disclaimer added and then it can be put on the website.
 - Big Pixel can now do any updates to the website required.
- Review of the Technical Committee Terms of Reference – revisions completed.

MOTION: Bob Yontz moved to accept the Technical Committee Terms of Reference as amended. Brian seconded. Approval by consensus.

7. Communications and Community Engagement Committee Update – Janice Pitman

- Newsletter distributed, encourage all Board members to pass it forward to all contacts.
- Preparation for April newsletter is underway. Janice listed items that will be in the April newsletter, including updates on Alberta WPAC collaborative, implications of provincial budget, March 2nd reporting for funding and work focus in 2015-16, communications on the May AGM, Upper Athabasca Regional Planning process – no TOR yet.

Review of the Communications and Community Engagement Committee Terms of Reference – revisions completed.

MOTION: Tim Polzin moved to approve the Communications and Community Engagement Committee Terms of Reference as amended. Garry Horton seconded. Approved by consensus.

8. Executive Committee Terms of Reference. Suggestion to table the EC TOR until the March meeting.

MOTION: Bob Yontz moved to table the review and approval of the Executive Committee Terms of Reference to the March Board of Directors meeting. Tim Polzin seconded. Approved by consensus.

Agreement to address Agenda item 8A after Strategic Planning session with Rick Moyse, as the planning process will clarify the direction of work and grant application for 2015-16.

9. Rick Moyle provided a review of Strategic Planning definitions so we work from a common language and understanding. The remainder of the afternoon was committed to working through the Strategic Plan with amendments.
10. Tom moved to recess at 4:50 pm until 9 am, February 27, 2015

Friday, February 27th, 2015

11. The meeting reconvened at 9:10 am.
12. Ad hoc Committees and Standing Committees discussion.
 - We did not have Board approval on ad hoc committee work. The intention was good but it has complicated the work of the Board and created confusion.
 - Agreement - Nominations and membership applications go to the Doug as Secretary.
 - All Board members will be involved in soliciting nominations, to be sent to the Secretary.
 - Nominations and Human Resources are separate concerns and need to be addressed separately.
 - Nominations process needs a plan and clear Terms of Reference. We need to look for sectors and skill sets and ask/invite the right people to the Board.
 - Governance needs to be tied into this process as well. Questions on how the Board is set up, a 3 year term or 2 year term.
 - Management of soliciting nominations from industry – report all communications to Donna – this will be included in the Interim Report on progress to ESRD.

Discussion ensued on next steps to engage the AFPA and other industry representation. There was a suggestion that Tolko is working in the watershed and that they could be approached regarding potential industry representation on the Board.

ACTION: A letter will be drafted for Board review and approval inviting a designated representative of the AFPA Board of Directors to join the March meeting of the AWC Board of Directors to discuss next steps on moving forward with Water for Life.

13. Rick Moyle facilitated the remainder of the day with a review, discussion and amendments to the Strategic 3 year plan, and the 2015-16 work plan.

ACTION: The Draft Strategic Plan, Draft 2015-16 Year Plan and Budget will be circulated to the Board by Sunday morning. A request to the Board to review and provide feedback, and indicate approval is needed by Monday, March 2nd at 12 noon. Thank you all for your hard work on this important Strategic Planning session.

14. Next meetings set for:

- **March 19-20th, 2015**
- **April 9-10th, 2015**

Doug Badger moved to adjourn at 4:40 pm.