



**2014-08-21 Minutes
Executive Committee
Teleconference**

Participants: Donna Mendelsohn (President), Connie Simmons (Vice President), Tim Polzin (Acting Treasurer), Doug Badger (Secretary), Lorraine Johnston-MacKay (Past President)

1. Call to Order 7:05pm
2. Review & Approval of the Agenda
 - a. Addition to Agenda: Determining Conflict of Interest of AWC Board of Director Members; added as agenda item #9 and adding approval of the agenda; added as agenda item #2.
 - b. Approval of amended agenda, moved by Tim Polzin and seconded by Lorraine Johnston-MacKay, **carried** by consensus.
3. Approval of Minutes from the Previous Meeting: August 7, 2014
 - a. Approved EC Minutes from 7 August 2014, moved by Doug Badger, seconded by Tim Polzin, **carried** by consensus.
4. Update Regarding Proposal to ESRD, Robert Stokes

Discussion:

 - The majority of the Board submitted approval of the AWC Proposal to Robert Stokes without any major revisions, therefore original proposal was submitted to Robert Stokes by Donna Mendelsohn on August 21, 2014 at approximately 4:00pm
 - Input from Tuesday & Wednesday from Bill, Tim and Dave were incorporated into the submitted proposal, however input from Tom, Lorraine and Jen were not incorporated into the proposal due to the pending deadline.
 - AWC will now await Robert Stokes' response from ESRD

Action Item: Donna will email the Board providing explanation and context regarding the incorporation of feedback into the submitted AWC Proposal to Robert Stokes' and the associated timelines.
5. Status of AWC Bank Accounts & Signing Authorities

Discussion:

 - Samantha Lutz will contact Donna Mendelsohn after signing authority is signed.

Recommendation: The AWC Executive Committee recommendations to the AWC Board of Directors to grant Donna Mendelsohn and Connie Simmons viewing access to all AWC financial accounts. Moved by Lorraine Johnston-MackKay, seconded by Connie Simmons, **carried** by consensus.

[Note: Board Q1 Minutes – July 17, 2014: designated Donna Mendelsohn signing authority, but did not specify viewing online access to the AWC financial accounts]

Discussion:

- Transferring signing authority to another Board member due to the resignation of Tim Polzin as AWC Treasurer.

Recommendation: The AWC Executive Committee recommendations to the AWC Board of Directors to designate Connie Simmons, AWC Vice President, signing authority on all financial transactions of the AWC. Moved by Tim Polzin, seconded by Doug, **carried** by consensus.

Discussion

- Without movement of funds, the AWC will not be able to distribute payroll next week (Monday August 25, 2014). The AWC has an outstanding balance of \$1,002.91, currently owing on the AWC MasterCard, leaving \$8,997.09 to be transferred to the AWC Operational Account.

Motion: For the General Manager to immediately cancel the AWC MasterCard and instruct ATB Financial to allocate all remaining funds (\$8,997.09) securing the AWC credit card to the AWC Operational Account. Moved by Connie Simmons, seconded Lorraine Johnston-MackKay, **carried** by consensus. (Email verification by remaining member of the AWC Executive Committee)

Discussion:

- Connie requested additional information regarding the funding decision on the State of the Watershed Updated Phase 3 Report by Shell Canada.

Action Item: Jen to ask Shell Canada for additional information regarding the the funding decision on the State of the Watershed Updated Phase 3 Report by Shell Canada.

Discussion:

- Letters of endorsement for Board members have been submitted to Robert Stokes, however the Board has not been updated or received confirmation regarding these letters.

6. Information Request from the AWC Office

Discussion:

- Lack of information from the AWC Office has been frustrating; lack of direction/communication from current Board has been challenging, therefore communication must be a priority to effectively address all concerns of the AWC.
- Jen takes responsibility for lack of information from the AWC Office to the Board and apologizes.

- Confirmation from all members, that this transparent communication must continue and all members (board and staff) must be frank, but respectful.

