



Board of Directors - Meeting Minutes
April 9-10, 2015
250 Diamond Avenue, Spruce Grove

Attending: Bill Grieve, Doug Badger, Garry Horton, Brian Deheer, Donna Mendelsohn, Janice Pitman, Kai Ma (Friday Morning), Connie Simmons (Friday), Dave Loyie, Tim Polzin, Tom Weber
Regrets: Lorraine Johnson-Mackay, Warren Walker, Bob Yontz
Absent: Dean Lindsay
Facilitator: Rick Moyse, Alberta Culture and Community Spirit.

Thursday, April 9th, 2015

1. Call to Order 9:35 am - Donna

- Agreed that Doug would take minutes, assisted by Janice and Dave

2. Review and Approval of the Agenda - All

- Agreed to move discussion of absenteeism to top of agenda.
MOTION: Doug moved to approve the Agenda as amended. Bill seconded. Carried.

3. Review and Approval of the Minutes of March 19-20, 2015 - All

- Thanks to Kai for March minute keeping.
MOTION: Janice moved to approve the March minutes. Doug seconded. Carried.

4. Outstanding Action Items - All

- No outstanding action items, brief review of completed action items related to updating of governance documents.

5. Financial Report - Bill

- Review of draft year end statement provided by bookkeeper.

6. Consider Absenteeism - All

- Noted that one director has repeatedly missed Board meetings without giving notice.
MOTION: Bill moved that the director who had been absent from four Board meetings without notice be removed from the Board. Dave seconded. Carried

7. Draft Special Resolutions for Bylaw Amendments

- Rough draft to be finalized by Paula and distributed to membership with official AGM notice.

8. Review and Approval of Updated Board Terms of Reference (continued from March)

- Discussion of deadline for submission of nominations, and agreement that nominations must be received at least 7 days prior to the AGM and nominations will not be accepted from the floor.

MOTION: Garry moved that the Board of Directors Terms of Reference be approved as amended. Doud seconded. Carried.

9. Review and Approve Updated Employee Handbook - All

- Lengthy discussion of revisions and suggestions provided by legal counsel.

MOTION: Janice moved to approve the Employee Handbook as amended. Brian second. Carried.

10. Review and Approve Process Guidelines

- Line by line review of proposed revisions, with agreement to table discussion of document distribution until next day.

11. Doug moved to recess at 4:30 pm until 9 am, April 10, 2015

Friday, April 10th, 2015

12. The meeting reconvened at 9:10 am

13. Process Guidelines chart review continued.

Discussion points:

- **MOTION:** Donna moved to post the Terms of Reference for Board and Committees on the website. Connie seconded. **Approved by Consensus:** Post approved TORs on the website.
- Question on need to post all minutes of the committees. All minutes should be public except for in camera discussions and discussions regarding staff. Committee minutes would need to be approved by the Board of Directors before they are posted. There is a need to post minutes in a timely manner. A process is needed to ensure this is done with consistency and transparency. Board approval could be done by teleconference to address time considerations. Are all okay with the Process Guidelines revisions as noted on the working chart?
- **MOTION:** Dave moved to approve the Process Guidelines as amended. Doug seconded. **Approved by Consensus.**
- There is a need to follow-up in the future with a Code of Conduct statement. While there are some points on this in the Process Guidelines, Employee Handbook and the Board TOR, it is important to provide this additional piece to the Process Guidelines. The North Saskatchewan Watershed Alliance has a Code of Conduct policy that could be a useful reference for this work.

TABLE ACTION: A Board development workshop will include addressing a Code of Conduct statement for the AWC Board and Committees.

14. Question arose regarding how the AWC-WPAC addresses mining spills.

Discussion:

- The AWC-WPAC is an advisory body – it can make recommendations to the Government of Alberta to address this kind of issue.
- There is a need to be able to provide immediate notice to all who are downstream of a major spill. This will help to provide enough time for water intake public utilities to take effective action for their communities. The Obed Coal Mine spill provided poor response and communications to the public and municipalities downstream.
- **TABLE ACTION:** The Board of Directors will address how the AWC-WPAC can help with a more timely response to downstream communities in the event of a major contamination spill such as the Obed Mine tailings breach.

