



**Board of Directors – Minutes
September 17, 2020
Athabasca Multiplex Meeting Rooms**

Present: Dan Moore (Vice Chair/Chair), Marv Fyten, Robert Holmberg, Robert Esau, Morris Nesdole, Treasurer Abdi Siad-Omar, Larry Armfelt, Tom Weber, Jamie Giberson, Janet Pomeroy (Executive Director), Sarah MacDonald (Watershed Planner) Via Teleconference: Brian Deheer (Chair/Director), Tim Polzin, Colleen Powell (Alternate), Curtis Brock (Alternate), Lavone Olson (Alternate), Paula Evans (Alternate), Tom Weber, Janice Linehan, Scott Ketcheson (Alternate)

Regrets: Janice Pitman, John Ritchie, Andrew Hutchison, Sterling Johnson, Greg Piorkowski

Guest: Wayne Brehaut

1. Call to order

Brian Deheer called the meeting to order at 10:24 a.m. giving the following acknowledgement:

Athabasca Watershed Council acknowledges that our watershed is located on Treaty 6, Treaty 8 and Treaty 10 territory and the Council respects the histories, languages, and cultures of First Nations, Métis, Inuit, and all First Peoples of Canada, whose presence continues to enrich our vibrant watershed.

Brian Deheer then submitted his resignation as the Chair of the Athabasca Watershed Council (AWC) and respectfully asked Dan Moore as Vice Chair to take on the role of Chair. Dan Moore regretfully accepted and thanked Brian Deheer on behalf of the Board.

2. Introductions, health and safety, determined if quorum is met.

Quorum was met, round table introductions were exchanged, and health and safety issues were addressed.

3. Review and Approval of Agenda

Addition: 6. h. Hiring Process for Executive Director

MOTION: Brian Deheer moved to approve the agenda as amended with the above item added. Morris Nesdole seconded.

Carried

4. Approval of Minutes

- a. Board Meeting Minutes – January 30, 2020 (circulated in February 2020)

MOTION: Morris Nesdole moved to approve the January 30, 2020 minutes as circulated. Robert Esau seconded. **Carried**

5. Old Business (10:10 – 10:30 p.m.)

- a. 2020-23 Budget

MOTION: Morris Nesdole moved that Board member honorariums be dropped and that only direct expenses be reimbursed. Robert Holmberg Seconded.

The motion was discussed with Morris Nesdole withdrawing his motion for further consideration and recommendation for the Finance and Fundraising Committee to provide recommendation.

MOTION: Morris Nesdole moved to approve the 2020 - 2023 Budget as circulated with the addition of the cash position and the Reserve balance to be provided on the report for future reporting. Tom Weber seconded. **Carried**

- b. Board Governance Development

MOTION: Brian Deheer moved to approve the Terms of Reference for the Board Governance and Development Committee as amended: Remove latter part of first paragraph, add Tom Weber and remove Robert Holmberg as committee members. Morris Nesdole seconded. **Carried**

MOTION: Morris Nesdole nominated Tom Weber as Chair of the Board Governance and Development Committee. Robert Esau seconded. **Carried**

- c. Bylaws

Dan Moore provided a summary of the process and the direction taken for the approval and acceptance of the attached Bylaws by which the AWC is now operating under. He outlined that the process used for the Special Meeting was not the normal process and can be improved upon in the future but was properly put forward, filed, and achieved the direction of the Board and 76% of the Membership during the Covid-19 pandemic where meeting in person was not possible. He asked that there not be a long drawn-out discussion on this matter as the Board had worked on the Bylaws for over two years, that the Bylaws are collectively the end result of all of involved and asked that all stand behind the process and work toward improving our ways of serving the membership in the future.

Brian Deheer questioned the legality of the voting process and whether the Bylaws are legal. Morris Nesdole cited the MOU from the Alberta Government which supported the process used and cited that the passed resolution had to be submitted to the Societies Registrar.

MOTION: Larry Armfelt moved to accept and uphold the decisions and actions as outlined by the Chair on the matter of the Bylaws for which the Registrar's office has approved. Robert Esau Seconded. Brian Deheer challenged the Chair's statement and moved that the matter be forwarded to the Board Governance and Development Committee. Brian Deheer withdrew his motion.

The Chair called for the vote on Larry Armfelt's motion. Brian Deheer is in opposition but after further discussion will not block the motion and supports moving forward.

Carried

d. Policies

- (i) Draft AGM and Membership Voting Policy (circulated in Sept 2019 – All feedback received has been incorporated into this draft)

MOTION: Robert Holmberg moved to approve the AGM and Membership Voting Policy with the following additions and amendments: a notice to members to renew, a definition of a member in good standing (member for 30 days) and that the renewal of board members and members be reviewed the next time the Bylaws are reviewed. Robert Esau seconded. Brian Deheer moved that this policy be tabled and sent to the Board Governance and Development Committee for their recommendation to the Board. Motion is defeated.

The Chair called for the vote on Robert Holmberg's motion. Brian Deheer blocks the motion.

