

CANADIAN WATER AND WASTEWATER ASSOCIATION
Association canadienne des eaux potables et usées

MINUTES

MEETING OF THE BOARD OF DIRECTORS
OTTAWA, ON

November 30, 2012

as approved May 30, 2013

A summary of the discussions and decisions taken during this Board meeting follows.

Call to Order, Roll Call, Appointment of a Board Meeting Monitor & Introductions

President Neil Thomas called the meeting to order at 13:00 EST. Neil completed the roll call and the record is attached as Annex 1 to these minutes. Neil Thomas agreed to serve as Session Monitor.

Item 1.0: Approval of Agenda and Addition of any New Items

Moved by Colwyn Sunderland and seconded by Roland Richard that the Agenda be adopted as presented.

Carried

Item 2.0: President's Remarks

Neil Thomas welcomed Bev Mollard and Steve May as the newest members of the board and thanked all board members for coming to Ottawa for these meetings. He looks forward to working with all board members in the coming year.

Item 3.0: Governance Committee and Board Policy Review

Robert spoke to the Board's desire to have a process for regular review of governance policies. He shared a copy of the BCWWA review policy as a template and recommended that CWWA establish a Governance Review committee. Robert is to ensure the most recent version of the Board Policies is distributed to all and posted on the website - Robert to review Rose Mercier's last report.

Mike Darbyshire, Roland Richard and Colwyn Sunderland agreed to serve on this review committee and will report to the Board at the Spring 2013 meeting.

Item 4.0: Canada Not-For-Profit Corporations Act

Robert spoke to the new legislation that has come into effect and requires us to register with a Letter of Continuance by October 2014. This will require changes to our by-laws and a reconsideration of membership categories. These will need approval at the AGM by

December 2013, so any changes need to be approved by the Board. He proposes a small committee to review requirements and make recommendations to the Board by the Spring Meeting.

Neil and Roland agreed to work with Robert on this review. Duncan Ellison will also assist.

Item 5.0: Infrastructure Task Group

Colwyn Sunderland presented the report on behalf of the task group. He thanked all those that had contributed. The report reviews the reports that already exist on this topic and actions take to date.

The task group was formed to consider what role the CWWA should or could play on this issue. Colwyn then reviewed the task group recommendations.

- CWWA to work with the FCM to support surveys of utilities to determine current status of infrastructure, need for renewal and readiness to finance such.
- CWWA to support and lead with WEF and AWWA toward a national strategy that supports asset management, full cost pricing and the investigation of funding models with attention to smaller communities

The report was well-received by the board that agreed with the priority on asset management and full-cost accounting and support these being mandatory for communities. They also support the focus on small communities. They see a need for tools and templates to support communities in asset management. The board adopted the recommendations. Colwyn will finalize the report with a few recent updates.

It was proposed that the CWWA draft a letter to all MP's supporting the FCM position and adding our points on asset management and full-cost accounting as well as support for innovation and new technologies. We also want to align the new WSER regulations with the need for grants.

CWWA can also get more involved with the FCM and the Infrastructure Report Card.

John Duong spoke to the Infrastructure/Asset management Coalition in Ontario and suggested all regions look at Ontario's grant program as a template.

Moved by Andrew MacKinnon and seconded by Nancy Kodousek that the Executive Director draft a letter supporting FCM's position on infrastructure funding noting CWWA's positions on infrastructure renewal.

Carried

Robert will draft a letter and circulate for comment prior to final distribution.

Item 6.0: One Voice Report

Robert spoke to the meeting held earlier this morning with representatives and the executive directors from each of the regional association partners. This was a follow-up to earlier discussions held in Montreal with a larger group, but this session focussed on CWWA and its regional partners.

Neil, Colwyn, Roland, Joe and John had all attended and spoke to the positive discussion held. All supported the need for a stronger national voice and agreed that CWWA should be that voice for the water/wastewater utility sector. The executive directors also agreed to work more closely together sharing information and possibly purchasing goods and services as a cooperative.

Robert will draft a terms of reference to distribute to the executive directors for eventual approval by the regional associations.

Item 7.0: Specific Ends for 2013

Neil Thomas led a review of the rolling action items and the strategic plan presented by Robert. The board discussed their priorities for 2013:

- The Canada Not-For-Profit Corporations Act – a need to complete a review of membership categories and by-laws to ensure legal compliance
- Strategic Plan – Robert to link to policy ends, set timelines and begin implementation; keeping the Board informed
- Membership Recruitment – new recruitment materials and campaign with support for board members to make contacts
- Relationships – continue to build and strengthen relationships with the FCM and with contacts in all federal departments and agencies

Item 8.0: 2013 Budget Forecast and Reserves Plan

Robert presented the 2012 year end budget projecting a surplus of \$60,000, citing the success of the Kelowna Drinking Water Conference and a number of contracts.

He then presented the 2013 budget projecting additional revenues and costs, but a projected surplus of \$90,000. He is confident that his revenue projections are realistic and his expense estimates slightly higher than expected. He is confident that, with the new staffing plan to focus on members, events and sponsors, as well as efforts to be more cost-effective, staff will achieve the targets.

Moved by Colwyn Sunderland and seconded by Roland Richard that the Board accept the proposed 2013 budget with a projected surplus of \$90,000.