Action Item: Jen will send the EC the following documents immediately:

- i) GM Report – Operational Update
- ii) Staff Timesheets
- iii) Staff Vacation Schedules including AWC Office Hours
- iv) Draft version of the Chronologic SoW Consolidated Report
 - (1) To be reviewed by SoW Committee, CCEC Committee, then Board
- v) Inventory of Intellectual Property & Scientific Data
- vi) Inventory of Physical Assets of the AWC
- vii) Draft AGM 2014 minutes
- viii) Board Orientation Meeting minutes

Jen will send the following documents as soon as possible:

- i) Outline & Status Report on IWMP background & strategy including the Lac La Biche watershed management plan
- ii) As soon as the official audit documents are received, the AWC Annual Report 2013-2014

Action Item: The Executive Committee will direct staff on which documents will be provided to the Communications Committee for uploading to the Board website.

7. Data Sharing with Fiera Biological Consulting Ltd. and Lesser Slave Watershed Council

Discussion:

- Fiera Biological Consulting Ltd. Has partnered with Hutchinson Environment to do a technical update for the Lesser Slave Watershed Council. However, budget constraints are such that the Lesser Slave Watershed Council could not commission new remotely sensed land cover data for the watershed. Land cover data created for the AWC SoW Phase 2 Report would be appropriate for use in this project, and it is hoped that the AWC will grant permission to use the data to classify land cover in the Lesser Slave watershed. In addition to assisting another WPAC and effectively utilizing ESRD's project funding by saving time and expense on a related project.

Motion: For the General Manager to draft a data sharing agreement with Fiera Biological Consulting Ltd. and the Lesser Slave Watershed Council, for consideration and approval of the AWC Board of Directors. Moved by Connie Simmons, seconded by Doug Badger, **carried** by consensus.

Recommendation: To discuss and develop a standing policy/procedure on handling data requests to AWC. Noted this recommendation was previously discussed by the SoW Committee and should be added to the next meeting agenda of the SoW Committee, then followed up with the Policy Committee, finally with approval by the Board.

8. Agenda for September 25-26 Board Meeting

Discussion:

- Previous perceived inflammatory, intimidating and harassing statements we discussed including "citing" the Keepers of the Athabasca and affiliated organizations

- These statements and other matters such as clarifying the roles of the Board and the AWC Staff must be addressed at the September Board in a frank, however respectful manner.
- Finding the “right” facilitator will be key to a positive outcome and identifying solutions at this meeting. Highlighting the need for a facilitator with extensive expertise in conflict resolution and collaborative mediation
- Regarding the validity of vacant positions on the Board and appointing interim directors. Alignment concerns with AWC Bylaws voiced and agreed to discuss this topic at the September Board Meeting
- Pertaining to a governance vs working Board structure

Action Item: Connie to contact ESRD to request for a recommendation for a facilitator at the September Board Meeting.

Action Item: AWC EC to outline an agenda via email and distribute to all EC members and the GM.

Action Item: Jen to ensure all operational matters sent to the EC for inclusion into the September Board Meeting agenda.

9. Determining Conflict of Interest for AWC Board of Directors Members

Discussion:

- General inquiry in determining potential conflicts of interest amongst elected Board members
- How does the positioning of the AWC (i.e. recommending policy and regulation changes) potentially lead to conflicts of interest with members of the Board?
- Specifically, representatives of government agencies above the AWC in the decision hierarchy (AER, NRCB, etc.) declared conflicts of interest or should they represent different sectors on the Board (i.e. NGO or others)?
- The question of ESRD having a permanent position on the Board was discussed with pros (operational support, transparency, funding support, mandate alignment & general communication) and cons (potential interference)
- Voting status should be considered for all Board members when conflicts of interest arise
- Also, further investigation/discussion needed regarding Board Terms of Reference (follow up with Governance Committee & Board):
 - Elected vs. appointed vs. resource vs. advisor vs. expert

Action Item: Jen to flag this discussion for the Board, Governance Committee and Executive Committee to discuss at a later date.

