

**Board of Directors – Meeting Minutes (DRAFT)**

**July 20-21, 2017**

**Athabasca University, Maple Room**

**Athabasca, AB**

**Attending:** Robert Esau, Tom Weber, Dan Moore, Brian Deheer, Tim Polzin, Janice Pitman, Marv Fyten, Robert Holmberg, Cleo Reece, Larry Armfelt, Jason Ponto (Executive Director).

**Regrets:** Janice Linehan, Terry Sheehan, Morris Nesdole, Abdi Sian-Omar, Robert Grandjambe

**Thursday, July 20, 2017**

1. **Call to Order**

Brian Called the meeting to order at 10:11am.

1. **Review and Approval of Agenda**

**MOTION:** Robert H moved to approve the agenda as presented. Tom seconded. **Approved by consensus.**

1. **Review Action Item List**

**MOTION:** Tim moved to accept the action item list as information. Seconded by Robert H. **Approved by consensus.**

1. **Approve Board Meeting Minutes: February 3, 2017; May 25-26, 2017**

**MOTION:** Janice P moved to approve the minutes from the board meeting on February 3, as presented. Seconded by Marv. **Approved by consensus.**

The following amendments were suggested to the May 25-26 meeting minutes:

Item 6a: Motions to go into and out of camera were added.

Item 17: The motion to hire the executive director was added.

Item 18: The motion to authorize the executive director as signing authority was added.

**MOTION:** Tim moved to approve the minutes from the board meeting on May 25-26, as amended. Seconded by Larry. **Approved by consensus.**

1. **Business Arising**

There was a discussion about taking minutes at board meetings. It was suggested that minute taking could be delegated to the new employee, when he or she is hired.

1. **Orientation for New Board Members**

Brian described the *Water for Life* strategy and outlined the AWC-WPAC’s Vision, Mission, and Values.

**ACTION:** The board will discuss policy around organizational memberships (especially changes in board representation resulting from municipal elections).

Cleo Reece joined the meeting at 10:58.

* 1. **Review Board of Directors Terms of Reference**

Brian outlined the Board of Directors Terms of Reference.

* 1. **Vacant Board Seats**

There was a discussion about vacant board seats.

**ACTION:** Jason will follow up with Abdi regarding a potential board member from Alberta Agriculture and Forestry.

**ACTION:** Dan will follow up with Jason Kerr about board representation from the Whitecourt area.

**ACTION:** Brian will follow up with Art Jackson regarding board representation from the Upper Athabasca.

**ACTION:** Jason will follow up with Doug Frost regarding potential board representation.

The meeting recessed for lunch at 11:50 and was called back to order at 12:57.

1. **Report from outgoing Executive Committee**
	1. **Chair’s Report**
		1. **2017 AGM**

Brian summarized the 2017 AGM.

* 1. **Vice-Chair’s Report**

No report was given.

* 1. **Treasurer’s Report**

Tim reported that he has received the invoice from Kingston Ross and Passnak for the Review Engagement ($3500). He reported that the delay in receiving the GST refund relates to missing financial information, but that the book keeper and accountant are working together to move the refund forward.

There was a discussion about potentially pre-paying some expenses for board members.

**ACTION:** The executive committee will discuss policy for pre-paying board expenses.

* 1. **Secretary’s Report**
		1. **Accept minutes from EC meeting on May 18 and notes from EC meeting on May 31.**

**MOTION:** Robert H moved to accept the minutes from the Executive Committee on May 18 and the notes from the Executive Committee meeting on May 31 as information. Seconded by Robert E. **Approved by consensus.**

1. **Election of Executive Committee**
	1. **Review Executive Committee Terms of Reference**

Brian presented the Executive Committee Terms of Reference.

Larry Armfelt joined the meeting at 1:52.

* 1. **Election of Executive Committee**

Tim nominated Dan for vice-chair. Dan Accepted

Janice P nominated Cleo for secretary. Cleo Accepted.

