



**Board of Directors – Agenda
Saturday, June 16, 2018 1:00 p.m.
Nistawoyou Association Friendship Centre
8310 Manning Drive, Fort McMurray, AB**

Call-in: Join from PC, Mac, Linux, iOS or Android: <https://zoom.us/j/6661792450>

Or Telephone: US: +1 669 900 6833 or +1 929 436 2866

Meeting ID: 666 179 2450

1. Call to Order (1:00 p.m.)
2. Introductions (1:03 p.m.)
3. Review and Approval of Agenda (1:10 p.m. – 1:15 p.m.)
4. Approval of Minutes (1:15 p.m. – 1:20 p.m.)
 - a) Board Meeting Minutes – May 10, 2018
 - b) Executive Meeting – June 1, 2018
 - c) Finance and Fund-Raising Committee Meeting – June 8, 2018
5. Business Arising (1:20 p.m. – 2:10 p.m.)
 - a) Board Meeting Minutes - none
 - b) Executive Committee Meeting – covered below Agenda Item 9.
 - c) Finance Committee Meeting
 - (i) Workplan Update and prioritization. Related Budget Revisions Required (See the attachments that were presented to the Finance Committee (5. c)(i) page 1 and 2)
Also see the meeting date requests below 13a) and 13b)
 - (ii) Governance vs Working Board
6. Orientation for New Board Members (2:10 – 2:20 p.m.)

- a) Binder hand in – Please bring me your binders and let me know if you would like them updated or let me know if you would like me to create a binder for you.
- b) Website Review of Board Section
- c) Review Board of Directors Bylaws
- d) Review of Board of Directors Terms of Reference
- e) Review of Process Guidelines

7. Vacant Board Seats (2:20 p.m.– 2:35 p.m.)

8. Election of Executive Committee (2:35 p.m. - 2:45 p.m.)

- a) Vice-Chair
- b) Secretary
- c) Treasurer

9. Committee Member Determination (2:45 p.m. – 2:55 p.m.)

- a) Finance and Fund-raising Committee
- b) Technical (and IWMP) Committee
- c) Communications and Community Engagement Committee
- d) Human Resources Committee

10. Signing Authorities (2:55 p.m. – 3:00 p.m.) – Motion is required authorizing Signatories, Authorization for expenditures for AWC, Credit card privileges and account viewing access.

11. Executive Director’s Report (3:00 p.m. – 3:10 p.m.)

12. Outreach Coordinator’s Report (3:10 p.m. – 3:20 p.m.)

13. Set Meeting Dates, Locations and Times (3:20 p.m. – 3:40 p.m.)

- a) Work Plan Revision (can be conference call)
- b) Updated Budget (can be conference call)
- c) Board Meetings Required:

- (i) September Municipal Outreach
- (ii) November Strategic Plan
- (iii) January Workplan, Budget, Grant Application 2019-2020

14. Roundtable Discussion (3:40 p.m. – 3:55 p.m.)

15. Adjournment (4:00 p.m.)



**Board of Directors Meeting
Minutes
May 10, 2018**

Meeting Logistics: West Boardroom, Athabasca Train Station, 5101 50 Avenue, Athabasca^[SEP]

Present: Brian Deheer, Marv Fyten, Dan Moore, Janice Pitman, Robert Holmberg, Tim Polzin, Cleo Reece, Robert Esau, Abdi Siad-Omar (by conference call), Janice Linehan, Larry Armfelt, Morris Nesdole, Tom Weber, Marie Bay Breiner (Outreach Coordinator), Janet Pomeroy (Executive Director)

Regrets: Robert Gjandjambe, Terry Sheehan, Marcel Ulliac, Greg Piorkowski, Petra Rowell (Interim Executive Director).

1. Brian Deheer called the meeting to order at 9:31 a.m.

1.1 Health and Safety

A brief explanation of the health and safety features of the location were discussed.

1.2 Welcome & Introductions

A round table with name and sector was conducted.

1.3 Approve current agenda

MOTION: Robert E moved to approve the agenda as presented. Tim seconded.

Approved by consensus.

1.4 Previous Board meeting minutes: Feb1-2; Feb. 22; and Mar. 15-16, 2018.

MOTION: Tim moved to go in camera at 9:52 a.m. Tom seconded.