Suggestion: When overhauling the AWC Governance documents, legal counsel should be consulted.

Action Item: Donna to confirm Mr. Lindsey’s AWC Membership status at the June 2014 AGM.

10. Motion for Adjournment: by Doug Badger, seconded by all, **carried** by consensus at 8:54pm.

Recommendations, Decisions and Motions of EC Committee: August 21, 2014

#	Type	Statement
1	Recommend	The AWC Executive Committee recommendations to the AWC Board of Directors to grant Donna Mendelsohn and Connie Simmons viewing access to all AWC financial accounts. Moved by Lorraine Johnston-MacKay, seconded by Connie Simmons, carried by consensus.
2	Recommend	The AWC Executive Committee recommendations to the AWC Board of Directors to designate Connie Simmons, AWC Vice President, signing authority on all financial transactions of the AWC. Moved by Tim Polzin, seconded by Doug, carried by consensus.
3	Motion	For the General Manager to immediately cancel the AWC MasterCard and instruct ATB Financial to allocate all remaining funds (\$8,997.09) securing the AWC credit card to the AWC Operational Account. Moved by Connie Simmons, seconded Lorraine Johnston-MacKay, carried by consensus. (Email verification by remaining member of the AWC Executive Committee)
4	Motion	For the General Manager to draft a data sharing agreement with Fiera Biological Consulting Ltd. and the Lesser Slave Watershed Council, for consideration and approval of the AWC Board of Directors. Moved by Connie Simmons, seconded by Doug Badger, carried by consensus.
5	Recommend	To discuss and develop a standing policy/procedure on handling data requests to AWC. Noted this recommendation was previously discussed by the SoW Committee and should be added to the next meeting agenda of the SoW/Tech Committee, then followed up with the Policy Committee, finally with approval by the Board.
6	Suggestion	When overhauling the AWC Governance documents, legal counsel should be consulted.

Summary of Action Items for EC Committee: August 21, 2014

Action item #	Action Item	By Who	By When	Date Completed
1	Email the Board providing explanation and context regarding the incorporation of feedback into the submitted AWC Proposal to Robert Stokes' and the associated timelines.	Donna	ASAP	2014/08/22
2	Ask Shell Canada for additional information regarding the funding decision on the State of the Watershed Updated Phase 3 Report by Shell Canada.	JNL	Before Sep Board	
3	Send the EC the following documents immediately:	JNL	Aug 22, 2014	2014/08/22

	<ul style="list-style-type: none"> i) GM Report – Operational Update ii) Staff Timesheets iii) Staff Vacation Schedules including AWC Office Hours iv) Draft version of the Chronologic SoW Consolidated Report <ul style="list-style-type: none"> (1) To be reviewed by SoW Committee, CCEC Committee, then Board v) Inventory of Intellectual Property & Scientific Data vi) Inventory of Physical Assets of the AWC vii) Draft AGM 2014 minutes viii) Board Orientation Meeting minutes. 			
4	<p>Send the EC the following documents as soon as possible:</p> <ul style="list-style-type: none"> i) Outline & Status Report on IWMP background & strategy including the Lac La Biche watershed management plan ii) As soon as the official audit documents are received, the AWC Annual Report 2013-2014 	JNL	ASAP	
5	The Executive Committee will direct staff to provide documents to the Communications Committee for uploading to the Board website.	EC	Ongoing	Ongoing
6	Contact ESRD to request for a recommendation for a facilitator at the September Board Meeting.	Connie	Sep Board Agenda	2014/08/25
7	Outline an agenda via email and distribute to all EC members and the GM.	EC		2014/09/17
8	Ensure all operational matters sent to the EC for inclusion into the September Board Meeting agenda.	JNL	Sep Board Agenda	2014/09/24
9	Confirm Mr. Lindsey's AWC Membership status at the June 2014 AGM.	Donna	ASAP	By Phone 2014/08/22