Dan nominated Tim for treasurer. Tim Accepted.

**MOTION:** Tom moved that nominations cease. Robert E seconded. **Approved by consensus.**

**MOTION:** Robert E moved that Dan be accepted for the position of vice-chair, Cleo be accepted for the position of secretary, and Tim be accepted for the position of treasurer. Seconded by Tom. **Approved by consensus.**

1. **Committee Reports**
	1. **Technical Committee Report**
		1. **Review of Technical Committee Terms of Reference**

Brian outlined the Technical Committee Terms of Reference.

* + 1. **Appointment of chair for Technical Committee**

**MOTION:** Larry moved to accept Robert H, Robert E, Janice L, Dan, Janice P, Jana Tondu, Marilou Montemayor, and Abdi to the technical committee. Tom seconded. **Approved by consensus.**

**ACTION:** Brian will call technical committee meeting and ask the committee to select a chair.

* 1. **Communications and Community Engagement (C&CE) Committee Report**
		1. **Review of C&CE Committee Terms of Reference**

Brian outlined the C&CE Committee Terms of Reference.

* + 1. **Appointment of chair for C&CE Committee**

**MOTION:** Robert E moved to accept Dan, Janice P, Robert H, and Cleo to the C&CE Committee. Seconded by Tim. **Approved by consensus.**

* 1. **Finance and Fundraising Committee Report**
		1. **Review of Finance and Fundraising Committee Terms of Reference**

Brian outlined the Finance and Funding Committee Terms of Reference.

* + 1. **Appointment of chair for Finance and Fundraising Committee**

**MOTION:** Cleo moved to accept Tom, Tim, and Marv to the Finance and Fundraising Committee. Seconded by Robert E. **Approved by consensus.**

* 1. **Human Resources (HR) Committee Report**
		1. **Review of HR Committee Terms of Reference**

Brian reviewed the Terms of Reference for the HR Committee.

* + 1. **Appointment of chair for HR Committee**

**MOTION:** Tim moved to accept Marv and Tom to the HR Committee. Seconded by Marv. **Approved by consensus.**

* 1. **IWMP Committee**

**MOTION:** Tom moved to accept Robert E, Janice P, Dan, and Cleo to the IWMP Committee. Seconded by Robert H. **Approved by consensus.**

The meeting recessed at 4:25pm.

**Friday, July 21, 2017**

1. **Call to order**

Brian called the meeting to order at 9:04.

1. **GOA Funding Update (9:00-9:15)**
	1. **2017-18 Grant**

Jason described the annual grant cycle for AEP funding.

* 1. **2016-17 Grant Closure Report**

Jason reported that the grant closure report was submitted on time.

1. **Review and Approve 2017-18 Annual Work Plan (9:15-10:30)**

The revised 2017-18 Work Plan was presented and discussed. There was a discussion about the need to develop occupational health and safety policy.

The meeting recessed for lunch at 12:29pm and reconvened at 1:34pm.

**MOTION:** Tim moved to approve the 2016-17 work plan as presented. Seconded by Tom. Janice made a friendly amendment to the motion: References in the work plan to “stakeholders” will be changed to “stakeholders and indigenous peoples,” throughout the document, with the exception of excerpts from the strategic plan. Seconded by Robert E. **Approved by consensus.**

**ACTION:** The board will revise the strategic plan to include references to “stakeholders and indigenous peoples,” by February 1.

**ACTION:** Cleo will initiate meetings between indigenous peoples and the AWC-WPAC.

1. **Review and Approve 2017-18 Budget**

The revised 2017-18 budget was presented and discussed.

**MOTION:** Robert E moved to approve the budget as presented. Seconded by Tom. Tom made a friendly amendment to remove “stakeholder” from line 58 on the expense sheet. Seconded by Dan. **Approved by consensus.**

1. **Executive Director’s Report**

Jason summarized the written executive director’s report that was included in the meeting package.

