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Board of Directors

MEETING MINUTES

Thursday, November 5, 2015 – 9:00 a.m.
LICA Board Room

- Present:** Andrea Woods, Board Chairperson
Wayne Bamber
Robert Deresh
Mildred Dunham
John Ilchuk
Geoff Pearse (Excused at 11:00 a.m.)
Harold Ross
Dana Swigart
Kristy Tetreau
Wilf Tomchek
Colin Woods (Part-time 10:20 a.m - 12:50 p.m)
Duane Zaraska
- Observers and Guests:** Roxane Bretzlaff (Excused at 10:35 a.m.)
John Dumais – Baytex (Excused at 10:35 a.m.)
Shona Lawson (Excused at 10:35 a.m.)
- Staff and Contractors:** Charmaine Code, LICA Executive Manager
Carrie Cardamone, LICA Executive Assistant
Lisa Isaacman, BRWA Program Manager (Excused at 10:35 a.m.)
- Regrets:** Michael Bisaga, Manager, Environmental Monitoring Programs
Paul Kip
Monty Moore
Neil Young

1. CALL TO ORDER

Chairperson Andrea Woods called the meeting to order at 9:00 a.m.

- 1.1 Roundtable Introductions**
- 1.2 Vision, Mission and Values**
- 1.3 Roll Call**

2. APPROVAL OF AGENDA

#1 Moved by John Ilchuk AND RESOLVED that the Agenda of November 5, 2015 be approved as presented.

3. APPROVAL OF MINUTES

#2 Moved by Harold Ross AND RESOLVED that the Minutes of the Board of Directors Meeting of October 1, 2015 be approved, as presented.

4. ITEMS FOR DECISION

4.1 Governance Committee (GC) Terms of Reference

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

#3 Moved by John Ilchuk AND RESOLVED that the Governance Committee (GC) Terms of Reference, Objectives, be amended by deleting “Airshed Zone and the Watershed Planning Advisory Committee” and replacing it with “Independent Standing Committees”.

4.2 Policy 5.20 – Review of Absences of Director

Wayne Bamber reviewed the proposed changes in Policy 5.20 with Board Members.

#4 Moved by Harold Ross AND RESOLVED that Policy 5.20 – Review of Absences of Director, be amended by deleting Article 5.20.1.4 and substituting the following:

“5.20.1.4 If absence from a Board meeting is necessary, the Director shall notify the LICA Office through written or electronic means at the earliest known time.”

4.3 Policy 5.6 – Board and Committee Meetings

Charmaine reviewed the proposed changes to Policy 5.6 with Board Members.

#5 Moved by Wilf Tomchek AND RESOLVED that Policy 5.6 – Board and Committee Meetings, be amended as follows:

i) by deleting Article 5.6.2.1.9 and substituting therefore the following:

“5.6.2.1.9 Board and committee Alternates do not participate in decisions unless appointed by the Chair to stand in for an absent member; or, in the case of a Director’s planned absence of three

meetings or more, an Alternate may be appointed to the absent Director's seat for that time frame by the Board of Directors."

- ii) that Article 5.6.2.1.11 be amended by deleting "11 a.m." and substituting therefore "a designated time"

Dana Swigart expressed concern with wording and clarification of Articles 5.6.2.1.8, and 5.6.2.1.12

#6 Moved by Dana Swigart AND RESOLVED that Policy 5.6 – Board and Committee Meetings, be amended further by deleting from Article 5.6.2.1.8 "or a quorum of Board members cannot be reached" and substituting therefore "in a timely manner."

4.4 Policy 7.4 – Staff Hours of Work

Charmaine reviewed the changes in Policy 7.4 with the Board Members.

#7 Moved by Kristy Tetreau AND RESOLVED that Policy 7.4 – Staff Hours of Work, in Article 7.4.2.1 be amended by deleting "from 9:00 a.m - 3:00 p.m."

4.5 Policy 8.1 – Communication Strategy – Recommendation from the Governance Committee

The Board reviewed examples of non - LICA logos with "Independent Standing Committee within LICA" included in them.

