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## **Board of Directors**

### **MEETING MINUTES**

**Thursday, December 1, 2016 – 9:00 a.m.**  
**LICA Board Room**

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**Present:** Andrea Woods, Board Chairperson  
Wayne Bamber  
Randi Blackwell (Attended at 9:10 a.m.)  
Mildred Dunham (Excused at 12:05 p.m.)  
John Ilchuk  
Paul Kip  
Monty Moore (Excused at 11:40 a.m.)  
Harold Ross  
Dana Swigart  
Kristy Tetreau  
Colin Woods

**Observers and Guests:**

**Staff and Contractors:** Arianne Crook, LICA Accounting Assistant  
Carrie Cardamone, LICA Executive Assistant  
Colin Hanusz, BRWA Program Manager  
Chantelle Adams, BRWA Education & Outreach  
Coordinator  
Michael Bisaga, Manager, Environmental Monitoring  
Programs (Via Teleconference at 10:15 a.m.)

**Regrets:** Darlene Gates  
Wilf Tomchek  
Neil Young

#### **1. CALL TO ORDER**

Chairperson Andrea Woods called the meeting to order at 9:05 a.m.

##### **1.1 Roundtable Introductions**

**1.2 Vision, Mission and Values**

**1.3 Roll Call**

1.3.1 Wilf Tomchek's notice of absence was received as information and filed without motion.

The Board of Directors pointed out that Mildred Dunham is now the only alternate for the meetings.

**2. APPROVAL OF AGENDA**

**#1 Moved by Dana Swigart AND RESOLVED that the December 1, 2016 Agenda be amended to include:**

**4.7 Governance Committee Recommendations**

**4.7.1 Governance Committee Terms of Reference**

**4.7.2 Governance Committee Recommendations to the Board LICA Bylaws**

**4.7.3 Governance Committee Recommendations to the Board on Policy 7.2 – Staff Annual Performance Evaluation**

**4.7.4 Governance Committee Recommendations to the Board on Policy 7.3 – Staff Salary**

**4.7.5 Governance Committee Recommendations to the Board on Policy 7.4 – Staff Hours of Work**

**4.7.6 Governance Committee Recommendations to the Board on Policy 7.5 – Staff Probationary Period**

**4.7.7 Governance Committee Recommendations to the Board on Policy 7.6 – Overtime Hours**

**4.7.8 Governance Committee Recommendations to the Board on Policy 7.7 – Holidays**

**4.8 2016 Annual Report Update (renumbered from 4.7 2016 Annual Report Update)**

**and, that the December 1, 2016 Agenda be approved, as amended.**

### **3. APPROVAL OF MINUTES**

**#2 Moved by Harold Ross AND RESOLVED that the Minutes of the Board of Directors Meeting of November 3, 2016 be approved, as presented.**

### **4. ITEMS FOR DECISION**

#### **4.1 LICA 2017 Meeting and Event Calendar**

The Board of Directors reviewed the LICA Meeting and Event Calendar for 2017, deciding that the January 5<sup>th</sup> meeting is not required, keep the February 2<sup>nd</sup> meeting in the morning with the CASA presentation in the afternoon; and to keep the March 2<sup>nd</sup> meeting.

It was agreed that the remainder of the Calendar be tabled until a response is heard from the CRA.

#### **4.2 Annual General Meeting**

Arianne informed the Board of Directors that we have not heard from the Canadian Revenue Agency (CRA) regarding our year end; suggesting that the date, location, and speaker be looked at as usual.

The Board of Directors indicated that April 20, 2017, at the Centennial Center be set as the tentative date, and location of the AGM. Ideas for the speaker were discussed.

**#3 Moved by Colin Woods AND RESOLVED that the January 5<sup>th</sup> meeting is not required; to keep the February 2<sup>nd</sup> meeting in the morning with the CASA presentation in the afternoon; and to keep the March 2<sup>nd</sup> meeting. Also that April 20<sup>th</sup> and the Centennial Centre be the tentative date, and location for the Annual General Meeting or Special meeting pending the approval from CRA as to year end change.**

#### **4.3 Policy 8.1 – Communications Strategy**

**#4 Moved by Harold Ross AND RESOLVED that Policy 8.1 – Communications Strategy be forwarded to the Governance Committee for review.**

#### **4.4 System for Review of Policy 7.0 – Operational Policy: Personnel Recommendation from Governance Committee**

Wayne Bamber indicated to the Board of Directors that the Governance Committee will start meeting regularly in the New Year to review all policies.

**4.5 Policy 7.1 – Executive Manager Job Position - Recommendation from Governance Committee**

**#5 Moved by Monty Moore AND RESOLVED that Policy 7.1 – Executive Manager Job Position be amended to add managing daily operations under Position Summary, and the deletion of the fourth bullet Nurture a positive office environment under 4. Human resources and to be approved.**

**4.6 Policy 5.19 – Ensuring LICA Sustainability - Sub Policy 5.19.2.4**

**#6 Moved by Kristy Tetreau AND RESOLVED that Policy 5.19 – Ensuring LICA Sustainability Sub Policy 5.19.2.4 be forwarded to GC for review.**

**4.7 Governance Committee Recommendations**

**4.7.1 Governance Committee (GC) Terms of Reference**

Board members reviewed the proposed changes in the Governance Committee Terms of Reference.

