



Athabasca

WATERSHED COUNCIL

Executive Committee Meeting Minutes

March 8, 2021
1:00 – 3:00 pm

Attendees via Zoom:

- Brian Deheer – Past President
- Robert Holmberg – Secretary (Academia)
- Sterling Johnson – Vice Chair (Municipal)
- Morris Nesdole – Interim Chair, Treasurer (Health or Environment)
- Petra Rowell – Executive Director

Action Log:

#	Description	Due by / Lead
1.1	Include the Executive Committee’s May 29, 2020 meeting minutes in the Board meeting package for March 29; once approved, pass them to the Admin Assistant to post to the website and ensure the site is up to date with all previous minutes.	March 29 / RH, PR
1.2	Follow up with HR Committee to ensure the Staff Handbook is reviewed and updated where required.	May 31 / PR
1.3	Send the revised Executive Committee’s TOR to the Committee for review; once they have approved, forward to the Board in their March 29 meeting package for approval.	March 29 / PR
1.4	Provide an orientation to the Board on their TOR and Process Guidelines in the March 29 Board meeting; also, facilitate the review of all committees’ TOR (including budget information) as they meet over the next few months.	May 31 / PR
1.5	Establish a Contingency Fund as a line item in the 2021-222 budget.	April 1/ PR
1.6	Ask the Board if they will approve emergency expenditures by email/electronic vote, if a meeting cannot be arranged in a timely fashion.	March 29 / MN
1.7	Research and develop a more robust membership policy that addresses both member and Director privacy and personal data issues.	April 30 / PR
1.8	Work with the Communications Committee to develop a project TOR for a recurring ‘Round-table/open pit’ session between members and Directors for the purpose of improving trust and transparency.	April 30 / PR
1.9	Investigate dedicated emails for Officers, develop a standard filing / folder list, and generally work towards improving record-keeping and archival processes.	Ongoing / PR
1.10	Add a donation line to the expense claim form.	March 31/ PR
1.11	Forward suggestions for improving committee capacity to the Chair of the Governance Committee; the ED will provide board and committee statistics as information to the Committee and Board	March 31 /RH

1.12	Facilitate a Finance committee meeting to review their TOR review honorarium policy and to discuss a workplan/capacity, etc.	May 30 / PR
1.13	Facilitate a joint meeting of the Technical and Communications committees to develop an IWMP communications plan.	May 30 / PR

1. Call to Order

The Chair called the meeting to order at 1:00 a.m. acknowledging that our watershed is located on Treaty 6, Treaty 8 and Treaty 10 territory and 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

No health or safety issues were brought forward.

3. Quorum

As a point of clarification (as there is nothing in the bylaws or Committee’s Terms of Reference), the Committee agreed that Quorum for the Executive Committee is 100% (all officers present). Quorum was met for this meeting (with it noted for the record that Morris is both Treasurer and Interim Chair).

4. Approval of Agenda

Robert moved to accept the agenda with the following additions and numbering changes:

Add: 5c. Review of Executive Committee’s Terms of Reference

Approved by consensus.

5. Old Business

a. Approval of previous Minutes (2020 May 29)

Brian moved to accept the Executive Committee Meeting Minutes of May 29, 2020 as presented. (The ED noted that staff are working to locate all past meeting minutes and post them on the website to get the site up to date.)

Approved by consensus.

b. Outstanding items?

There was a commitment in previous meeting minutes for the Human Resources Committee to review the Staff Handbook. This has not yet been completed but the ED will follow up with HR Committee to see it carried out.

c. Executive Committee Terms of Reference

The Committee reviewed the most current version of their TOR. The Executive Director (ED) captured several changes directly onto the document. She will send a tracked changes version out to the Committee for their review. Once they have completed their review, the TOR will go to the board for approval.

The Committee also agreed that the Board of Directors should review their Board Terms of Reference and the Process Guidelines. These materials will be sent out to the Board for review in the March 29 Board meeting package as well as presented to the Board in an orientation session at the beginning of the meeting. Additionally, the ED will work with each Committee to make sure they all review their individual TORs before undertaking additional projects.

6. New Business

a) Communications to Board Members

In an effort to streamline communications and ensure information is getting to where it needs to be, the Chair made a "Proposal" with a number of points as follows:

- i. Polling of Board members should only be for meeting times and dates.*
- ii. Lobbying is not an acceptable option. In the event there is a need to lobby the Board, it shall be by mail, Electronic or Post, and posted to all members on the same date and time.*
- iii. Communication within and to the Executive committee members must be to all members.*
- iv. When and If Decisions are made at an Executive meeting, they shall be ratified at the next Board meeting. Exceptions are those decisions that are required for the safe and continuing operations of the Society; and matters that are confidential in nature. i.e., personnel.*
- v. The Executive committee be given a budget of five thousand dollars (\$5000.00) to engage professional services for unexpected events.*
 - (i) Should the need arise to use these funds, a special meeting of the Board shall be called to explain the expenditure.*
- vi. The membership application form should be revised to include a question that would allow a member to opt out of sharing their personal information.*
 - (i) All emails to the Board or membership, should be on the blind copy line of emails (bcc)*

b) We set a date and time for a round table discussion with the Board and general membership.