Approved by consensus.

MOTION: Tim moved to come out of camera at 10:12 a.m. Tom seconded.

Approved by consensus.

MOTION: Robert E moves to approve the minutes from Feb 1-2, 2018 be accepted as amended. Marv seconded.

Approved by consensus.

MOTION: Tom moves to approve the minutes from Feb 22, 2018 as amended. Janice P. seconded.

Approved by consensus.

MOTION: Tom moves to approve the minutes from Mar. 15-16 as amended. Robert E. seconded.

Approved by consensus.

Board Chair: _____ Date _____
Treasure/Secretary: _____ Date _____

2. 2017-18 Submission of Executive Highlights Reports

2.1. Report from the Chair/Vice-Chair

Brian gave a verbal update on his activities.

2.2. Report from the Treasurer (Financial Report)

Tim gave a verbal update on the financial position and activities.

2.3. Interim Executive Director's Report

A written report was included in the agenda package.

3. 2017-18 Submission of Committee Highlights Reports

3.1. HR Committee Report / Approval of Revisions to the Employee Handbook

Janet Pomeroy has been hired in the position of Executive Director, start date May 11, 2018.

Approval of revisions to the Employee Handbook:

MOTION: Morris moves to approve the suggested changes as circulated in the agenda package. Dan seconded.

Approved by consensus

3.2. Finance and Fundraising Committee Report

On April 4th, 2018, Marcel Ulliac became the new chair of the Finance and Fundraising Committee. A written report has been submitted and included in the agenda package.

3.3. AGM Committee / Board Terms Reminder

The AGM will be on June 16, at the Nistawoyou Friendship Center in Fort McMurray. Board nominations needs to be in by June 9th, 2018.

3.4. Technical Committee Report

The technical committee is merging with the IWMP committee and Dan Moore is the new Chair.

3.5. C&CE Committee Report / Membership Policy Review / SOW Open House Report

Marie gave a verbal update on her activities and has submitted a written report.

Membership Policy Review: As part of the agenda package, Petra submitted an overview how the other WPACs have their memberships and given her recommendation. The topic of Memberships is tabled to future board meeting.

SOW open house Report has been circulated with the agenda package.

3.6. IWMP Committee Report / IWMP Concept Document

Dan presented the IWMP Concept document from the agenda package as information.

4. Board Development

4.1. Board Survey results

A power point presentation of the result of the Board survey was presented by Marie.

Board Chair: _____ Date _____
Treasure/Secretary: _____ Date _____

4.2. Discussion was held. Consensus was that the board wants this type of survey done every year going forward.

5. Developing Sector Caucuses to Support 2018-19 Workplan

5.1. Sector Identification Exercise

Five minutes was used for each board member to write down contacts within their sector and geographical area. This is to aid the staff and the Board members in the different sectors of the networking possibilities in the various sectors.

5.2. Discussion followed.

Guest Presentation from Scott Miller: Alberta Energy Regulators (AER) Area Based Regulation (ABR) Via Zoom.

Jason Ponto the previous Executive Director had represented the AWC on the AER's Areas Based Regulation Pilot Review and this was a review of this process.

MOTION: Robert E. moves to approve Scott Millar's presentation as information. Tim seconded.

Approved by consensus.

Lunch.

6. 2018-19 Workplan

6.1. Marie gave a presentation on the 2018 Work plan table and showed how each work area had been assigned a committee.

7. Committee 2018 Work Plans (Breakout Session)

The attendees were divided into two groups to discuss the workplan table presentation. Discussions were held and each group provided feedback on the Breakout Session and their perspective on the roles of administration and roles of the committees as related to the workplan and the IWMP project.

8. 2018-19 Board Meeting Schedule

8.1. June 16 AGM/Board Meeting in Fort McMurray. The board is invited to join Treaty Days in Anzak, June 16-17, 2018.

8.2. September high profile Board meeting - Source Protection Forum. Date to be decided.

8.3. November Board Meeting – strategic planning. Date to be decided.

8.4. February – year end business. Date to be decided.

8.5. April – Planning for the new year. Date to be decided.

Adjournment

MOTION: Morris moves to adjourn the meeting at 3:56 p.m.
by consensus.

