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Governance Committee
Meeting Minutes
Monday, June 5, 2017 – 1:00 p.m.
LICA Board Room

PRESENT:

Committee Members & Resource Persons	Wayne Bamber (Chairperson) Delano Tolley (Vice Chair) Heather Harms John Ilchuk Wilf Tomchek Andrea Woods (Excused at 3:20 p.m.)
Observers and Guests:	
Staff and Contractors:	Arianne Crook, LICA Executive Director Carrie Cardamone, LICA Executive Assistant
Regrets:	Michael Bisaga, Manager Environmental Monitoring Programs Colin Hanusz, BRWA Program Manager Colin Woods

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1. CALL TO ORDER

Chairperson Wayne Bamber called the meeting to order at 1:10 p.m.

1.1 Roll Call/Committee Member List

2. APPROVAL OF AGENDA

#1 Moved by John Ilchuk AND RESOLVED that the June 5, 2017 Agenda be amended to combine:

4.1 Recommendation from the Board of Directors – Definitions to the seats of the Board of Directors, into

5.2 Board Structure and Composition

and, that the June 5, 2017 Agenda be approved, as amended.

3. APPROVAL OF MINUTES

#2 Moved by Wilf Tomchek AND RESOLVED that the May 17, 2017 Minutes be approved, as presented.

4. ITEMS FOR DECISION

4.1 Recommendation from the Board of Directors – Definitions to the seats on the Board of Directors

The Governance Committee agreed that the definitions for the seats to the Board of Directors would be added to Policy 5.2 – Board Structure and Composition.

4.2 Policy 5.1 – Policy Making

#3 Moved by Delano Tolley AND RESOLVED that the Governance Committee submit the following recommendations to the Board of Directors that all Policies be renumbered to begin with Policy 1.0 and continue in numerical sequence, and that Policy 5.1 – Policy Making be amended to read:

"INTENT:

Under the *Societies Act,* the Board is responsible for the establishment, management and the development of Policies.

DIRECTIVES:

Article 5.1.1.1 The Board may choose to develop policy based on input from Board members, committees, LICA employees, contractors and members, government, industry, or the general public.

Article 5.1.1.2 Policies may not contravene applicable legislation, regulations, agreements, LICA Bylaws, or existing policies.

Article 5.1.1.3 Polices shall be congruent with the Vision, Mission, and Values of the Lakeland Industry and Community Association.

Delete Article 5.1.1.4

Amend Article 5.1.1.5 to now be Article 5.1.1.4 Policies shall be written in plain language

Amend Article 5.1.1.6 to now be Article 5.1.1.5 Policies shall be made available to the general public.

IMPLEMENTATION:

Article 5.1.2.1 All policies shall include:

- **a statement of intent**
- **directives**
- **implementation**
- **page numbers**

- **a "Lakeland Industry and Community Association... Board Manual" header**
- **a [board manual section]: policy #@ footer**
- **all approval and review dates**

Article 5.1.2.2 Policies shall be reviewed every three years at a minimum. The Governance committee shall be responsible to either:

- **advise the Board that evaluation and review indicate that no change is presently needed, or**
- **recommend changes for the Board's approval.**

Delete Article 5.1.2.3

Amend Article 5.1.2.4 to now be Article 5.1.2.3 Policies and policy changes must be approved by the Board at a Board meeting, and recorded in the minutes.

Amend Article 5.1.2.5 to now be Article 5.1.2.4 After a policy or policy change is approved, Board manual controlled copies shall be updated. All previous versions of the updated policies shall be removed.

Amend Article 5.1.2.6 to now be Article 5.1.2.5 All Board Directors shall have copies of the Board Manual, and are responsible for keeping them current.

Amend Article 5.1.2.7 to now be Article 5.1.2.6 A dated master file of all LICA policies and a current Board Manual shall be kept at the LICA office.

