



**Executive Committee
Teleconference Minutes
Tuesday, 10 March 2015**

Present: Donna, Doug, Connie, Bill

Regrets: Lorraine

1. **Call to order** at 7:32 pm
2. **Review the Agenda:**
 - Add discussion regarding inclusion of Janice Linehan to the upcoming Board of Directors agenda.

MOTION: Connie moved to approve the agenda. Bill 2nd. Carried.
3. **Review the minutes of February 17, 2015.**
 - Please add that Connie provided a note of Regret to attend this meeting.

MOTION: Bill moved to accept minutes of last meeting. Connie 2nd. Carried.
4. **Action Items:**
 - All action items from February 17th have been addressed.
 - Letter was sent to Kingston and Ross.
 - AFPA letter was completed and sent
 - Letter to lawyer regarding clarification needed for Brittany on payout amounts – this has been done by the lawyer.
5. **Financial Status**
 - \$ 71,700.00 in the bank, but \$61,309.000 is our actual balance with outstanding checks.
 - Update to the Board is needed to clarify that the budget for 2015-16 that the budget the Board reviewed was amended by Connie in the final request for funding to ESRD. The amount asked for was raised to 420K as the original budget was not adequate to address the work needed for 2015-16. It is wiser to ask for what is actually needed. If that amount is not granted, then the work plan will need adjustment to fit a lower budget.
6. **Board Agenda** for next week.

Discussion points:

 - EC Terms of Reference will be tabled to the next Board meeting in April if we do not have time to address it at next week's Board meeting (March 19-20th, 2015)
 - Nominations Committee TOR discussion is needed and approved TOR in order to move forward with nominations committee work.

- Discussion about why the EC did not respond to Board questions last week regarding adding Janice Linehan (Suncor) to the letter of invitation to the next Board of Directors meeting. Will need clarification with the Board on how to work with the EC to address questions such as this one between Board meeting. It is important for the EC to have clear direction to have work done appropriately and on time. The email interchange was difficult as there was no Board decision on this request and the EC had no Board direction to proceed. Suggestion: would have been best to call a quick teleconference to address the question with the EC and provide an answer to the Board. Or, let the Board know that we would address this at the next regular EC meeting on Tuesdays.

ACTION: the question put forward to the Board regarding a letter of invitation to Janice Linehan (Suncor) will be addressed first thing at the upcoming Board meeting.

ACTION: A protocol for requests to the EC needs to be addressed and approved with the Board of Directors.

- Draft AGENDA - AWC Board of Directors - March 19-20, 2015.

Review:

1. Question regarding Suncor invitation, EC protocols agreed upon, then carry on with business.
2. Regular Business
 1. Review Financial Status
 2. Review, Revise as Required, and Approve EC Terms of Reference
3. Communications Committee - AGM Update
4. Nominations Committee – TOR. All on the Board is responsible for scouting for future Directors. All will be cleared through Doug as the Secretary. The Nomination Committee will need a strong and clear Terms of Reference. Conversation will be needed on who is staying from the current Board will have a direct bearing on how many seats are needed. Best to table this discussion to April. Also need clarity on process of rejection of nominations as this was a problem last year. Suggest that rejection of nominations will need consensus approval from the Board. How do we address nominations from the floor? We will need to discuss and agree on a very clear and fair process.
5. Review and Revise Governance Documentation
 - a. Review Bylaws and Propose Amendments for Membership Approval.
 - b. Consider and Ratify Amendments to the Board Terms of Reference.- sector representation
 - c. Review, Revise as Required, and Approve Updated Employee Handbook. Leave this out for now. Same as the Process Guidelines. (For April).
 - d. Review, Revise as Required, and Approve Updated Member Terms of Reference.

7. **MOTION to adjourn.** Doug moved. Meeting adjourned at 9:07 pm.