



**Board of Directors  
Meeting Minutes  
Thursday, June 13, 2019  
Athabasca Train Station**

Present: Brian Deheer (Chair), Cleo Reece, Marcel Ulliac, Marv Fyten, Morris Nesdole, Tim Polzin, Robert Holmberg, Jamie Giberson (Alternate), Janice Pitman, Tom Weber (Teleconference), Sterling Johnson, Janet Pomeroy (Executive Director), Lisa Allan (Communications Specialist), Sarah MacDonald (Science and Outreach Coordinator).

Regrets: Dan Moore, Dave Coish, Robert Esau, Larry Armfelt, Janice Linehan, Andrew Hutchison, John Ritchie

**1. Call to order**

Brian Deheer called the meeting to order at 9:04 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 that 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.**

**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. The Train Station was under construction so please note that there is dust in the air, some slippery floors and several extension cords on the floor creating possible tripping hazards.

**3. Review and Approval of Agenda.**

Brian Deheer asked that 7. a. include Reports from:

- Technical committee
- Executive committee
- Communications committee
- Finance committee
- Human resource committee

It was noted that applications from Rick Zroback and Lorraine Johnston-Mackay were received and were to be added to 6.c. New Board Member Applications.

Brian Deheer noted that there should be applications from Chantel Quintel and Terry Sheehan received by administration. It was checked and an application had recently been submitted from Chantel Quintel but not from Terry Sheehan. Chantel Quintel was also added to 6. c.

Janice Pitman asked that Board development be discussed in section 6. a.

**MOTION:** Robert Holmberg moved to approve the agenda as amended with the above items added.

**Approved by consensus.**

#### **4. Approval of Minutes**

- a. Board meeting minutes from March 26, 2019

Typo on page 3 amendment to bylaw from 'dually' qualified accountant to 'duly'.

**MOTION:** Sterling Johnson moved to approve minutes as amended.

**Approved by consensus.**

#### **5. Old Business**

Robert Holmberg asked about the bylaws which will be addressed by the executive committee.

#### **6. New Business.**

- a. Board development and review.

Janet Pomeroy went over the following board member orientation information:

- (i) 2019-20 AWC Board of Directors (BoD) Contact List 2019 06 10
- (ii) AWC Bylaws 2009/2013 and BoD approved changes
- (iii) 2019-21 Three-Year Strategic Plan – The five long term goals.
- (iv) Income Statement YE 2018-19
- (v) Annual Report 2019
- (vi) Insurance Documents
- (vii) Water for Life Strategy <http://aep.alberta.ca/water/programs-and-services/water-for-life/default.aspx>

- (viii) "Charitable Status" Rules and Standards of Practice  
<https://open.alberta.ca/dataset/58aaa7f9-7569-490f-add4-c97c8677535b/resource/ee9d2f3f-462e-4d86-980b-9ad268e362be/download/charitable-fund-raising.pdf>
- (ix) Process Guidelines <http://athabascawater.wpengine.com/wp-content/uploads/2017/10/ProcessGuidelines2015-04.pdf>
- (x) Athabasca Watershed Council Website— [www.awc-wpac.ca](http://www.awc-wpac.ca)

Note: There is a new link for water for life on the Alberta Government website since it is being updated.

**MOTION:** Morris Nesdole moved to refer Board Development to the Executive Committee to provide the Board with a recommendation on a governance Board Development Session.

Sterling Johnson offered a friendly amendment to add in a ½ day session for dealing with the action items from the AGM but withdrew his friendly amendment.

The original motion by Morris Nesdole was **Approved by consensus.**

The November 23<sup>rd</sup> annual Gala and 10-year Anniversary was discussed. It will be a time for socialization, fund raising and will be family friendly. It will be held in Athabasca at the Seniors Centre.

b. Executive member section.

Three calls for nominations for each position were called.

i. Vice chair

Morris Nesdole nominated Dan Moore for Vice Chair.

ii. Treasurer

Brian Deheer nominated Marcel Ulliac for Treasurer.

iii. Secretary

Janice Pitman nominated Cleo Reece for Secretary.

**Motion:** Tim Polzin moved to accept all nominations and to accept Dan Moore as Vice Chair, Marcel Ulliac as Treasurer and Cleo Reece as Secretary. **Approved by consensus.**

c. New member applications.

