



Box 8237
5107W-50 Street
Bonnyville, AB T9N 2J5
Phone: (780) 812-2182
Fax: (780) 812-2186
Toll Free: 1-877-737-2182
E-Mail: lica2@lica.ca
Website: <http://www.lica.ca>

Governance Committee
Meeting Minutes
Tuesday, November 1, 2016 – 1:00 p.m.
LICA Board Room

PRESENT:

Committee Members
& Resource Persons:

Wayne Bamber (Chairperson)
Heather Harms (Attended at 1:30 p.m.)
John Ilchuk
Delano Tolley (Vice-Chair)
Wilf Tomchek
Andrea Woods
Colin Woods (Excused at 2:30 p.m.)

Observers and Guests:

Staff and Contractors:

Eveline Hartog, LICA Administrative Assistant

Regrets:

Michael Bisaga, Manager Environmental Monitoring Programs
Carrie Cardamone, LICA Executive Assistant
Colin Hanusz, BRWA Program Manager

1. CALL TO ORDER

Andrea called the meeting to order at 1:00 p.m.

1.1 Roll Call/Committee Member List

2. ELECTION OF CHAIR AND VICE - CHAIR

CHAIRPERSON

Andrea Woods, opened the floor for nominations for the position of Chairperson for a one (1) year term.

John Ilchuk nominated Wayne Bamber, Seconded by Colin Woods.

1 Moved by Delano Tolley AND RESOLVED that nominations cease.

Andrea Woods declared Wayne Bamber elected by acclamation to the position of Governance Committee Chairperson for a one year term.

VICE-CHAIR

John Ilchuk, opened the floor for nominations for the position of Vice-Chair for a one (1) year term.

John Ilchuk nominated Delano Tolley, Seconded by Wilf Tomchek.

2 Moved by Wilf Tomchek AND RESOLVED that nominations cease.

Andrea Woods declared Delano Tolley elected by acclamation to the position of Vice-Chair for a one year term.

Wayne Bamber assumed the Chair at 1:05 p.m.

3. APPROVAL OF AGENDA

#3 Moved by Delano Tolley AND RESOLVED that the November 1, 2016 Agenda be approved as presented.

4. APPROVAL OF MINUTES

#4 Moved by Colin Woods AND RESOLVED that the October 22, 2015 Minutes be approved as presented.

5. ITEMS FOR DECISION

5.1 Policy 6.3 – Cheque Signing Authority

#5 Moved by John Ilchuk AND RESOLVED that the Governance Committee forward the following recommendation to the Board of Directors that Policy 6.3 – LICA Signing Authority be amended by the following:

“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

“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

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.”

5.2 Policy 6.6 – Records Retention

#6 Moved by Wilf Tomchek AND RESOLVED that the Governance Committee forward the following recommendation to the Board of Directors that Policy 6.6 Records Retention be amended by the following:

“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.”, and

“That we inquire what our legal obligations are around time lines regarding record retention.”

It was felt by the Committee that the Executive Manger would organize a system of record retention and disposal.

5.3 Policy 6.12 – Rewards and Acknowledgements

#7 Moved by Wilf Tomchek AND RESOLVED that the Governance Committee forward the following recommendation to the Board of Directors that Policy 6.12 – Rewards and Acknowledgement be amended by the following:

“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.”

5.4 Bylaws

#8 Moved by Heather Harms AND RESOLVED that the Governance Committee forward the following recommendations to the Board of Directors that Bylaws be amended by the following:

“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 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.

- Such contracts as are necessary for the normal conduct of Association business. These may include such things as photocopier or other equipment leases, employment or service contracts, or a rental lease for the LICA office, and shall require prior approval of the Board.”

Further Recommendations to the Board

#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 unless otherwise requested.

#10 Moved by John Ilchuk AND RESOLVED that the Governance Committee forward the following recommendation to the Board of Directors that use of the heading Guidelines be replaced with the heading Directives across the Board manual.

6. ITEMS FOR DISCUSSION ON UPCOMING DECISIONS

It was decided by the Committee to table the remaining agenda items until consultation with Carrie Cardamone to see if the attached policies required further discussion.

6.1 Policy 7.8 – Staff Vacation

6.2 Policy 5.10 – Committee Reporting Process

6.3 Policy 5.19 – Ensuring LICA Sustainability

6.4 Policy 8.1 – Communication Strategy

6.5 Policy 5.20 – Review of Absences of Director

6.6 Review All Policies to Update Outdated Acronyms for Organizations

7. PRESENTATIONS

No report.

8. FOR INFORMATION ONLY (FIO)

8.1 Finances to October 25, 2016

The Committee felt that they would ask the Board for more funds since they are going to review more policies, and the Committee will address this at the next Governance meeting.

9. FEEDBACK ON MEETING

10. NEXT MEETING DATE

To be determined.

11. ADJOURNMENT

The meeting adjourned at 3:50 p.m.