

## **Governance Committee**

### **Meeting Minutes**

**Tuesday, February 7, 2017 – 9:00 a.m.  
LICA Board Room**

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#### **PRESENT:**

Committee Members  
& Resource Persons

Wayne Bamber (Chairperson)  
Heather Harms (Via teleconference)  
John Ilchuk  
Andrea Woods  
Colin Woods (Excused at 11:00 a.m.)

Observers and Guests:

Staff and Contractors:

Arianne Crook, LICA Executive Director  
Eveline Hartog, LICA Administrative Assistant

Regrets:

Michael Bisaga, Manager Environmental Monitoring  
Programs  
Colin Hanusz, BRWA Program Manager  
Delano Tolley (Vice-Chair)  
Wilf Tomchek

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

Chairperson Wayne Bamber called the meeting to order at 9:05 a.m.

##### **1.1 Roll Call/Committee Member List**

#### **2. APPROVAL OF AGENDA**

**#1 Moved by Andrea Woods AND RESOLVED that the February 7, 2017 Agenda be approved, as presented.**

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

**#2 Moved by Colin Woods AND RESOLVED that the January 26, 2017 Minutes be approved, as presented.**

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

##### **4.1 Policy 5.19 – Ensuring LICA Sustainability**

**#3 Moved by John Ilchuk AND RESOLVED that the Governance Committee submit the following recommendations to the Board of Directors that Policy 5.19 – Ensuring LICA Sustainability be amended by the following:**

**Amend Article 5.19.1.1 to read: “All LICA members, staff and contractors will support the Vision, Mission and Values.”, and**

**Delete Article 5.19.1.2, and**

**Rename Article 5.19.1.3 to now be Article 5.19.1.2 which will read, “All LICA members, staff and contractors shall ensure the achievement of the Strategic Plan.”, and**

**Rename Article 5.19.1.4 to now be Article 5.19.1.3 which will read, “The LICA Board shall ensure that the financial and other resources required to achieve the Strategic Plan are in place.”, and**

**Rename Article 5.19.1.5 to now be Article 5.19.1.4, and**

**Amend Article 5.19.2.4 to read, “The Strategic Plan shall be posted on the wall of the LICA Boardroom so that all Board and committee members can follow developments. LICA staff shall update the wall chart as to current progress, quarterly, at a minimum.”, and**

**Delete Article 5.19.2.5, and**

**Rename Article 5.19.2.6 to now be Article 5.19.2.5**

##### **4.2 LICA Bylaws**

**#4 Moved by Heather Harms AND RESOLVED that the Governance Committee submit the following recommendations to the Board of Directors that LICA Bylaws be amended by the following:**

**“Article 2.1.6 “Consensus decision making” means that all decisions must be acceptable to every Director present and eligible to participate in a meeting before they are recorded in the minutes.”, and**

**“Article 2.1.10 “Member” means participants in “Lakeland Industry and Community Association””, and**

**“Article 2.1.11 “Stakeholder” means a sector and/or organization with interest in the activities of LICA”, and**

**“Article 3.1 The area served by the Association is in Alberta as defined by Appendix A”, and**

**“Article 4.1 A Board of 19 Directors shall govern the property, business, and functioning of the Association. Quorum shall consist of 50 % plus 1 of filled directors seats.”, and**

**“Article 4.2.1 Community representatives 7, of which 5 are elected at the Annual General Meeting (AGM) for a two-year term; 3 in odd numbered years and 2 in even-numbered years, and 2 appointed representatives, 1 First Nations and 1 Métis.”, and**

**Delete Article 4.2.2, and**

**Rename Article 4.2.3 to now be Article 4.2.2 which will now read, “Industry representatives – 3, appointed by industry members at or near the AGM for a one year term.’, and**

**Rename Article 4.2.4 to now be Article 4.2.3 which will now read, “Government representatives – 8, appointed by their respective government or department for a two-year term at or near the AGM; 1 from Alberta Energy Regulator (AER), 2 from Alberta Environment and Parks (AEP), 1 from Alberta Health, 4 from municipal government.”, and**

**Rename Article 4.2.5 to now be Article 4.2.4, and**

**“Article 4.3 Any elected Director’s vacancy occurring during the year shall be filled by means of a special meeting as deemed necessary by the Board. Replacement of appointed seats is the responsibility of the appointing body.”, and**

**Delete Article 4.3.1, and**

**Delete Article 4.3.2, and**

**“Article 10.2 Regular Board meetings shall be as scheduled by the Board, at least once per year in addition to the Annual General Meeting. Written notice of regular meetings shall be sent (by mail, email or fax) to all Directors at least 5 working days in advance. Quorum for regular Board Meetings shall be 50% plus one of filled seats.”, and**

**“Article 10.3 The Board, upon at least 8 days’ written, emailed, faxed, or verbal notice to all Directors, may call special Board meetings. Quorum for special Board meetings shall be 50% plus one of filled seats.”, and**

**“Article 10.4 Special General Meetings may be called by the Board or upon written request of at least 25 members. Such a request shall contain the reason for the meeting and notice of intended motions. At least 21 days’ written notice of such a meeting shall be sent by local newspaper, mail, fax, or email to all members. Quorum for a Special General Meeting is 25 members in good standing plus 10 Board Directors.”, and**

**Article 11.2 strike the words ‘or members”, and**

**“Article 11.5 Decisions may be made in person, or by facsimile, telephone, or email under circumstances where a decision is required and the Board or committee is unable to meet.”, and**

**“Article 14.2 The Board may choose to pay a stipend and cover expenses for members as deemed appropriate. Additionally, the Board and/or committees may designate individual members to attend conferences, outside meetings, etc., who shall be eligible to receive reimbursement of approved expenses and/or a stipend.”**

#### **4.3 Frequency of Governance Committee Financial Updates**

The Committee felt it would be beneficial to receive Governance Committee financial updates at each meeting so that funds spent can be tracked.

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

The Committee briefly reviewed the LICA Business Case and felt that the document should be updated. They will revise the document at a future meeting.

Ariane Crook informed the Committee that LICA currently does not have an Occupational Health and Safety policy and that she would investigate as to whether or not it was necessary to create one.

The Committee also considered possible changes to the LICA membership form that would connect the member's signature to agreement to abide by LICA's Vision, Mission and Values.

### **6. PRESENTATIONS**

No report.

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

No report.

### **8. FEEDBACK ON MEETING**

### **9. NEXT MEETING DATE(S)**

To be determined.

### **10. ADJOURNMENT**

The meeting adjourned at 12:00 p.m.