Approved

Board Chair: _____ Date _____
Treasure/Secretary: _____ Date _____

Board Chair/Vice Chair _____

Secretary/Treasurer _____

Board Chair: _____ Date _____
Treasurer/Secretary: _____ Date _____



**Executive Committee – Minutes
Friday June 1, 2018
via Zoom**

Attending: Brian Deheer, Dan Moore, Tim Polzin Staff: Janet Pomeroy – ED, Marie Bay Breiner –

Outreach

Regrets: Cleo Reese

1. Quorum and Call to Order – Brian

Call to order: 9:35 a.m. by Brian. Discussion was held regarding items 2, 3, 4, 5, 7, 8, 9 and 10. Dan Moore joined the meeting at 10:15 a.m. and thus quorum was met.

Tim moved to go into camera at 10:18 a.m. **Carried**

Tim moved to come out of camera at 11:15 a.m. **Carried.**

2. Approval of Agenda – Brian

Motion to approve the agenda with the addition of Item 10 d. June 15 IWMP (Technical Committee) meeting was made by Tim. **Carried.**

3. Approval of Executive Committee Minutes and Notes (Attachments)

a. Motion to approve the minutes of the May 4th Executive Committee meeting with amendments provided by Brian was made by Tim. **Carried.**

b. Motion to accept the Executive Committee Notes from March 12, 2018 as information was made by Tim. **Carried.**

4. Treasurer/Finance/F&FC Update – Tim

Tim and Janet provided the necessary information for the accountant to complete the Review Engagement in time for the AGM. Tim reapproved Terri's access to the ATB account including the Mastercard and also provided access to Janet.

5. Secretary Update – Cleo

Nothing to report.

6. H.R. Committee and/or HR Matters/Items – Brian (Attachments)

Action: Brian to set up a meeting with himself, Dan, Tim, Janet and Barry Kolenosky

7. Executive Director Report – Janet (Attachment)

Janet has submitted a written report. Janet added that an email regarding Lavone Olson's nomination paper for the Upper Basin (which is not up for election this year) has been sent to the Executive committee as this discussion is out of the scope of the ED.

8. Communications and Outreach Report – Marie (Attachment)

Marie has submitted a written report and added comments regarding how well the Pond Days were going. Brian has reported that he recently also presented similar presentations to four groups at the Lac La Biche school and has been doing this for the past five years.

9. IWMP Committee Report – Petra

Petra submitted a report included on the agenda regarding the IWMP Committee.

10. Upcoming Meetings

a. June 16 AGM

Location, food and technical supplies has been booked. Hotel information has been circulated.

The updating and reprinting of the SOW is underway.

Expense for board members attending the AGM;

There will not be an honorarium, but board member will have hotel, mileage and meals paid.

Newly appointed board members will have their millage covered going home, but not

travelling to the AGM. Any board members leaving the board will have their mileage covered to the AGM, but not on the way home.

Action: Janet to send out this information to the Board.

Petra's role: Brian is up for election, so he cannot run the election. The Vice chair could do it or someone else. Discussion was held regarding Brian Coleman, the Westlock County Councilor who has indicated that he will not be running for a seat but will be attending, could be this person.

Action: Janet to contact him to see if he would be willing to do this.

A Photo will be taken after the election.

b. June 16 Board Meeting

Agenda item to be added to the June 16 meeting: Signing authority and credit cards need to be an agenda item as the bank requires approved minutes to allow changes to the signing authorities and to issue a credit card.

Agenda item to be added to the June 16 meeting: Set dates for the up-coming board meetings.

c. September board meeting and Municipal Forum

No dates set.

d. June 15 IWMP

Covered under 9.

11. Next Executive Committee Meeting.

No date set.

12. Adjourn – Dan moved to adjourn the meeting at 11:20 a.m. **Carried.**



Athabasca
WATERSHED COUNCIL

**Finance and Fundraising Committee
Minutes
June 7, 2018
via Conference Call**

Attending: Marcel Ulliach, Tim Polzin, Brian Deheer, Tom Weber, Janet Pomeroy (Executive Director)
Regrets: Marv Fyten

1. Call to Order

Marcel called the meeting to order at 9:30 a.m. No formal agenda was presented however the two agenda items agreed upon after the call to order.

