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Board of Directors MEETING MINUTES Thursday, November 3, 2016 – 9:00 a.m. LICA Board Room

Present: Andrea Woods, Board Chairperson
Wayne Bamber
Mildred Dunham
Darlene Gates
John Ilchuk
Paul Kip
Monty Moore
Harold Ross
Dana Swigart
Kristy Tetreau
Wilf Tomchek
Colin Woods

Observers and Guests: Roxane Bretzlaff
John Dumais
Shona Lawson (Via teleconference, excused 11:00 a.m.)

Staff and Contractors: Chantelle Adams, BRWA Education & Outreach Coordinator
Michael Bisaga, Manager, Environmental Monitoring Programs (Via teleconference 10:00 a.m.)
Arianne Crook, LICA Accounting Assistant
Colin Hanusz, BRWA Program Manager
Eveline Hartog, LICA Administrative Assistant

Regrets: Randi Blackwell
Carrie Cardamone, LICA Executive Assistant
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**

2. APPROVAL OF AGENDA

#1 Moved by Harold Ross AND RESOLVED that the November 3, 2016 Agenda be amended to include:

- 4.4 Governance Committee Recommendations to the Board on Policy 6.3 – Signing Authority**
- 4.5 Governance Committee Recommendations to the Board on Policy 6.6 – Records Retention**
- 4.6 Governance Committee Recommendations to the Board on Policy 6.12 – Rewards and Acknowledgement**
- 4.7 Governance Committee Recommendations to the Board on Bylaws – Article 13**
- 4.8 Governance Committee Further Recommendations to the Board**

and, that the November 3, 2016 Agenda be approved, as amended.

3. APPROVAL OF MINUTES

#2 Moved by Wilf Tomchek AND RESOLVED that the Minutes of the Board of Directors Meeting of October 6, 2016 be approved, as presented.

4. ITEMS FOR DECISION

4.1 2016-2017 Goals – Strategic Planning dated June 9, 2016 – Review and Approval

Andrea presented the 2016-17 Goals from the Strategic Planning meeting and felt that once the row containing, “Public acceptance, NOTE: This is a Strategy, Not a Goal”, was deleted the document was acceptable.

#3 Moved by Colin Woods AND RESOLVED that the 2016-17 Goals – Strategic Planning document be accepted with the deleted row.

4.2 2016 Annual Report Request for Quotes (RFQ)

Arienne Crook gave a verbal report on her recommendations regarding production of the 2016 Annual Report, suggesting that the report could be emailed out in most instances.

#4 Moved by Darlene Gates AND RESOLVED that Arienne Crook continue with this project with a budget of \$10,000.00, running 500 copies and using Dark Horse Media.

4.3 Clean Air Strategic Alliance (CASA) – Interest – Based Negotiation Workshop January 5, 2017 or February 2, 2017

The Board discussed the various dates and decided that February 2, 2017 would be preferable and that LICA staff will confirm this with CASA.

LICA staff will also contact all committee members to invite them to this workshop.

4.4 Governance Committee Recommendations to the Board on Policy 6.3 – Signing Authority

Wayne Bamber detailed the changes made by the Governance Committee.

5 Moved by Darlene Gates AND RESOLVED that Policy 6.3 – Signing Authority, be amended as follows:

“6.3.1 Directive”, and

“6.3.1.2 The Chair has been designated by the Board as the signatory on all official documents unless otherwise delegated.”, and

“6.3.2.1 Payments”, and

“6.3.2.1.1 All payments on behalf of the Association will be made with the approval of any two of the Chairperson, Vice-Chair, Secretary Treasurer.”, and

Deleting Article 6.3.2.1.2, and Article 6.3.2.1.3, and

“6.3.2.2.1 LICA contracts and agreements must be signed by any two of the Chair, Vice-Chair and Secretary-Treasurer of LICA. All contracts must also be pre- approved by the Board, the LICA Airshed Zone, or the Beaver River Watershed Alliance, as applicable.”, and

Deleting Article 6.3.2.2.2 and Article 6.3.2.2.3, and

Amending Article 6.3.2.2.4 to now be “Article 6.3.2.2.2 Copies of the contracts, grants and other documents requiring decision/signature by LICA, the LICA Airshed Zone, or the Beaver River Watershed Alliance shall be made available for review a minimum of two weeks before decision/signature is required.”

