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Governance Committee
Meeting Minutes
Monday, November 28, 2016 – 9:00 a.m.
LICA Board Room

PRESENT:

Committee Members & Resource Persons:	Wayne Bamber (Chairperson) Heather Harms John Ilchuk Delano Tolley (Vice-Chair)
Observers and Guests:	
Staff and Contractors:	Eveline Hartog, LICA Administrative Assistant
Regrets:	Michael Bisaga, Manager Environmental Monitoring Programs Colin Hanusz, BRWA Program Manager Wilf Tomchek Andrea Woods Colin Woods

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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 Heather Harms AND RESOLVED that the November 28, 2016 Agenda be amended to include:

4.1 Governance Committee (GC) Terms of Reference

And that all subsequent agenda items be renumbered accordingly

and, that the November 28, 2016 Agenda be approved, as amended.

3. APPROVAL OF MINUTES

#2 Moved by Delano Tolley AND RESOLVED that the November 16, 2016 Minutes be approved as presented.

4. ITEMS FOR DECISION

4.1 Governance Committee (GC) Terms of Reference

#3 Moved by John Ilchuk AND RESOLVED that the Governance Committee submit the amended Terms of Reference to the LICA Board for approval.

4.2 Lakeland Industry and Community Association BYLAWS

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

> **"Article 1.1 The name of the society is Lakeland Industry and Community Association (LICA)", and**
>
> **"Article 2.1.2 "Executive Director" means the Chief Executive Officer employed by the Association", and**
>
> **"Article 3.3 Industry members shall pay a non-refundable annual membership fee based on the LICA membership formula as determined by the Board. Industry members shall pay the agreed portion of costs associated with LICA's operations, monitoring, projects, and studies according to a funding formula annually agreed upon among LICA's industry members.", and**
>
> **"Article 4.2.4 Government representatives – 2, appointed by their respective government or department for a two-year term at or near the AGM; 1 from Alberta Energy Regulator (AER) and 1 from another government or department.", and**

"Article 4.4 Any Director may resign from the Board by delivery of a written notice to do so to the Chair of the Association. A resigning Director shall remain in office until the dissolution or adjournment of the meeting at which his/her resignation is accepted.", and

"Article 6.1 The Board shall govern the affairs of the Association, may legally enter into contracts on behalf of the Association, and may hire an Executive Director.", and

Article 6.3 and Article 7.1 strike "from time to time", and

"Article 8.1 The Chair shall preside at all meetings of the Board. In his/her absence, the Vice-Chair, or the Secretary-Treasurer shall preside.", and

"Article 9. Officers", and

"Article 9.1 The Secretary-Treasurer shall be responsible for overseeing the financial affairs of the Association.", and

Add "Article 9.2 The Officers shall oversee the Executive Director's management of the Association.", and

Article 10.5 "Executive Manager" to read "Executive Director", and

Article 11.5 "1" is to read "one", and

"Article 12.2 The books, accounts and records of the Association shall be audited by a duly qualified accountant at least once each year. The auditor shall submit a complete and proper statement of the standing of the books for the previous year for presentation at the Annual General Meeting.", and

"Article 12.6 The Board may acquire, accept, solicit or receive funding for the purpose of furthering the objectives of the Association within Board policy."

4.3 <u>Policy 7.2 – Staff Annual Performance Evaluation</u>

#5 Moved by Delano Tolley AND RESOLVED that the Governance Committee forward the following recommendations to the Board of Directors that Policy 7.2 – Staff Annual Performance Evaluation be amended by the following:

"Article 7.2.1 DIRECTIVES:", and

"Article 7.2.1.3 The evaluation tool will allow the Executive Director to identify job-related objectives and training required for the coming year."

4.4 Policy 7.3 – Staff Salary

#6 Moved by John Ilchuk AND RESOLVED that the Governance Committee forward the following recommendations to the Board of Directors that Policy 7.3 – Staff Salary be amended by the following:

> **"Article 7.3 INTENT**
> **LICA's employees and/or contractors are to be paid by set schedule.", and**
>
> **"Article 7.3.1 DIRECTIVES:", and**
>
> **"Article 7.3.1.1 LICA staff members shall be paid monthly and may, upon request, be paid bi-monthly. Contractors will be paid in accordance to contract agreements."**

4.5 Policy 7.4 – Staff Hours of Work

#7 Moved by Heather Harms AND RESOLVED that the Governance Committee forward the following recommendations to the Board of Directors that Policy 7.4 – Staff Hours of Work be amended by the following:

> **"Article 7.4.1 DIRECTIVES:", and**
>
> **Article 7.4.1.1 strike "from time to time", and**
>
> **"Article 7.4.2.1 The office shall be open Monday to Thursday.", and**
>
> **Strike Article 7.4.2.2**
>
> **Rename Article 7.4.2.3 to now be Article 7.4.2.2**
>
> **Strike Article 7.4.2.4**
>
> **Rename Article 7.4.2.5 to now be Article 7.4.2.3**
>
> **Rename Article 7.4.2.6 to now be Article 7.4.2.4**
>
> **Rename Article 7.4.2.7 to now be Article 7.4.2.5**
>
> **Rename Article 7.4.2.8 to now be Article 7.4.2.6**

4.6 Policy 7.5 - Staff Probationary Period

#8 Moved by Delano Tolley AND RESOLVED that the Governance Committee forward the following recommendations to the Board of Directors that Policy 7.5 Staff Probationary Period be amended by the following;

> **"Article 7.5.1 DIRECTIVES:"**

4.7 Policy 7.6 - Overtime Hours

#9 Moved by John Ilchuk AND RESOLVED that the Governance Committee forward the following recommendations to the Board of Directors that Policy 7.6 Overtime Hours be amended by the following;

> **"Article 7.6.1 DIRECTIVES:", and**
>
> **"Article 7.6.1.1 Additional hours may be requested by the Executive Director as required.", and**
>
> **"Article 7.6.1.2 Where additional hours would extend the workday past the 12-hour maximum allowed under the Alberta Employment Standards Code, the Executive Director may request delayed or split shifts as required.", and**
>
> **"Article 7.6.2.1 Overtime in excess of 8 hours per day shall be paid at time-and-a-half or banked as time in lieu to be used as straight time. Overtime hours are to be pre-approved by the Executive Director."**

4.8 Policy 7.7 Holidays

#10 Moved by John Ilchuk AND RESOLVED that the Governance Committee forward the following recommendations to the Board of Directors that Policy 7.7 Holidays be amended by the following:

> **"INTENT**
> **LICA staff shall be paid for Statutory Holidays, as per the Alberta Employment Standards Code."**
>
> **"Article 7.7.1 DIRECTIVES:"**

4.9 Policy 7.8 – Staff Vacation

Review of Policy 7.8 – Staff Vacation was tabled by the Committee and will be addressed at a future meeting.

4.10 Policy 7.9 – Leaves of Absence and Sick Leave

Review of Policy 7.9 – Leaves of Absence and Sick Leave was tabled by the Committee and will be addressed at a future meeting.

5. ITEMS FOR DISCUSSION ON UPCOMING DECISIONS

No items presented.

6. PRESENTATIONS

No report.

7. FOR INFORMATION ONLY (FIO)

7.1 Finances to November 22, 2016

The Committee reviewed the finances to November 22, 2016.

8. FEEDBACK ON MEETING

9. NEXT MEETING DATE

December 19, 2016 – 9:00 a.m. – Governance Committee Meeting

10. ADJOURNMENT

The meeting adjourned at 12:05 p.m.