- i. Greg Piorkowski, Provincial/Federal Government
- ii. Scott Ketcheson, Research or Academia (Alternate)
- iii. Rick Zroback, Member at Large (Alternate)

- iv. Lorraine Johnstone MacKay, Stewardship (Alternate)
- v. Chantel Quintel, Indigenous (Alternate)

**MOTION:** Morris Nesdole moved to appoint Greg Piorkowski to primary board member of Provincial/Federal Government, effective June 14, 2019.

**Approved by consensus.**

It was noted that Terry Sheehan had submitted an application for Alternate Board member seat for Agriculture, and this application was received after the meeting agenda had been set.

**MOTION:** Sterling Johnson moved to add Terry Sheehan's application for Alternate seat in Agriculture to 6. c. **Approved by consensus.**

**MOTION:** Tim Polzin moved to appoint Scott Ketcheson, Rick Zroback, Lorraine Johnstone MacKay, Chantel Quintel and Terry Sheehan to the Alternate seats applied for. **Approved by consensus.**

- d. Committee Selection
  - i. Human Resources (HR) Committee

**MOTION:** Marcel Ulliac moved that the HR Committee consist of Morris Nesdole, Marv Fyten, and Tom Weber.

- ii. Finance and Fund-Raising Committee

**MOTION:** Morris Nesdole moved that the Finance and Fund Raising consist of Marcel Ulliac, Tim Polzin, Sterling Johnson and Tom Weber. **Approved by consensus.**

- iii. Technical Committee

**MOTION:** Robert Holmberg moved that the Technical Committee consist of Dan Moore, Greg Piorkowski, Janice Pitman and Joel Gervais. **Approved by consensus.**

- iv. Communications, Education and Community Engagement (CECE) Committee

**MOTION:** Tim Polzin moved that the CECE Committee consist of Lavone Olson, Cleo Reece, Janice Pitman, Robert Holmberg and Paula Evans. **Approved by consensus.**

There was suggestion of another committee for the planned documentary.

**MOTION:** Morris Nesdole moved that Administration bring a Draft Terms of Reference for the documentary to the next Board of Directors meeting. **Approved by consensus.**

- e. Bookkeeping Plus Services vs. In-House Administrative Coordinator

Marcel Ulliac spoke of the reasons the Finance and Fund-Raising Committee has made this recommendation to the Board of Directors noting that the funds would come from the monies

previously allocated for the part time services of an Administrative Coordinator and the fees paid to Bookkeeping Services Plus.

**MOTION:** Sterling Johnson moved that \$20,000 from the budget be allocated to a position of a permanent Administrative Coordinator replacing the services of Bookkeeping Plus Services and the casual Administrative Coordinator position.

**The motion is carried without consensus. Janice Pitman opposed the motion but then approved the motion after the call. Brian Deheer opposed the motion but did not block the motion.**

**Morris Nesdole left the meeting @ 11:27 a.m.**

f. Policies – Attendance at Events

Discussion took place regarding presented draft and the existing policies.

**MOTION:** Sterling Johnson moved that Administration circulate the existing policies, communication documents and process guideline to the Board members for review and that Attendees of events are to provide a written report to the board containing details on the event, who attended and what was learned.

**Approved by consensus.**

**7. Reports**

a. Committee Reports

- i. Executive Committee met on May 3 to prep for the AGM.

**MOTION:** Sterling Johnson moved that Administration develop and circulate a survey to members with the following topics: Membership Fees, Membership Voting Rights, Membership Classes

- ii. Technical Committee has not met.
- iii. CECE committee met on May 8<sup>th</sup> and discussed the WPAC Summit. The dates chosen are either the first or second week of August with Administration directed to choose the dates this next week and get the venues booked.
- iv. Finance and Fund-Raising Committee met on May 9<sup>th</sup> and provided the recommendation to the Board on the hiring of the permanent Administrative Coordinator vs contracting with Bookkeeping Plus Services.
- v. HR committee – HR Committee had tried to meet on January 21 but quorum was not met with only Morris Nesdole attending The Chair (ex-officio) also attended.

Brian Deheer asked that the members of Administration leave the meeting at this time.

**MOTION:** Sterling Johnson moved to go in camera at 1:56 p.m.

**Carried**

**Tom Weber left the meeting at 2:30 p.m.**

**MOTION:** Tim Polzin moved to come out of camera at 2:51 p.m.

**Carried**

Administration was asked to return to the meeting.