Delete Article 5.1.2.8

4.3 <u>Policy 5.2 – Board Structure and Composition</u>

#4 Moved by Heather Harms AND RESOLVED that the Governance Committee submit the following recommendations to the Board of Directors that Policy 5.2 – Board Structure and Composition be amended by the following:

Policy 5.2 – BOARD COMPOSITION

"INTENT:

The Board of Directors composition shall follow Article 4 of LICA Bylaws. The Board is composed of Directors who are elected by the membership or appointed based on their interest and ability to participate in the Association.

DIRECTIVES:

Article 5.2.1.1 The Board shall consist of 19 Directors as per LICA Bylaws and as defined in Appendix A of this Policy.

Delete Article 5.2.1.2

Amend Article 5.2.1.3 to now be Article 5.2.1.2The board of Directors represents the Association Membership.

Delete Article 5.2.1.4

Delete Article 5.2.1.5

Delete Article 5.2.1.6

IMPLEMENTATION:

Article 5.2.2.1 Elected Directors shall be elected to the Board by the membership at the Annual General Meeting as outlined in Policy 5.18 – Voting and Elections

Article 5.2.2.2 Appointed Directors shall be appointed from their respective sectors.

Amend Article 5.2.2.2 to now be Article 5.2.2.3 The Board shall elect from among its Directors, at an organizational meeting to be held within 14 days of each Annual General Meeting, a Chair, Vice-Chair, and Secretary-Treasurer.

Addition of Appendix A

Lakeland Industry and Community Association
POLICY 5.2 – BOARD COMPOSITION

APPENDIX A

BOARD OF DIRECTORS

COMMUNITY:

Community Director: Elected from the general LICA membership

Forestry/Trapping Director: Elected from the general LICA membership; holds an active trapping license, is a Registered Professional Forester, or is actively involved in a forestry operation

Agriculture Director: Elected from the general LICA membership; is a Registered Professional Agrologist, or Registered Technical Agrologist, or is actively involved in an agricultural operation of any size

Non- Government Organization: Elected from the general LICA membership, actively involved, and endorsed by an environmental Non-Government Organization within the LICA geographical boundaries

First Nations Director: Appointed by a Band Council, within the LICA geographical boundaries

Metis Director: Appointed by the Metis Nation of Alberta Zone 2 or Settlement Council

INDUSTRY:

Oil & Gas Director: Appointed by the LICA Industry Funding Partners

Agriculture/Forestry Director: Appointed by GOA Department of Agriculture & Forestry

GOVERNMENT:

Alberta Health Director: Appointed by GOA Department of Health

Regulator Director:

AEP – Appointed by GOA Department(s) of Environmental Monitoring and Science Division or Community Engagement Branch

AER – Appointed by the Bonnyville Alberta Energy Regulator Field center

Municipal Government Director: Appointed from the regional governments within the LICA region

4.4 Policy 5.3 – Responsibilities of the Board of Directors

The Governance Committee decided to table Policy 5.3 – Responsibilities of the Board of Directors until the next meeting.

4.5 Policy 5.4 – Bylaws

The Governance Committee decided to table Policy 5.4 – Bylaws until the next meeting.

4.6 Policy 5.5 – Decision Making Process

The Governance Committee decided to table Policy 5.5 – Decision Making Process until the next meeting.

4.7 Policy 5.6 – Board and Committee Meetings

The Governance Committee decided to table Policy 5.6 – Board and Committee Meetings until the next meeting.

4.8 Policy 5.7 – Board Member Job Description

The Governance Committee decided to table Policy 5.7 – Board Member Job Description until the next meeting.

5. ITEMS FOR DISCUSSION ON UPCOMING DECISIONS

6. PRESENTATIONS

No report.

7. FOR INFORMATION ONLY (FIO)

7.1 .Finances to May 24, 2017

The Committee did not review the finances.

8. FEEDBACK ON MEETING

9. NEXT MEETING DATE(S)

June 12, 2017

10. ADJOURNMENT

The meeting adjourned at 4:20 p.m.