15. Annual General meeting 2015, Board of Directors election - nominations, and Communications work:

Discussion points:

- Donna advised the Board that she will not be returning after the AGM.
- With no Past-President, the EC will have 4 members next term.
- Connie advised the Board that she will not be returning after the AGM. However, she offered her assistance in an advisory capacity for future work.
- Bill stated that he will not be returning but is open to assisting on committees and projects as they come up.
- 13 seats are open for election at the 2015 AGM. Written notices of resignation notices should be submitted to the EC.
- All nomination and membership forms are on the webpage. More information will be provided to the membership and public as it becomes available.
- The Board thanked Wayne Brehaut and Donna for getting the website up and running.
- The Phase 3 and 4 State of the Watershed Reports are now posted on the website. Andrew Schoepf (ESRD) sent a nice note to Donna on this accomplishment.
- All Board members are asked to actively recruit potential Board of Directors nominees. Most effective way is by word of mouth. There should be a concerted effort by all to find people with good experience, skills and passion for the watershed to submit nominations.
- The Soils Information Sheet printing – issue with it being too long for one sheet double sided. Direction from the Board: post the references on the website, remove header/footer on page 2 and print as a one page two sided document. The full information sheet is on the website for those who need to see all the information.
MOTION - Tim moved to approve the Soils sheet, as amended, for release to the public. Tom seconded. **Approved by consensus.**
- AWC April Newsletter: drafted and shared with the Board.
ACTION: Connie will help with the formatting and add updated AGM information. Include in the newsletter the AGM Notice; nominations will not be taken from the floor; nomination forms can be found on the website, provide date, time, location and a map for participants.
- Board of Directors members are asked to assist with the AGM set-up Friday evening, May 22, 2015.
- Printing of AGM documents – discussion on cost effective printing ensued.
MOTION – Dave Loyie moved to accept proposal from Wilton Wark for \$1600.00 for complete the layout and design of the 2015 Annual Report and AGM poster. Bill seconded. **Approved by Consensus.**

- Athabasca University requires approximately \$400.00 for use of the facility, security and janitorial services.
- Printing cost discussion - Janice provided cost estimates for printing information sheets, newsletters, annual reports, posters. The Board advised that we would be careful with how many copies were to be printed, only enough for projected number of attendees (ie: ~ 50).
MOTION: Garry moved to approve printing costs for the AGM. Tom seconded.
Approved by consensus.
- Catering for the AGM. Discussion regarding cost of catering for the lunch and refreshments at the AGM. Dave Loyie suggested a caterer from Amber Valley.
ACTION: Dave to contact caterer in Amber Valley to inquire on availability and cost.
- Notice to the membership for the AGM. Include in the package:
 - Formal invitation, place, date, time etc.
 - Call for Nominations – forms, nomination process, positions open. (no nominations from the floor).
 - Bylaw proposed amendments – use original bylaws with track changes.
 - Preamble for 2nd resolution
 - Special resolutions.
 - Return engagement review - Financial statement for 2014-15 fiscal year.
 - Membership form – new membership must be ratified by the Board.
 - Membership displays welcome, but ask them to notify the AWC so we can provide appropriate space for displays.
- Post advertisements: Town and Country – Athabasca, Barrhead etc. This would also be a good idea in Jasper/Hinton, Fort McMurray, Fort Chipewyan, and Lakeside Leader in Slave Lake. Not sure of cost, this may be a limitation.
- Members in place now are entitled to vote. New members are entitled to vote after completing and signing a membership form at the door. All members are provided ballots for the election.
- Election scrutineers will need to be determined for the election.
ACTION: EC will sort out the election process and work with Rick Moyse as MC.
ACTION: Janice will ask Paula if there is someone from the Town or MD of Athabasca who would be able to provide excellent AGM minute-taking.
- Wrap up work from this Board meeting: on the question of posting committee minutes on the website, the Executive Committee has approved all EC minutes to date. We only require the minutes of the Technical Committee and the Communications, Community Engagement Committee.
ACTION: post all approved committee and Board minutes on the password protected Board of Directors webpage and ask the Board for final approval before posting on the website for the membership and public.
- The new password and user name for the Board of Directors password protected webpage was shared with the Board members.

16. MOTION: Garry moved to adjourn the meeting at 2:10 pm.