- c) All communications concerning Board matters shall be directed to the Board Secretary.*
- i. The Board Secretary will ensure that any communications directed to the Board be added as a agenda item for the next Executive Committee meeting.*
 - ii. All communications related to daily operations shall be directed to the Executive Director.*

In discussing the above proposal, the following points were agreed to:

- Decisions made by the Executive Committee will be detailed in the Committee's meeting minutes. These minutes, and the decisions they contain, will then be presented to the Board for their review (two weeks prior to meeting) and approval (at the meeting).
- It is important that the AWC have a contingency fund for emergencies. This will now become a line item in the budget and excess donations and other undedicated funds will be used to grow it, at least initially, to \$5000. If the contingency fund needs to be used, the committee or staff person requesting its use will ask the Board for approval. The ED will ask the Board if they will approve emergency expenditures by email/electronic vote,

if a meeting cannot be arranged in a timely fashion. [NB: The Financial and Spending Control Policy already lays out details for a contingency fund.]

- The ED will research and develop a more robust membership policy that addresses privacy concerns and requirements under the *Societies Act*. Additionally, policy and practices will be developed for board member and staff privacy concerns.
 - In recognizing the need to build greater trust and transparency, as well as a better understanding of the mandate of WPACs, the AWC will organize recurring 'Round-table' events with members and directors. Details to be fleshed out by the ED and Executive. Note that the ED has initiated a 'coffee talk' session the second Friday of every month. The ED will host March 12; the Watershed Coordinator will host April 9; and the Chair will host May 7.
- a. **Method by which Board members can contribute to Executive and Board meetings' Agenda**
The Secretary indicated he is willing to take on more in his role as secretary. He will work with staff to solicit and collate agenda items from the Board, draft the agenda, and with staff assistance attach other meeting materials and circulate/post the package as required a minimum of two weeks before any board meeting.
- b. **Agenda for next Board meeting (2021 March 29)**
The Committee reviewed the current draft agenda for the March 29 Board meeting and made additions.
- c. **Permanent e-mail addresses for Executive Committee positions**
The Committee discussed the need to do a better job of archiving AWC materials as people (board and staff) come and go. The ED will investigate dedicated emails for Officers. She will also draft a standard filing / folder list and circulate for input.
- d. **Provision of an amount for donation to AWC on all expense /honoraria claim forms**
The ED will add a donation line to the expense claim form.
- e. **Recommendations from Executive Committee to Governance Committee**
The Secretary noted a number of suggestions related to populating committees. He will forward his suggestions to the Chair of the Governance Committee for consideration. The ED has compiled statistics on Board committee make-up and will circulate such to the Governance Committee and the Board as information. The Committee identified the need to balance the number of committees and participants with workload, financial capacity, and facilitating the consensus process of interest-based sector self-selection.
- f. **Recommendations from Executive Committee to Finance Committee**
iii. **Establish a policy on honoraria payments for electronic meetings of Board, standing and ad hoc committees.**

Noted that there is currently a policy in the Financial Controls Policy; should be sent to the Finance committee for review of the amount, as well as to ensure that wording includes both standing and Ad Hoc committees.

iv. Establish a budget line for each standing committee for paying travel claims and honoraria payments for their and ad hoc committees.

The ED will add a budget in each committee's TOR. These amounts will then be shown as individual committee line items in the operating budget.

v. Establish a sub-committee or standing committee for fundraising.

After some discussion, the Committee agreed to let the Finance committee meet and decide on its workload/capacity and make any recommendations for forming sub-committees to take on any additional work.

g. Executive Director's reports

i. Technical and CECE committee meeting dates

- The Technical Committee is currently reviewing the Athabasca River Watershed Management Plan and will meet March 15 to approve a process and a timeline to finalize the document.
- The Communications Committee has not yet set a date but is currently reviewing the AWC Communications Plan
- It was noted that these two committees should hold a joint meeting in the near future to discuss communications of the IWMP once it is released.

ii. Strategic plan and workplan updates

The ED gave a very quick overview of the draft three-year strategic planning and reporting cycle. This material will be provided to the board closer to their March 29 meeting. It was agreed that the board should spend some time on strategic planning in the fall.

iii. Administrative updates

The ED did not provide a financial report but noted she is still gathering information such that project dollars and deliverables can be separated out of core funding. A full report will be ready for the March 29 board meeting.

7. Next Executive Committee Meeting

Monday, 2021 April 12, 3:21 PM

8. Round Table announcements There were none.

9. Adjournment

The Chair moved to adjourn the meeting at 4:51 p.m.

Approved by consensus