Carried

Moved by Jerry Cheshuk and seconded by Andrew MacKinnon that future budgets presented to the Board break out events and discretionary funding from the main operational budget items.

Carried

Robert spoke to a rough estimate of what was required as reserves to ensure continuity of the CWWA or for dissolution. Next year's surplus should set a solid reserve for such purposes (including the value of assets such as building and equipment). Robert will give a full report at the Spring Board Meeting.

Roland requested that Robert seek clarification from the auditors with regard to the use and access to restricted reserve funds.

Item 9.0: Review of Rolling Action Items

- Governance – Mike, Roland and Colwyn agree to review policies by the Spring Meeting
- 360 Degree Review – Neil, Dan and Colwyn to finalize questions and conduct review in Jan/Feb 2013
- N-F-P Corporations Act – Neil, Roland and Robert to report at Spring Meeting

Item 10.0 Review of Window on Ottawa

The Board members were very pleased with the event's overall. The venue was very nice and the food was great.

There was one audio visual problem so we may need to set standards for presentations. There were concerns for the relevance of some speakers or topics and it was suggested we screen speakers or brief them in advance to ensure more relevance.

The board would like to see more senior speakers from departments as presenters or at least be present. Infrastructure Funding is a topic of great interest and a session on P3's and other financing models would be interesting.

Very positive comments were made on both the Climate Change and the Security Workshops.

Item 11.0 2013 Spring Meeting of the Board

The board agreed to meet in Charlottetown, PEI, in the last week of May or the first week of June.

Item 12.0 New Business

Robert spoke to the need for a cellphone as executive director. The Board agreed this was a legitimate requirement and this was an operational decision for him to make.

Robert spoke to the past process of providing staff bonuses. He felt the staff had certainly earned them through this transition year changing executive directors and still finishing with a solid surplus. The Board stated it was Robert's decision, but we need to develop a system based on some criteria.

Item 13.0 Session Monitoring Report

Neil Thomas spoke to his Session Monitoring Report – attached as an Annex 3.

Item 14.0 Motion to Adjourn

Moved by Bev Mollard and seconded by Steve May that the meeting be adjourned. (15:30)

Carried

Annex 1 – Attendance at the Board Meeting

From	Name	Yes / No
BC	Dwayne Kalynchuk	N
YT	Brian Crist	N
AB	Mike Darbyshire	Y
NT	Dennis Kefalas	N
SK	Jerry Cheshuk	Y
MB	Diane Sacher	Y
NU	Vacant	
ON	Bev Mollard	Y
ON	Nancy Kodousek	Y
QC	Richard Fontaine	N
QC	<i>vacant</i>	
NB	Neil Thomas	Y
PE	Jeremy Crosby	Y
NS	Andrew MacKinnon	Y
NL	Steve May	Y
Director-at-Large	Rosanna DiLabio	N
BCWWA	Colwyn Sunderland	Y
WCW	Dan Limacher	N
OWWA	Joe Salter	Y
WEAO	John Duong	Y
RÉSEAU	Daniel Lessard	N
ACWWA	Roland Richard	Y
CWWA	Robert Haller	Y
Totals		14

ANNEX 2 – Rolling Action Item List

Board Meeting	Action Item	Assigned to	Status
Nov 2012	360 Degree Review of Executive Director Dan, Neil and Colwyn to refine questions and conduct review	Neil, Dan and Colwyn	To conduct review in Jan/Feb 2013
Nov 2012	Governance Policy Review Process Adopt BCWWA Process Ensure we have most recent version to Board members and on website Mike, Colwyn and Roland to conduct review prior to spring meeting	Board Governance Subcommittee	Adopt BCWWA Process Review annually for Spring 2013 Meeting
Nov 2012	Brown Dog Report on Membership Engagement. Robert to distribute report to board	Robert	Distribute
Nov 2012	NFP Corps Act review All members categories to be reviewed Neil, Roland, Robert & Duncan work group	Robert with Neil, Roland and Duncan	To report at Spring 2013 Board Meeting
Nov 2012	WEF Agreement Robert to draft renewal with WEF	Robert	Report to Spring 2013 Meeting
Nov 2012	AWWA Work Plan Robert to finalize for signatures	Robert	At ACE 2013
Nov 2012	Strategic Plan Robert to link to policy ends and set a timeline	Robert & staff	Share at Spring 2013 Meeting
Nov 2012	Develop a member “exit interview” template to determine why a member leaves.	Robert & staff	Spring 2013
Nov 2012	Membership Recruitment Staff to develop new program and to work with Board members – providing contacts, materials and scripts to support them	Robert & staff	Report to Spring 2013 Meeting
Nov 2012	Reserve Policies Robert to report on appropriate levels To get opinion on use of restricted reserves	Robert	Report to Spring 2013 Meeting
Nov 2012	Budget Presentation Robert to present budget with regular Operating separated from Events and special projects	Robert & staff	For Spring 2013 Meeting
May 2012	Board established Task Group to report to the Board on issue of Operator Certification	Brian Crist & Mike Darbyshire	Ongoing
Nov 2012	Task Group on Infrastructure Funding Board adopted recommendations Robert to draft letter to go to all MP’s supporting FCM and outlining CWWA positions	Robert	January 2013