



Board of Directors Meeting
December 17, 2020
FINAL Meeting Minutes

Present: Dan Moore (Vice Chair/Chair), Marv Fyten, Robert Holmberg, Robert Esau, Morris Nesdole (Treasurer), Abdi Siad-Omar, Larry Armfelt, Tom Weber, Brian Deheer (past chair), Tim Polzin, Kendra Gilbert, Sterling Johnson, Laura Pekkola, Colleen Powell (Alternate), Lavone Olson (Alternate), Paula Evans (Alternate), Janice Linehan, Scott Ketcheson (Alternate), Janet Pomeroy (Executive Director), Sarah MacDonald (Watershed Planner)

Regrets: John Richie, Andrew Hutchison

Guests: Darrell Troock (County of Barrhead), Doug Drozd (County of Barrhead), Paula Sawatzky (member), Wayne Brehaut (member), Heather Stocking (member), Monica Grant (member), Harvey Scott (member)

1. Call to Order

Dan Moore called the meeting to order at 1:05 p.m. giving the following acknowledgement:

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

Dan Moore read the AWC's Vision, Mission, Values and 2019-22 Strategic goals. The board was provided the links and the passwords to the policies, terms of references, and board only section of the website.

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

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

3. Review and Approval of Agenda

Additions:

- 5. b. General discussion on resolution
- 9. g. Email to the Board and Staff from Wayne Brehaut 17-12-2020

Moved:

- 5. b. HR Committee Recommendation moved to 9. a. ii Reports and Correspondence - HR Committee

- 5. c. Governance Committee Recommendation move to 9. a. v Reports and Correspondence – Governance Committee

MOTION: Brian Deheer moved to approve the agenda as amended with the above items added and moved. Tom Weber seconded.

Carried by consensus.

Action: Executive or Governance Committee members to have an informational Zoom meeting with the new Board Members.

4. Approval of Minutes

- a. Board Meeting Minutes – September 17, 2020 (circulated October 1, 2020)

MOTION: Marv Fyten moved to approve the September 17, 2020 minutes as circulated. Larry Armfelt seconded.

Carried by consensus.

5. Old Business

- a. Board Governance and Development – New board members welcome and a round table informational session

Staff provided updates and summaries on the Pembina Project, Integrated Watershed Management Plan, CABIN Eastern Slopes Collaborative Project, Children’s Program, Website updates, Newsletter and social media, Posters, Presentations, Annual Report, and Calendar Photo Contest.

- b. General Discussion on Resolution

A discussion was held. While the Board has good documents, policies and terms of reference, the Governance Committee has indicated it will be reviewing these documents and providing recommendations for revisions, if any, to the board. Many of these documents were developed when the board was a working board (without staff) and the AWC is now transitioning to a governance board. Several Directors noted that it should be clearly understood that once a motion is passed, that all board members should strive to support this motion. Other Directors indicated that it is equally important to the consensus process to acknowledge and have a process for recording dissenting opinions.

6. New Board Applications and Alternate Appointments

- a. Indigenous Director - Cleo Reece – Fort McMurray First Nation
- b. Indigenous Alternate – Chantel Quintel – Metis Nation of Alberta
- c. Member at Large Alternate – Paul Belanger
- d. Municipal (Upper) – Alternate - Lavone Olson – Yellowhead County
- e. Municipal (Middle) Alternate – Colleen Powell – Town of Athabasca
- f. Municipal (Lower) Alternate (Victor Gladue has resigned)

- g. Health and Environment/Stewardship Alternate - Julie Hink – Healthy Waters - Lac La Biche and Region Stewardship Society
- h. Stewardship Alternate – Lorraine Johnston-MacKay
- i. Stewardship Alternate – Paula Evans – Cooked Creek Conservation Society
- j. Industry Agriculture Alternate - Terry Sheehan
- k. Research/Academia Alternate – Scott Ketcheson - Athabasca University

MOTION: Tom Weber moved to accept the directors and alternates as listed until the next AGM. Robert Esau seconded.

Carried.

7. Committee Member Appointments

MOTION: Morris Nesdole moved to table 7. a. to the next board meeting. Tim Polzin seconded.

Carried.