4.5 Governance Committee Recommendations to the Board on Policy 6.6 – Records Retention

Wayne Bamber reviewed the various changes in Policy 6.6 with the Board.

#6 Moved by Monty Moore AND RESOLVED that Policy 6.6 – Records Retention, be amended as follows:

“6.6.1 Directive”, and

“6.6.1.1 The Executive Manager will develop an efficient, effective, and properly maintained records management system that encompasses the planning, creation, access, and disposition of records of LICA, Board and committee records.”, and

“6.6.1.4 Records vital to the organizational, legal, or financial operations of the Association shall be protected and backed up monthly, as a minimum.”, and

“6.6.2.1 Board and committee minutes and administrative records which relate to the Association’s history, reflect legal obligations, or relate to policy decisions shall be retained, secured, and kept in duplicate (e.g. electronic and/or hard copies) until the Association ceases operation.”

4.6 Governance Committee Recommendations to the Board on Policy 6.12 – Rewards and Acknowledgement

Wayne Bamber outlined the changes made in Policy 6.12 with the Board.

#7 Moved by Kristy Tetreau AND RESOLVED that Policy 6.12 – Rewards and Acknowledgment be amended as follows:

“6.12.1 Directive”, and

“6.12.1.2 The Board shall acknowledge personal milestones in the lives of Board and committee members and staff.”, and

Deleting current Article 6.12.2.2, Article 6.12.2.3, Article 6.12.2.4, Article 6.12.2.5, Article 6.12.2.6. , and

“Rename Article 6.12.2.7 to now be Article 6.12.2.2 Guest speakers, facilitators, and presenters may be presented with a gift in token of thanks.” , and

“Add Article 6.12.2.3 All acknowledgements in excess of \$100.00 must have Board approval.”

4.7 Governance Committee Recommendations to the Board on Bylaws Article 13

Wayne Bamber presented Bylaw Article 13 with recommended changes.

#8 Moved by Wayne Bamber AND RESOLVED that Bylaw Article 13 be amended as follows:

“Article 13.1 The Association shall not borrow funds for any purpose, with two exceptions;

- **One credit card account with a limit of \$10,000, which is used for administrative purposes. The designated administrator(s) shall have charge of the account. The account administrator(s) along with the authorized users, as appointed by the Board, shall have signing authority. The account statement shall be reviewed, approved and paid in full each month by the Chair, Vice-Chair and/or Secretary-Treasurer.**

It was noted that no one at the Board meeting took exception to the Table Officers’ decision to make Arianne Crook and Monty Moore the authorized administrator and authorized users respectively.

#9 Moved by Harold Ross AND RESOLVED that the Board bring the Governance Committee recommendations concerning Bylaw Article 13.1 to the next LICA Annual General Meeting.

4.8 Governance Committee Further Recommendations to the Board

Wayne Bamber detailed the reasons why Governance Committee felt hard copies of the Board manual was no longer practical.

It was agreed by the Board that thumb drives could be used to download and distribute the Board policy manual.

#10 Moved by Darlene Gates AND RESOLVED that Motion #9 from the Governance Committee be amended to read:

#9 “Moved by Heather Harms AND RESOLVED that the Governance Committee forward the following recommendation to the Board of Directors, that LICA terminate the use of hard copy Board manuals, and unless otherwise requested, electronic copies will be used.”

#11 Moved by Darlene Gates AND RESOLVED that the Board accept the recommendation by the Governance Committee to replace the heading Guidelines with the heading Directive across the Board manual.

#12 Moved by Darlene Gates AND RESOLVED that the Governance Committee continue to move forward to review the policy manual until completed.