**MOTION:** Robert Holmberg moved to approve the following amendments to the various documents.

Process Guidelines:

Section 8.1, The Administrator: Recommend to change "The Administrator works under direction of the Executive Committee" to "The Executive Director works under the direction of the Board; the Board Chair is the Liaison between the Board and the Executive Director."

Executive Committee Terms of Reference:

Section 3. Duties and Responsibilities: Recommend to amend "Promote and monitor Board and employee training and education." To read: "Promote and monitor Board training and education."

Human Resources Committee Terms of Reference:

Section 3. Duties and Responsibilities: Recommend to remove "Conduct annual performance evaluations with the Administrator" from the list of duties.

Employee Handbook:

Section 17.2. Annual and Probationary Period Reviews: Recommend to remove "...or by the Board of Directors in the case of the Administrator."

Executive Director Employment Agreement:

In the Section on Duties, article 3: Recommend to change "The Employee agrees that the Board of Directors of the Employer may authorize an individual to provide instructions to the Employee on their behalf" to "The Employee agrees that the Board of Directors of the Employer authorizes the Board Chair to provide instructions to the Employee on their behalf."

Also: recommend to add to the Employment Agreement: "the evaluation of the Executive Director is done by the Executive Committee."

Regarding the Process of the Performance Evaluation of the Executive Director:

The Executive Committee conducts this evaluation. The Executive Committee consults with Board members or staff, as desired, on various topics; they don't need to ask everyone on the Board; when it's done, the Board Chair meets with the Executive Director, with others in attendance, as desired (either the Executive Director or the Board Chair or both may desire to have another person present), to review the Evaluation.

**Approved by consensus.**

b. Financial, In-Kind and Activity Reports

**MOTION:** Tim Polzin moved to accept the Financial and In-Kind/Activity Reports as information.

**Approved by Consensus.**

- c. Executive Director Report.

**MOTION:** Robert Holmberg moved to accept the Executive Director's Report as information.

**Approved by Consensus.**

- d. Communications report.

**MOTION:** Robert Holmberg moved to accept the Communications Report as information.

**Approved by Consensus.**

- e. Science and Outreach Report

**MOTION:** Tim Polzin moved to accept the Science and Outreach Report as information.

**Approved by Consensus.**

#### **8. Correspondence Received.**

- a. Canada Revenue Agency – information Re: Charity
- b. Annual Return Filing no later than Sept 30, 2019
- c. Donation \$50 – Heather Park in Memory of her Uncle John McMahon

#### **9. Meeting Dates, Locations and Times.**

##### **a. Meetings**

- (i) Executive Committee – September 5, 2019 10:00 a.m.
- (ii) CECE Committee Meeting – September 11, 2019 10:00 a.m.
- (iii) Finance Committee Meeting – September 19, 2019 10:00 a.m.
- (iv) Board Meeting – September 12, 2019 10:00 a.m. Athabasca
- (v) HR Committee Meeting – September 26, 2019 10:00 a.m.
- (vi) Special Meeting – October 24, 2019 or October 31, 2019 10:00 a.m. Lac La Biche
- (vii) Board Meeting – November 22, 2019 10:00 a.m. Athabasca
- (viii) November 23, 2019 - 10<sup>th</sup> Anniversary and 1<sup>st</sup> Annual AWC Family Gala (Dinner and festivities) 6:00 – midnight. Athabasca Seniors Centre
- (ix) Board Meeting – January 30, 2020 10:00 a.m. Athabasca
- (x) Board Meeting – April 23, 2020 – Whitecourt
- (xi) 2020 AGM – May 30, 2020 – Jasper

(xii) Board Meeting – June 25, 2020 – Athabasca

**MOTION:** Marcel Ulliac moved to accept the meeting dates as above noting the change of the 2020 AGM location to Jasper.

**Approved without Consensus. Janice Pitman is opposed but will not block the motion.**

**MOTION:** Robert Homberg moved to adjourn at 3:56 pm.

**Approved by Consensus.**

Brian Deheer  
Brian Deheer, Chair

12 September, 2019  
Date

Marcel Ulliac  
Marcel Ulliac, Treasurer

Sept. 12, 2019  
Date