- a. Executive Committee (Past members: Past President - Brian Deheer, Chair/Vice Chair - Dan Moore, Treasurer -Morris Nesdole, Secretary - Vacant)

Tabled

- b. HR Committee **Appointments:** Morris Nesdole, Colleen Powell, Marv Fyten, Kendra Gilbert, Tom Weber
- c. CECE Committee **Appointments:** Lavone Olson (Chair), Paula Evans, Kendra Gilbert, Laura Pekkola, Kerri O’Shaughnessy (Cows and Fish), Doug Drozd.
- d. Technical Committee **Appointments:** Janice Linehan, Dan Moore, Abdi Siad-Omar, Kendra Gilbert, Laura Pekkola, Brian Deheer.
- e. Governance Committee **Appointments:** Tom Weber (Chair), Abdi Siad-Omar, Tim Polzin, Morris, Robert Esau, Kendra Gilbert, Brian Deheer.
- f. Finance Committee **Appointments:** Morris Nesdole (Treasurer), Tom Weber, Tim Polzin, Sterling Johnson, Kendra Gilbert.

MOTION: Morris Nesdole moved to accept appointments to committees to include, but are not limited to, the individuals listed. Brian Deheer seconded.

Carried.

- 8. Signing Authorities: Presently, Brian Deheer, Marv Fyten, Morris Nesdole and Janet Pomeroy are signatories.**

MOTION: Larry Armfelt moved to add Dan Moore, Kendra Gilbert, and Sarah MacDonald as signatories and to remove Brian Deheer, Marv Fyten and Janet Pomeroy as signatories. Sterling Johnson seconded.

Carried.

9. Reports and Correspondence

- a. Committee Reports/Minutes
 - (i) Executive Committee – no report
 - (ii) HR Committee

MOTION: Morris Nesdole moved to change the benefits package to Chamber of Commerce. Robert Esau seconded.

Carried.

Morris Nesdole indicated that the rest of the HR Committee report will be moved to in-camera and Colleen Powell suggested it be at the end of meeting.

- (iii) CECE Committee – no report
- (iv) Technical Committee - no report
- (v) Governance Committee – Tom Weber reported that a number of the Board members and Sarah had attended the Board governance training provided by Alberta Community Development
- (vi) Finance Committee – see financial reports and reporting that new signing authorities will be required once Janet Pomeroy leaves and due to change in executive.

- b. Financial Reports – Balance Sheet, Income Statement and the detailed General were provided to the Board members for the period ended November 30, 2020.
- c. Membership Report – Individual Membership listing was provided to the Board
- d. Executive Director’s Report – Circulated and presented
- e. Correspondence Received (relevant correspondence for the board is shared as it arrives)
- f. Informational Reports and links – see the updates on the website
- g. Email to the Board and staff from Wayne Brehaut 17-12-2020

MOTION: Tom Weber moved that the 2020 Bylaws (as passed by membership by a vote of 76% recognized at the June 16, 2020 Special Meeting) be accepted. Morris Nesdole seconded. Motion was carried by a simple majority of Directors present which met quorum; note that consensus was not reached. [NB: There was a request that this be a recorded vote. However, votes were not recorded in these minutes and no record of individual votes can be found in AWC records.]

10. Meeting Dates, Locations and Times

Committees will meet as needed at the call of their chair.

- a. Board Meeting - Feb 11th, 2021
- b. Board Meeting - March 25, 2021
- c. Annual General Meeting – June 12, 2021
- d. Board Meeting – June 24th, 2021
- e. Board Meeting – September 16th, 2021
- f. Board Meeting – Nov 12, 2021

Meeting dates were accepted and will be scheduled as presented.

11. Round table Discussion, Sector Reports and Meeting Evaluation:

- a. Directors were notified in advance of the meeting. [*] good or [] needs improving
- b. The meeting started on time and kept on course with adjournment at scheduled time. [*] good or [] needs improving
- c. The agenda and purpose for the meeting was clear, relevant and governance based. [*] good or [] needs improving
- d. Administration provided recommendations and reporting where required. [*] good or [] needs improving
- e. Directors were prepared for the meeting. [*] good or [] needs improving
- f. The meeting was positive and professional with Directors, guests and administration working toward the vision, mission and strategic goals of the AWC. [*] good or [] needs improving
- g. Plans and dates for the next meetings were established. [*] good or [] needs improving

MOTION: Larry Armfelt moved to go in closed session at 4:48 p.m.

Carried.

MOTION: Larry Armfelt moved to come out of closed session at 5:20 p.m.

Carried.

MOTION: Robert Esau moved that the HR Committee go forward with mitigation.

Carried.

MOTION: Larry Armfelt moved to appoint Sarah MacDonald as Acting Executive Director as of January 1, 2021.

Carried.

12. Adjournment

Dan Moore adjourned the meeting at 5:27 p.m.

Carried.