#13 Moved by Darlene Gates AND RESOLVED that the Governance Committee review Bylaw Article 12.6 which states:

“The Board may acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind, for the purpose of furthering the objectives of the Association within Board policy.”

5. ITEMS FOR DISCUSSION ON UPCOMING DECISIONS

5.1 LICA Organizational Structure

Andrea Woods quickly reviewed the flow chart with the Board indicating that she felt it was necessary to consult with a facilitator to review the Board restructuring.

The consensus was that a facilitator was not needed in order to proceed with the organizational restructuring.

Board members were asked to come prepared at the December 1st meeting to discuss the proposed changes and to look for key representations, while Kristy will look at the makeup of WPAC and Airshed boards.

5.2 Oil Sands Monitoring (OSM) Project Update

5.2.1 OSM Report – October, 2016

Michael indicated that changes are still in process with the transfer of OSM from AEMERA to Alberta Environment & Parks with AEP wanting to keep monitoring programs at status quo.

6. PRESENTATIONS

6.1 Airshed Zone Report

6.1.1 Airshed Zone Meeting Minutes of September 28, 2016

The Airshed Zone Meeting Minutes of September 28, 2016 were reviewed by the Board of Directors.

6.1.2 Projects and Operations Update – October, 2016

Michael provided an oral report on Airshed Projects and Operations to the Board of Directors.

6.2 BRWA Report

6.2.1 Projects and Operations Update – October, 2016

Colin Hanusz updated the Board on BRWA Projects and Operations while Chantelle Adams detailed BRWA's fall Education and Outreach programs.

6.2.2 BRWA Budget to AEP

Colin Hanusz briefly addressed the BRWA budget to Alberta Environment and Parks submitted on October 17, 2016.

7. FOR INFORMATION ONLY (FIO)

7.1 Board Chairperson's Report

Chairperson Andrea Woods provided her report for October, 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 Education & Information Meeting Minutes – October 19, 2016

The EIC Minutes of October 19, 2016 were reviewed by the Board of Directors.

7.4.2 2016 Photo Contest Winners

The Board was shown a brief slide show of the Adult and Youth winners of the Photo Contest.

7.5 Governance Committee (GC)

7.5.1 Policy Awareness – Policy 5.9 – Committees

The Board of Directors tabled Policy 5.9 – Committees and directed that the Governance Committee address this policy.

7.6 Synergy Alberta

The Board of Directors reviewed the submission to Synergy Alberta.

The Board was also informed that Colin Hanusz was no longer able to attend the Synergy Alberta conference.

#14 Moved by Dana Swigart AND RESOLVED that Chantelle Adams be authorized to attend the Synergy Alberta Conference in Calgary from November 7 – 8, 2016 in lieu of Colin Hanusz.

7.7 Treasurer's Report

7.7.1 Accounts Receivable Report to October 25, 2016

The Board of Directors reviewed the Accounts Receivable Report to October 25, 2016.

7.7.2 Comparative Income Statement to October 25, 2016

The Board of Directors reviewed the Comparative Income Statement to October 25, 2016.

8. INCAMERA SESSION

#15 Moved by Kristy Tetreau AND RESOLVED that the Board go Incamera at 12:05 p.m. to discuss a Personnel Matter and an Administrative Matter.

#16 Moved by Kristy Tetreau AND RESOLVED that the Incamera session conclude at 12:15 p.m.

#17 Moved by John Ilchuk AND RESOLVED that Arianne Crook and Kristy Tetreau attend the Alberta Airsheds Council meeting with Alberta Environment and Parks in Edmonton on November 4, 2016 and that stipend and mileage for Kristy Tetreau be approved.

9. FEEDBACK ON MEETING AND ROUNDTABLE DISCUSSION

10 NEXT MEETING DATE

December 1, 2016 – 9:00 a.m. – Board of Directors Meeting

11. ADJOURNMENT

The Meeting adjourned at 12:25 p.m.