* 1. **Environmental Damages Fund**

Jason reported that a partnership with the Agroforestry and Woodlot Extension Society (AWES) is unlikely at this point, but that a joint project with Highway 2 Conservation is still a possibility.

* 1. **Banking Procedures**

**MOTION:** Robert E moved to authorize the Alberta Treasury Branch to accept Jason Ponto (Executive Director of the AWC-WPAC), as a signing authority on the AWC-WPAC’s three accounts (Community Spirit Account, T-Bill Savings Account, and Business Savings Account). Seconded by Dan. **Approved by consensus.**

**MOTION:** Tim moved to authorize the Alberta Treasury Branch to enroll the AWC-WPAC in the B&Ag Interac e-Transfer Service, and to authorize Jason Ponto (Executive Director of the AWC-WPAC) to make e-Transfers on behalf of the AWC-WPAC. Seconded by Dan. **Approved by consensus.**

* 1. **Credit Card**

**MOTION:** Dan moved to authorize the AWC-WPAC to obtain a cash-secured credit card, with a credit limit not to exceed $10,000, to be issued in the name of Jason Ponto (Executive Director of the AWC-WPAC). Seconded by Janice P. **Approved by consensus.**

**ACTION:** Jason will include an itemized list of transactions in future financial reports.

* 1. **Expenditure Approvals Process**

**MOTION:** Robert H moved that the Executive Director is authorized to make any expenditure that directly relates to the board-approved budget, up to a maximum of $5,000. Any expenditure over $5,000, or not directly included in the budget, is subject to approval by the Board or the Executive Committee. Seconded by Tom. **Approved by consensus.**

* 1. **Hiring new staff person**

**MOTION:** Cleo moved to authorize the Executive Director to employ an additional staff person, as outlined in the 2017-18 Work Plan. Seconded by Dan. **Approved by consensus.**

**MOTION:** Tim moved to accept the written Executive Director’s Report, as information. Seconded by Larry. **Approved by consensus.**

1. **Collaborations and Event Updates**
	1. **Voyageur Canoe Brigade Events**

Jason and Dan described the brigade and the associated events. The AWC gained almost 60 new members from the outreach events.

**ACTION:** Jason will write a letter of thanks to the Town of Whitecourt and Woodlands County for their support.

* 1. **Alberta Energy Regulator—Area-Based Regulation**

Jason explained that the panel has finalized its recommendations but they have not yet been publicly released. A follow-up meeting is planned for September.

* 1. **WaterSMART Athabasca River Basin (ARB) Initiative**Jason summarized the initiative and explained that meetings are planned for September and November.
	2. **Baptiste and Island Lakes Stewardship Society (BAILS)**

Jason described two recent stakeholder engagement events designed to gather feedback to inform work on a lake management plan and explained that another event is being planned for the fall.

* 1. **Lac La Biche County, Environmental Week Display**

Brian reported that the display at Lac La Biche’s Environmental Week was a success.

* 1. **Stewards of Lac La Biche Watershed**

Brian reported that the group has received funding for a signage project and noted that the Alberta Lake Management Society (ALMS) event is being held in Lac La Biche on September 29-30.

**MOTION:** Robert E moved to accept these reports as information. Seconded by Tom. Approved by consensus.

1. **Strategic Planning Retreat for Board and Staff**

The board discussed holding a three-day strategic planning session that could include an indigenous cultural awareness session, board governance information, and a strategic planning session. The session will be tentatively scheduled for October 12-14, subject to venue and facilitator availability. October 19-21 were identified as backup dates.

**ACTION:** Jason will coordinate a strategic planning retreat.

1. **Confirm dates and locations for future board meetings**

Board meetings will be held in late November/Early December, mid-January, late February, and mid-April.

**ACTION:** Jason will circulate a doodle poll with two options per meeting.

1. **Roundtable Discussion**
2. **Adjournment**

**MOTION:** Tim moved to adjourn the meeting. **Approved by consensus.**

The meeting was adjourned at 3:27pm.

**NEXT MEETING:** To be determined.