Robert Esau moved that the rest of the agenda items for this meeting be tabled. Larry Armfelt seconded the motion. Robert Esau withdrew his motion and after further discussion Brian Deheer will not block Robert Holmberg's motion and supports moving forward. **Carried**

- (ii) Draft Respectful Workplace Policy

MOTION: Robert Holmberg moved to approve the Respectful Workplace Policy with the following additions and amendments: The H.R. Committee be the recipient of the complaints and appeals and that a budget of up to \$5000 subject to budgetary approval. Robert Esau seconded. **Carried**

- (iii) Draft Watershed General Safety Plan Protocols

MOTION: Robert Esau moved to approve the Watershed General Safety Plan Protocols as presented. Tom Weber seconded. **Carried**

(iv) Harassment Policy

MOTION: Robert Esau moved to approve the Harassment Policy as presented and that the H.R Committee review the concept of harassment with board members. Morris Nesdole seconded.

Carried

(v) Annual Performance Reviews

MOTION: Robert Esau moved to approve the Annual Performance Reviews Policy as presented. Marv Fyten seconded.

Carried

(vi) **New Business**

a. Financial Statements for the year ended March 31, 2020

MOTION: Morris Nesdole moved to approve the Financial Statements as presented. Tom Weber seconded.

Carried

b. AGM and Board Member Nominations and Vacancies

MOTION: Robert Esau moved to accept the Board Member Terms listing as information. Morris Nesdole seconded.

Carried

c. Pembina Project – Presentation

A power point presentation was given to provide the board with an update on the Project.

d. Integrated Watershed Management Plan (IWMP) – Presentation

A power point presentation was given to provide the board with an update on the work progressed with the IWMP. A workbook was handed out with the Board members asked to fill in providing their input and direction towards the plan.

MOTION: Robert Esau moved to accept the Presentations as information. Robert Holmberg seconded.

Carried

e. Request for Expense Reimbursement – Brian Deheer

MOTION: Robert Holmberg moved to pay Brian Deheer’s expense claim. A friendly amendment was rejected. Tim Polzin seconded the original motion. Robert Esau and Morris Nesdole do not support the motion but will not block the motion and supports moving forward. **Carried**

MOTION: Robert Holmberg moved that the Board Governance Committee review an Attendance at Events Policy that includes the requirement of a report to be submitted to the Board by attendees and to make a recommendation to the board. Robert Esau seconded. **Carried**

MOTION: Robert Esau moved to go in camera at 3:03 p.m. Robert Esau withdrew his motion. **MOTION:** Robert Esau moved to remove (vi) f. and g. from the agenda. Morris Nesdole seconded. **Carried**

- f. Statement of Claim – Re Lisa Allan
- g. Executive Director – HR Matter
- h. Hiring Process

MOTION: Robert Holmberg moved that the HR Committee start the process of hiring a new Executive director. Robert Esau seconded. **Carried**

(vii) Reports and Correspondence

a. Committee Reports/Minutes

1. Executive Committee
2. HR Committee
3. CECE Committee
4. Technical Committee
5. Governance Committee
6. Finance Committee
7. Joint Finance and Executive Committee minutes

MOTION: Robert Holmberg moved that Brian Deheer be appointed to the Technical and the Communications, Education and Community Engagement (CECE) Committees. Tom Weber Seconded. **Carried**

- b. Financial Reports
- c. Membership Report

MOTION: Robert Holmberg moved that the CECE Committee look at the process for member communications with their sector board members including member issues. Robert Esau seconded. **Carried**

MOTION: Morris Nesdole moved that the membership form be revised to assure its compliance to Freedom of Information and Protection of Privacy Act and that a policy be looked at as to release of membership information. Robert Holmberg seconded. **Carried**

- d. Executive Director's Report
- e. Correspondence – letter of concern Poplar Point Resort – Lac La Biche
- f. Informational Reports and links

MOTION: Robert Holmberg moved that the above reports and information be accepted as information. Robert Esau seconded. **Carried**

MOTION: Marv Fyten moved that promotional monogrammed hoodies or similar be purchased as a thank you and recognition to the staff for their work. Morris Nesdole seconded. **Carried**

Abdi Siad-Omar requested that Member Sector Reports be included in the next Agenda.

(viii) Meeting Dates, Locations and Times

- a. AGM – October 24, 2020

MOTION: Robert Holmberg moved that the AGM be held at 1:00 pm on October 24, 2020 virtually. Robert Esau seconded. **Carried**

- b. Board Meeting – November 19th, 2020

c. Committee Meetings – Committee Chairs to call the meeting dates.

MOTION: Morris Nesdole moved to go in camera at 4:20 p.m. **Carried**

MOTION: Morris Nesdole moved to come out of camera at 5:00 p.m. **Carried**

(ix) Round table Discussion and Meeting Evaluation

(x) Adjournment

Dan Moore adjourned the meeting at 5:00 p.m. **Carried**

Dan Moore, Chair

Morris Nesdole, Treasurer