

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

DRAFT MINUTES

MEETING OF THE BOARD OF DIRECTORS
TELECONFERENCE

October 30, 2013

as approved November 27, 2013

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

Item 1.0: Roll Call

President, Neil Thomas, called the meeting to order at 12:04 Eastern Time. He completed the roll call and the record is attached as Annex 1 to these minutes. Quorum was met.

Item 2.0: Minutes of September 27, 2013

Neil proposed an amendment to section 3.0 noting that when Robert signs his own cheque, he is to scan it and send it to Dwayne “for review and confirmation”.

Moved by Roland Richard and seconded by Diana Qing Tao that the minutes of the meeting of September 27, 2013 be accepted as amended.

Carried

Item 3.0: Proposed By-laws

Robert presented his report “CWWA and the Canada Not-for-profit Corporations Act – By-law Review”. He spoke to the need to amend our by-laws in accordance with the new Act and submit Letters of Continuance by October, 2014. This will require approval of the new by-laws by the membership at the AGM this November. Proper notice of the meeting and the by-laws has been sent to the membership.

Robert spoke to the actions taken so far that include a review of the Act and the old by-laws with the Board at the Spring Board Meeting. Robert then rewrote the by-laws following the template from the federal government adding all items as discussed by the Board. This draft has also been reviewed by a solicitor specializing in this Act.

The Board reviewed the classes of membership to be ‘corporate’ members under the three classes: Utility Members, Regional Association Members, Associate Members. There will no longer be ‘individual’ members, rather they will be referred to as subscriptions. Honorary Members are cited as a recognition title, but are not true ‘members’ under the by-laws. Roland suggested the need to clarify the concept of Honorary members and set guidelines.

The Board discussed concerns around the by-law stating that Directors need not be members. This was difficult for some of the Board members. It was noted that this is the default in the Act and is encouraged as it mirrors conditions for the Canada Corporations Act and gives the Association greater flexibility. It was agreed that this was unlikely to be a great concern and the Board approved the wording as presented.

Robert spoke to quorum requirements. While the old by-laws require 6 Utility members for a meeting of the Members, the new proposal calls for 10 to make quorum, 6 of which must be Utility Members.

Quorum for Board Meetings was not changed and calls for 7 Directors to make quorum, of which 3 must represent 3 of the 6 Regions. Robert has interpreted this to mean that 3 must be Directors from among the 6 Regional ‘Associations’. Roland did not interpret Region to mean Regional Association but a director from that region, so it could be a provincial rep. The Board discussed the role of directors to represent all members and not their region and, thus, did not feel we needed to make this distinction.

Moved by Colwyn Sunderland and seconded by Roland Richard that the proposed by-laws be amended to set the quorum for Board Meetings to be any seven (7) Directors.

Carried

Upon Dissolution of the Association, the assets are to be liquidated, all debts paid and any remainder distributed equally amongst the 6 Regional Associations. It was noted that this may be a concern from some of the larger utility members that have contributed for many years. Robert felt this was the simplest solution that did not require complicated calculations nor consideration of numbers of years as member etc. The solicitor has endorsed this solution.

Moved by Diana Qing Tao and seconded by Colwyn Sunderland that the proposed by-laws be approved as amended.

Carried

Item 4.0 Schedule of Board Meetings at the Window on Ottawa

Robert had distributed a schedule for the week in Ottawa to all members. The Old Board Meeting is Wednesday evening November 27th and the New Board Meeting starts at 1:00 on Friday the 29th and should wrap up by 3:00. Robert will be inviting the new board members to the Old Board meeting.

Robert was asked to ensure that the Director’s Reporting form be distributed to all. Robert will confirm that Directors will not be required to report at the Window session Friday morning.

Item 5.0: Update on the Finance and HR Review

Robert informed the Board that the new financial software has been installed. All records are being re-entered back to January 1, 2013. This is taking longer than expected, but full financial information and a revised budget will be prepared and distributed to the Board one week in advance of the Board meeting. Neil reinforced the importance of getting materials at least a week in advance to allow Directors time to read and prepare.

The new job descriptions have been given to each staff person and Robert will be conducting one-on-one sessions with each staff person followed by a team meeting to review the new roles of each. Neil asked that a report be provided to the Board at the Old Board meeting.

Item 6.0: Calgary Event

Robert spoke to the success of the conference as far as presentations, topics, trade show and entertainment. Delegates all complimented the event including praise from our partners CNWEN and AWE. The only concern was the low delegate turnout of barely 100. Sponsorship and exhibitor revenues will allow us to break even. All efforts were made to reduce costs including releasing rooms, reducing staff, use of volunteers and reduction of printing and gifts.

Bev Mollard attended the event and was pleased with the speakers and sessions and had similar positive comments from her colleagues. There was concern with this being so close to WEFTEC. Robert spoke to discussions underway to consolidate our events by 2015.

Item 7.0 Utility Excellence Awards

Robert stated that a call for nominations went out for the awards in three categories. We received three nominations, one in each category. Robert and Kara felt they were good projects worthy of awards, but wanted Board input prior to proceeding. An ad hoc committee was struck of Roland Richard, Mike Darbyshire and John Duong to review and approve the nominees.

Item 7.0 Outstanding Issues

- a. Governance Policy for Policy & Positions Statements - Robert received a template from BCWWA that he hopes to review with the subcommittee prior to discussion by the Old Board.
- b. Revised Governance Policy Review process – Robert did not feel he could address this prior to the November meeting
- c. Revised Executive Director Monitoring process – Robert did not feel he could address this prior to the November meeting.

Item 7.0 Motion to Adjourn

The meeting adjourned at 1:30 pm.

Annex 1 – Attendance at the Board Meeting

From	Name	Attending
		Yes / No
BC	Dwayne Kalynchuk	N
YT	Brian Crist	N
AB	Mike Darbyshire	Y
NT	Dennis Kefalas	N
SK	Jerry Cheshuk	N
MB	Diane Sacher	N
NU	Vacant	-
ON	Bev Mollard	Y
ON	Nancy Kodousek	N
QC	Richard Fontaine	Y
QC	Vacant	-
NB	Neil Thomas	Y
PE	Jeremy Crosby	Y
NS	Andrew MacKinnon	N
NL	Steve May	N
Director- at-Large		-
BCWWA	Colwyn Sunderland	Y
WCW	Dan Limacher	N
OWWA	Joe Salter	N
WEAO	John Duong	Y
RÉSEAU	Diana Qing Tao	Y
ACWWA	Roland Richard	Y
CWWA	Robert Haller	Y
Totals		9