



**Board of Directors – Meeting Minutes
March 19-20, 2015
250 Diamond Avenue, Spruce Grove, AB**

- Attending:** Bill Grieve, Garry Horton, Bob Yontz, Tim Polzin, Tom Weber, Brian Deheer, Donna Mendelsohn, Janice Pitman, Bob Savage, Kai Ma, Doug Badger, Dave Mussell (ESRD Advisor – attended part of the meeting).
- Regrets:** Connie Simmons, Lorraine Johnson-Mackay, Dave Loyie, Warren Walker
- Absent:** Dean Lindsay
- Facilitator:** Rick Moyse, Alberta Culture and Community Spirit.

1. Call to Order 9:08 am - Donna

- Doug moved to have Kai to record minutes. Brian second. Carried.

2. Review and approval of the Agenda - All

Discussion points:

- Bob Savage shared information regarding the conversation with AFPA.

MOTION: Garry moved to approve the Agenda. Doug seconded. Carried.

3. Review and approval of the minutes of February 26-27, 2015 - All

MOTION: Janice moved to approve the February minutes. Doug seconded. Carried.

4. Outstanding Action Items - All

- Donna and Connie completed the funding application and interim report and submitted to ESRD.

5. Consider Invitation to Suncor - All

- A lengthy discussion with respect to contacting and inviting Newsprint and Suncor reps to do a presentation and discuss their re-joining the Board.
 - We all reached consensus that it is important to have industrial reps sitting on the board.
 - It was identified that AWC nomination process and bylaws would need to be improved, which would send a strong signal to the industry that AWC welcomes its participation.
 - The pros and cons of filling vacant interim industry rep seats for the next two months were discussed. The decision is to wait until the AGM.

6. Consider Protocols for Board Member Communications with EC - Donna

- Expectation for Board members to be respectful of EC.

7. Financial Report – Treasurer’s report and discussion points – Bill Grieve

- Bill updated the balance of the AWC-WPAC account as of March 18, 2015.
- Bill asked everyone to send in their expense claim to the bookkeeper as soon as possible, so we could get our financial statement audited for the AGM.
- Donna informed the Board that she and Connie has updated and increased the 2015-2016 budget forecast. The budget was submitted to ESRD.

8. Communications and Community Engagement Committee (CCEC) Update – Janice Pitman

- Working on soils information sheet with Paula and Kai.
- Working on the AGM with Paula:
 - Working with Athabasca University for space and catering food.
 - A tour was proposed and discussed. Janice would look into renting a bus for the tour.
- Proposed to add an award (a picture) for volunteer. Janice nominated Dave Mussell to be the recipient. There were no objections.
- Janice mentioned that she would like to get the AWC newsletter out in April. Tom suggested the CCEC asking ESRD with respects to tailing pond policy and added in the AWC newsletter. Janice would look into adding that information in the next newsletter. Janice asked Brian to submit information about the stewardship group he’s working on.

9. Nominations Committee Discussion - All

- A lengthy discussion on selection of representations:
 - Bob stressed that AWC needed a process for board nomination. He emphasized that AWC should focus on in the area of governance; sectors should be well defined, e.g., oil and gas sector; clearly lay out what kind of representation AWC needs.
 - It was proposed that the Board as a whole would be sitting in the Nomination Committee.
 - A suggestion to create a nomination administration committee. Some functions of the working committee were suggested.

MOTION: Garry moved to approve Tim and Bill be the member of the ad-hoc Nomination Administration Committee with Doug continuing as lead. Bob second. Carried.

10. Bylaw Review and Approval of Potential Changes

The Board recognized that all these proposed changes to the Bylaw would need members’ approval at the AGM.

- Discussed items line by line.
- Suggestion to discuss Bylaw 5.3.3 Secretary was not on the agenda.
- Bylaw 5.3.3 Secretary added to March 20 agenda.

11. Doug moved to recess at 4:45 pm until 9 am, March 20, 2015

Friday, March 20th, 2015

12. The meeting reconvened at 9:20 am.

- Rick asked for feedback and received good comments.
- Tim asked what process of presenting proposed changes.
- Rick suggested that it would be up to the AWC board to decide. Examples:
 - Create a separate document outlining the changes; or
 - Listing all the changes comparing to the original wording; or
 - List or outline all the reasoning; or
 - List alternative views.

Action: Tim will draft a document outlining pros and cons of having the Chairperson elected by Board members and pros and cons of changing the President's title.

13. Continue Bylaw Review - Bylaw 5.3.3

- Tom proposed some wording changes. All agreed.

Action: Donna will provide updated document before the April meeting.

14. Consider and Ratify Amendment to Board Terms of Reference

- Discussion:
 - Bob reminded that the Board should think about the long term;
 - Number of sectors; seats for each sector;
 - Looked at each current board member and checked how each one would fit into the proposed Board makeup;
 - Number of sector seats would be opened for election this year at the AGM.

Action: Donna will provide updated document before the April meeting.

15. Consider and Approve Revisions to Member Terms of Reference

- Tim questioned the word 'individual' and provided suggestion to clarify that individual rep, example industry, has only one vote.
- Brian moved to amend the Member ToR as proposed.
- Amended by Tom: proposed to delete automatic renewal from application form.

MOTION: Brian moved to approve all proposed changes including additional amendments brought forward. Bob Yontz second. Carried.

16. Review, Revise as Required, and Approve Executive Committee Terms of Reference

- Discussed and changes were proposed;
- Discuss the term of EC: why limit to one year;
- Discuss the use of the pie-chart.

MOTION: Garry moved to approve the proposed EC ToR including discussed changes. Janice second. Carried.

17. Next meetings set for April 9-10th, 2015

18. Tim moved to adjourn at 4:00 pm.