They are:

2. Governance vs Working Board
3. 2018-2019 Budget.

2. Governance vs. Working Board

The committee discussed both styles of Board proceedings. AWC has had to face constant staff turn-over and this has impacted the workings of the board. A need for clarity was discussed and further discussion with the entire board will be beneficial along with the result of the Action items.

Action: All to review of the AWC Bylaws

Action: Janet to gather information regarding other WPAC's.

Action: This subject be added to the agenda for a full board meeting.

3. 2018-2019 Budget

Three documents were presented. Draft Budget, Attachment showing available funding and Recommended Staff Budget.

Notes in point form from the discussion

- AWC cannot just rely on the AEP for its sole funding if it wants to complete the listed items in the workplan as it stands now.
- AEP has questioned Brian where the other sources of funding will come from.
- At present there is no fund-raising plan in place and perhaps looking at project funding can be an option.
- The areas in the budget that we can look at adjusting to achieve a balanced budget are
 - a) Add in other funding sources, donations, grants, municipal support etc. for project work
 - b) Review staffing to see if efficiencies can be found (eg less overlap with new staff member and Marie)
 - c) Detail out the budget items to see if efficiencies can be found in Office, supplies, equipment etc.
 - d) Detail out the budget items under Board/Committee meetings to differentiate project work from the required workings of the Board
 - e) Look for savings and details in AGM, Convention, Insurance, Financial services and Legal
 - f) Look closer at the Projects, Outreach, IWMP for possible savings/in-house work
- Discussion with the entire board is needed on revising the priorities of the work plan as that will be the guiding ship to form the budget. Once the Board has revised its workplan, Janet is to prepare a revised

Draft Budget reflecting such, including the actual expenditures to date (April, May, June) in the revised Budget.

- AWC must be careful to not underspend as has been the case in the previous 4 years.
- AWC does not have set times or annual scheduled for the workings of the board (Mainly - Strategic Plan review and workplan; Budget submission, revision and then final approval dates; (Policy review; Performance appraisal dates for Board and for the Executive Director; other matters could be added – Janet’s notes)
- The IWMP committee does not, at present have a budget for its scope of work.

Action: Janet to call Petra to have her prepare her estimated budget of what the IWMP will cost with her managing the process as well as providing an alternate estimate with Janet/Marie doing the bulk of the work.

Action: June Board meeting Agenda to include the final determination of the members of each committee, discussion of priorities for committees and set meeting dates.

Action: Full board to determine the direction Strategic Plan - Workplan priorities – direction given to Janet for the next draft budget preparation.

Action: Janet to send address of Nistawoyou Friendship centre to Tim.

4. Adjourn

Tom moved to adjourn the meeting at 10:50 a.m. Tim seconded. Carried.

AWC Available funding Attachment to working Budget 2018-19

1. In bank assets at April 1/18		
Cash		101,895
Term Deposit		<u>10,000</u>
		111,895
2. Approved grant funding for current year		
AEP	(They will hold back the \$35,000 \$40,000)	230,000
Any other grant funding (municipal, other government, etc)		
	1+2	<u><u>341,895</u></u>
3. Carry-over commitments		
Contingency funding for running office from April 1 to June 30, 2019 (\$50,000 at least)		
(270,000 divided by 12 = \$22500 per month 3 months = \$67,500)		50,000
Mastercard reserve		10,000
Accounts Payable at April 1 (Any other commitments we could not reasonably get out of)		<u>14,445</u>
		<u><u>74,445</u></u>
Adding 1 and 2, then subtracting 3 should should give us the available funding for 2018/19 fiscal year.		<u><u>267,450</u></u>