**#7 Moved by Kristy Tetreau AND RESOLVED that the Governance Committee (GC) Terms of Reference be referred back to GC for more clarification with the expense budget.**

**4.7.2 LICA Bylaws**

The Board of Directors postponed the LICA Bylaws to the February 2, 2017 meeting.

**4.7.3 Policy 7.2 - Staff Annual Performance Evaluation**

The Board of Directors reviewed the updates to the policy made by the GC.

**4.7.4 Policy 7.3 – Staff Salary**

**#8 Moved by Colin Woods AND RESOLVED that Policy 7.3 – Staff Salary be referred back to the GC to replace twice bi-monthly in clause 7.3.1.1, and 7.3.1.2 with a mid-month advance.**

**4.7.5 Policy 7.4 – Staff Hours of Work**

The Board of Directors reviewed the updates to the policy.

**#9 Moved by Colin Woods AND RESOLVED that Policy 7.4 – Staff Hours of Work be approved as presented.**

#### **4.7.6 Policy 7.5 – Staff Probationary Period**

The Board of Directors reviewed the updates to the policy made by the GC.

#### **4.7.7. Policy 7.6 – Overtime Hours**

It was agreed without motion that Policy 7.6 – Overtime Hours be referred back to the GC to clarify clause 7.6.2.1.

#### **4.7.8 Policy 7.7 - Holidays**

It was agreed without motion that Policy 7.7 – Holidays be referred back to the GC to clarify clause 7.7.2.2.day off in lieu of Holiday pay.

### **4.8 2016 Annual Report Update**

Arianne updated the Board of Directors in regards to the Annual Report progress, asking if there were any suggestions for outside organizations that could be represented in the Annual Report to let her know.

## **5. ITEMS FOR DISCUSSION ON UPCOMING DECISIONS**

### **5.1 LICA Organizational Structure**

Andrea reviewed two possibilities of how the Board of Directors could be restructured.

Andrea indicated that she will present the restructure to all of the Committees for the last time to see if they feel that it would be representative of who they are.

Kristy provided the Board of Directors with a visual breakdown of how other WPAC and Airshed Boards are set up.

### **5.2 Oil Sands Monitoring (OSM) Project Update**

#### **5.2.1 OSM Report – November, 2016**

Michael Bisaga informed the Board of Directors that a contract has been secured with the AEP for funding to March 31, 2017; also indicating that insurance requirements have been reduced to \$2,000,000.00 liability under the new contract.

Arianne is looking into amending current policies.

## **6. PRESENTATIONS**

### **6.1 Airshed Zone Report**

#### **6.1.1 Projects and Operations Update – November, 2016**

Michael Bisaga provided an update on Airshed Projects and Operations to the Board of Directors.

### **6.2 BRWA Report**

#### **6.2.1 BRWA Meeting Minutes of November 1, 2016**

The BRWA Meeting Minutes from November 1, 2016, were reviewed by the Board of Directors.

#### **6.2.2 Projects and Operations Update – November, 2016**

Colin Hanusz, BRWA Project Manager, and Chantelle Adams, BRWA Education and Outreach Coordinator, gave an update on Projects and Operations to the Board of Directors.

## **7. FOR INFORMATION ONLY (FIO)**

### **7.1 Board Chairperson's Report**

Chairperson Andrea Woods provided her report for November, 2016

### **7.2 Executive Manager's Report**

No Report.

### **7.3 Table Officers (TOs) Report**

No Report.

### **7.4 Education & Information Committee (EIC)**

#### **7.4.1 Event Evaluation Results/LICA Event Feedback Survey – Geology of Oil & Gas: The Discovery, Appraisal & Development of a Reservoir**

The Board of Directors agreed to table this item until the Education & Information Committee have a chance to meet and discuss this event.

## **7.5 Governance Committee (GC)**

### **7.5.1 Governance Committee Minutes of November 1, 2016**

The Board of Directors reviewed the minutes from the November 1, 2016 Governance Committee meeting.

### **7.5.2 Governance Committee Minutes of November 16, 2016**

The Board of Directors reviewed the minutes from the November 16, 2016 Governance Committee meeting.

### **7.5.3 Policy Awareness**

## **7.6 Synergy Alberta**

### **7.6.1 Report from Conference Delegates**

Chantelle provided feedback on the 2016 Synergy Alberta Conference.

## **7.7 Treasurer's Report**

### **7.7.1 Accounts Receivable Report to November 22, 2016**

Arianne reviewed the Accounts Receivable Report to November 22, 2016 with the Board of Directors.

### **7.7.2 Comparative Income Statement to November 22, 2016**

Arianne reviewed the Comparative Income Statement to November 22, 2016 with the Board of Directors.

## **8. INCAMERA SESSION**

### **i) Executive Director Contract**

**#10 Moved by Colin Woods AND RESOLVED that the Board go Incamera at 12:00 p.m. to discuss Executive Director Contract.**

**#11 Moved by Harold Ross AND RESOLVED that the Incamera session conclude at 12:30 p.m.**

**#12 Moved by Colin Woods AND RESOLVED that Arianne Crook be hired to fill the Executive Director Position, effective as of December 1, 2017.**

**9. FEEDBACK ON MEETING AND ROUNDTABLE DISCUSSION**

**10 NEXT MEETING DATE**

February 2, 2017 – 9:00 a.m – 12:00 p.m – Board of Directors Meeting  
– 1:00 p.m - 3:00 p.m – CASA Presentation

**11. ADJOURNMENT**

The Meeting adjourned at 11:55 a.m.