#8 Moved by Harold Ross AND RESOLVED that the following Governance Committee recommendations regarding Policy 8.1 be approved as presented:

- i) "That the Style Guide (Appendix 'B') be reviewed by Governance Committee (GC) and all LICA Committees to determine how the logos will interact. To facilitate this review, LICA will provide the independent standing committees with an example of wording to incorporate in non-LICA logos, on the understanding that feedback will be required from the Committees. The GC's recommended wording to acknowledge the relationship with LICA on publically distributed material is 'Independent Standing Committee within LICA,' with Committees having the option to utilize the example receiving final wording or alternately to use the LICA logo.
- ii) -That the independent standing committees consent to adhere to the finalized Style Guide.
- iii) If agreement is reached, including consent to follow Policy 8.1, the requirements for 'review' will be removed from the Policy.
- iv) That the Communication Strategy (Schedule 'A') be reviewed for the purposes of clarity and streamlining.
- v) Once each of the above points has been addressed, that Policy 8.1 be amended accordingly."

4.6 Policy Awareness - Recommendation from the Governance Committee

#9 Moved by Kristy Tetreau AND RESOLVED that a Policy Awareness segment be added to the Board of Directors' Agendas to review policies on a regular basis.

4.7 2016 LICA Meeting and Event Calendar

Charmaine presented the 2016 LICA Meeting & Event Calendar, which was approved without motion by the Board.

4.8 2015 Annual Report

Charmaine informed the Board that the tender for the 2015 Annual Report has been awarded to the low bidder, Dark Horse Media.

5. ITEMS FOR DISCUSSION ON UPCOMING DECISIONS

5.1 OSM (Oil Sands Monitoring) Program

5.1.1 OSM Report – October, 2015

Charmaine gave an update on the Oil Sands Monitoring Program.

6. PRESENTATIONS

6.1 Airshed Zone (AZ) Report

6.1.1 Airshed Zone Meeting Minutes – September 23, 2015

The Board reviewed the Airshed Zone Meeting Minutes from September 23, 2015.

6.1.2 Projects and Operations Update – October, 2015

Kristy Tetreau provided an update on Airshed Projects and Operations, and Michael Bisaga's written report was circulated by email to Board members.

Wayne Bamber also advised that Industry's appointments to the Airshed Zone now include Megan Tilley as Co - Chair, Heather Harms as designate, and Roger Boucher as alternate member.

6.2 BRWA Report

6.2.1 Projects and Operations Update – October, 2015

Lisa Isaacman reviewed the BRWA Projects and Operations Update with the Board.

6.2.2 BRWA Grant Funding for 2015/16 – Cost Sharing within LICA Organization

Lisa advised that there has been no change at BRWA regarding "Cost Sharing within LICA Organization", which has been discussed by their Executive members only, but is not supported by the BRWA Executive members.

Roxane Bretzlaff committed to respond to the LICA Chairperson prior to the BRWA's November 10, 2015 meeting, regarding whether this matter has been considered by the BRWA committee.

7. FOR INFORMATION ONLY (FIO)

7.3 Table Officers Report

INCAMERA SESSION

#11 Moved by Harold Ross AND RESOLVED that the Board go In Camera at 10:35 a.m. to discuss a Legal matter being the relationship between LICA and BRWA.

#12 Moved by Colin Woods AND RESOLVED that Charmaine Code remain to participate in the In Camera portion of the meeting.

#13 Moved by Harold Ross AND RESOLVED that the In Camera session conclude at 12:25 p.m.

7.1 Board Chairperson's Report

Andrea Woods, Chairperson, provided her report for October, 2015.

7.2 Executive Manager's Report

Executive Manager, Charmaine Code, provided her report for October, 2015.

7.4 Education & Information Committee (EIC)

7.4.1 Education & Information Committee Meeting Minutes – October 21, 2015

The EIC Minutes of October 21, 2015 were reviewed by the Board.

7.5 Governance Committee (GC)

The Board reviewed the Minutes from the October 22, 2015 Governance Committee Meeting.

7.6 Synergy Alberta (SA) Conference – November 2 to 4, 2015 (Calgary)

7.6.1 Report from Conference Delegates

Andrea and Charmaine provided their report on the 2015 Synergy Alberta Conference and Annual General Meeting.

7.7 Treasurer's Report

7.7.1 Accounts Receivable Report to October 27, 2015

The Accounts Receivable Report to October 27, 2015 was presented by Charmaine.

7.7.2 Comparative Income Statement to October 27, 2015

Charmaine presented the Comparative Income Statement to October 27, 2015.

8. FEEDBACK ON MEETING AND ROUNDTABLE DISCUSSION

Feedback was provided by all.

9. NEXT MEETING DATE

December 3, 2015 – 9:00 a.m. – Board of Directors Meeting

10. ADJOURNMENT

The Meeting adjourned at 1:55 p.m.