AWC - For the Year Ended March 31, 2019		Need to Revise 2018-19 Draft Budget	2017-18 Actual Expenses	2018-19 Submitted Use of WPAC Grant Funds
Donations, Contributions Membership fees	review	0		
Funding from Grant Avail&able funds on hand	see attach	267,450		300,000
Expenses				
Human Resources & Administrative Activities				
Permanent Staff salaries and benefits	review	163,000	90,180	195,000
Interim ED Petra April, May, June (4 days)	review	10,600		
Office space, supplies and equipment	review	17,000	19,293	17,550
Board/Committee meetings (hosting, travel, etc)	review	45,000	44,805	37,000
Annual general meeting, convention	review	5,000	5,498	2,500
Insurance	review	2,000	1,734	2,000
Audit and financial services	review	6,500	6,289	7,500
Legal fees	review	2,500	2,291	3,000
Communications & Outreach Activities				
newsletter/factsheets		0	0	0
Projects, Outreach, IWMP, etc - see breakdown	review	34,200	0	35,050
website - development/maintenance/amortization	review	1,000	1,466	400
Contractor Fees (Barry Kolenosky)				
Expenses Total		286,800	171,556	300,000
		Expenses are over available funding -	19,350	

Projects, Outreach, IWMP, etc	Breakdown	Revised	From Appendix B
Did not match grant application			
B1 Watershed Literacy Toolkit	review	1,000	1,000
B2 Classroom Presentations	review	1,500	1,500
B3 Pond Days	review	3,200	3,000
B4 Nature Kids	review	-	2,000
B5 Public Presentations	review	4,000	4,000
C1 Municipal Forum (note budget includes C6)	review	6,000	6,000
C2 Presentations to Municipalities	review	5,000	5,000
C3 Public Events	review	2,500	2,500
C4 Outreach to Organizations	review	500	500
C5 Indigenous Outreach Plan	review	500	500
C6 High Profile Board Meeting	review	included in C1	-
C7 Community Mailouts	review	-	7,000
D2 Social Media	review	-	750
E	review	10,000	10,000
E1 External Participation	review	included above	
E2 Regional Planning	review	included above	-
E3 Community Based Monitoring	review	included above	-
E4 IWMP Planning	review	included above	-
		34,200	43,750

Executive Director Report

For the: Board of Directors

June 13, 2018

I have been your Executive Director for one month! One full day was spent with Brian and Petra as an orientation and considerable time has been spent with Brian going over contracts, communication styles, history, accounting questions, teleconferences, budgets, financial reporting, reporting lines, report formats and general overview of plans moving forward. There has been a lot happening from my start date and I have been busy!

Strategic Plan:

The latest version approved by the board has been submitted to the Accounting office of Kingston Ross Paskas as part of the review engagement process. The working plan will be reviewed in the July meeting and I will be providing recommendations for your consideration.

Information Technology (IT)

Considerable time was also required in unlocking and resetting Jason's phone, setting up Office 365 after an interruption in payments, setting up the email address executive.director@awc-wpac.ca on the domain and finding out how to do a reset on the Athabasca Heritage Society internet (it is included in our rent). I have tested the laptop remotely and confirmed that I have full access while away from the office if needed as long as I have internet. I have set email up on the phone and will need to reload all of the contacts and hope to get this done shortly.

We have had a few issues with the website and Marie has left a message with our developer to see if he can assist. This is going to take some time as I would like the website to be functioning efficiently with both Marie and I to be able to update the content. We have set aside some time in July to fully have it functioning effectively as intended.

We did have some power problems due to blowing breakers and the wind storm but all is well.

Finance

March 31, 2018 year end: Our bookkeeping service has provided all the required financial information to the Accounting office and I have provided all the non-accounting information (minutes, building lease, strategic plan, board member list and contacts, etc). The financial statements have been completed with the confirmed reduction in the grant funding. They have been incorporated into the annual report and will be uploaded to the website once the signed copies have been received.

I have set the Bell telephone bill up to be paid automatically from the credit card as it had been overlooked and was two months overdue.

The Office 365 has also been set up to be automatically be paid from the new credit card to prevent further interruption.

The credit card was also overdue and Tim has provided our bookkeepers and I with access to the full on-line banking to assure timely payment of expenditures. Thanks Tim!

I am very happy with Bookkeeping Plus Services as it appears their work is well done, timely and the cost is very reasonable.

Once the AGM is completed with the Annual Report circulated and the Balance Sheet signed, the closing entries will be entered enabling me to provide you with the first quarter financial reports for June 30, 2018.

Grant Funding: As you have heard, we have received news regarding the final grant amount from AEP. We will have \$265,000 (includes last year surplus) grant funding to work with this year. This means the budgets will need to be reworked and you have been provided with the work done so far as well as the minutes of the Fundraising and Finance Committee minutes. I recommend we look at other funding sources in order to achieve the goals of the workplan.

General Administration

I have been reviewing the files in the office as well as our electronic versions. Marie and I will be allocating time to reorganize the files, both in the office as well as online so that we are more efficient. Construction is ongoing at the train station and the building is really going to be nice when they are eventually done. We have a number of people stopping in looking for information on the river or the Historic society and I will investigate further to see if it would be feasible to set up an information area where folks can get pamphlets and information on us as well as the Historic Society, the Athabasca river etc.

Human Resources (HR)

I attended a Pond Day at Thunder Lake with Marie to observe as well as take pictures and videos. It was very interesting with Marie giving 5 presentations to groups of grade 5/6 students. We discussed the addition of a map of the Watershed. These Pond days are very valuable and an efficient use of our resources and enjoyed by the children.

Marie has considerable overtime and will be taking time off to catch this up over the next few months. We have provided a recommendation for Marie's maternity replacement. Because we are seeing that the need for a communications expert exceeds the need for an Administrative Coordinator, we see this position as a great value to the organization and thus, we are recommending this route to cover for Marie in her absence.

Governance

Discussions regarding the working board vs governance board have arisen. It is my recommendation that clear role definitions be established with which ever route the board chooses to pave the way for the accomplishment of the work plan objectives. One step discussed with Brian regardless of which method is chosen, is the use of Request for Decision (RFD). A good RFD provides the board with the background information, budget implications, etc so that informed decisions can be made or sent back to administration or to the committees for further investigation. I will be investigating different formats for the board to consider.

The final minutes of the Board Meetings will now include two signatures. (Chair and one of Treasurer or Secretary). They will be kept in a minute binder (paper copy) as well as scanned and kept in electronic version and posted to the website.

Municipal Outreach

I attended the presentation to the County of Barrhead Agricultural Service Board meeting on June 12 with Brian and Marie. Marie did an excellent job and the reception was very positive. Because I know a

number of the councillors on the Barrhead County Council, the opportunity was positive for beginning conversations on future funding and the IWMP. I am looking forward to meeting with the other municipalities in our watershed area as I have met a number of the councillors from my work with Rural Municipalities Association.

Reporting

Annual Report: I completed the Annual Report for the year ended March 31, 2018 in the nick of time with the changes made for the grant as we lost power at the office on Monday afternoon with the winds. I am certainly not a communications expert and was not here for that year but I hope you like it and I hope I captured last year in a positive light! Thank you to Robert H for the beautiful selection of photos. Pictures of the Board of Directors will be taken right after the elections at the AGM. This way we will move forward with hopefully no board members missing in the photo's section for the 2019 Annual Report.

The Summary State of the Watershed Report 2018 had errors and changes required. Due to time constraints to the AGM date, printing costs and practicality, an insert has been included to the 51 copies we still had on hand.

Please contact me at any time if you have questions or concerns or ideas for us!

780-213-0343 office cell, 780-271-3367 personal cell. executive.director@awc-wpac.ca

Respectfully submitted,
Janet R. Pomeroy

Education and Outreach Report – May/June 2018

I sat in on the **interview process** for a new Executive Director.

We hosted the first in person **IWMP meeting** here in Athabasca. Petra was the lead on that. We hosted the second meeting in Fort McMurray on June 15.

I attended an **X-Stream workshop** put on by the Battle Rive WPAC. It is a citizen science program that I would like to potentially bring to our WPAC in the future.

We hosted a **board meeting** here in the train station in Athabasca.

Lac La Biche hosted their Environmental Week launch party and I had a booth at the event. Brian also join me.

I have been updating our website and fixing errors.

The **Pond days** with Highway 2 Conservation went well. I used our watershed model and gave presentations to 10 school classes. Total of 296 kids and 56 teachers/adults. They all went home with our sticker.

I was invited back to give a second presentation the Barrhead County Agricultural Board (June 12, 2018) Brian and Janet went with me, and it was successful. We have reinvigorated the connection to Barrhead County.

During the week of May 14-18, I use some of my overtime to take the week off.

Submitted by,

Marie Bay Breiner, Outreach Coordinator