

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

MINUTES

MEETING OF THE BOARD OF DIRECTORS
OTTAWA, ON

November 27, 2013

as approved May 30, 2014

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

Roll Call & Introductions

President, Neil Thomas, called the meeting to order at 6:45 pm Eastern Time. He provided regrets from Past President Dan Limacher and from board members Dennis Kefalas, Brian Crist, Diane Sacher, Richard Fontaine and Steve May.

Neil completed the roll call and the record is attached as Annex 1 to these minutes.

Neil welcomed Edith Phillips and David Albisser as guests as they will be joining the board as of the AGM.

Appointment of a Board Meeting Monitor

Dwayne Kalynchuk agreed to serve as Session Monitor.

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

Nancy Kodousek asked that the Canadian Water Network be added as New Business.

Moved by Nancy Kodousek and seconded by Joe Salter that the Agenda be adopted as amended.

Carried

Item 2.0: Approval of Meeting Minutes - Board Meeting of May 30/31, 2013

Moved by Roland Richard and seconded by John Duong that the Minutes of the meeting of May 30/31, 2013 be accepted as presented.

Carried

Item 3.0: Approval of Meeting Minutes - Board Meeting of October 30, 2013

Moved by Roland Richard and seconded by Colwyn Sunderland that the Minutes of the meeting of October 30, 2013 be accepted as presented.

Carried

Item 4.0: Review of Rolling Action Items

Robert reviewed the action items list. There were no comments.

Item 5.0: Finance and Human Resources Review and Recommendations

Robert presented his report (Item 5) and spoke to the need for an upgrade to their financial software and a review of HR policies and job descriptions. The OTUS Group was contracted to conduct the review and further contracted to proceed with implementing the new SAGE50 software for accounting. This accounting transition is still underway and Robert is finalizing job descriptions and duties for all staff.

The Board reviewed the recommendations from the OTUS Group. Dwayne Kalynchuk spoke as Treasurer and his role in the review. He was very pleased with the work and recommendations from the OTUS Group and supported the work done so far. Neil and Roland also expressed support for the work OTUS had conducted and the thoroughness of their report. Other board members expressed their support for this important review process. The Board appreciated the new software but did not feel that all the details would need to be reported to the Board in the future.

One of the immediate recommendations was for the Board to establish a Finance Committee and OTUS had provided some terms of reference. There was concern for how this fits with the Governance Policies, Board Monitoring and Executive Limitations. The Board supported the concept for the committee but asked that the terms of reference be rewritten to align with the Governance Policy model. Members of the committee would be the Secretary/Treasurer, First Vice President and the Executive Director and their first task will be to rewrite their terms of reference, then recommend an investment policy.

Motion:

Moved by Joe Slater and seconded by Colwyn Sunderland that the Board establish a Finance Committee to consist of the Secretary/Treasurer, First Vice President and the Executive Director and they are directed to draft a terms of reference for Board approval.

Item 6.0: Year-to-date Finances

Robert presented the revised balance sheets (Item 6) as prepared by the OTUS Group using the new SAGE 50 software. He also presented a surplus/deficit summary of the budget. The projection for year-end is a \$65,000 deficit. While we had projected for a surplus, this deficit was in line with the pattern for the last several years. A comparison of the last seven years was also presented.

While spending had been in line with the projected budget, the revenues were lower. The Calgary Efficiency Conference did not attract the number of delegates we had hoped and ended in a small loss rather than a revenue generator.

It was identified that several memberships had not been paid, while marked as received in the earlier accounting system. Staff were trying to collect on these accounts receivable still.

The Board had a brief discussion on conferences and the need to review our strategy around conferences. They discussed the use of conference surveys to gain information and how to best market our events and services.

Item 7.0 Membership Report

Robert presented the Membership Report (Item 7) identifying the new members and those we lost in 2013. The Board offered its support in recruitment efforts to be coordinated by the staff.

Item 8.0: 2014 Budget

Robert presented the 2014 Budget (Item 8) for review, but the item will be forwarded to the New Board meeting for approval.

Item 9.0: Executive Director Monitoring Report

Robert spoke to his monitoring report (Item 9). He reviewed his activities for the past year as measured against board goals and the executive limitations.

Colwyn suggested a review of the board monitoring process that would provide a better breakdown of the goals and expectations and would set a better schedule for review of items in greater detail.

Moved by Joe Salter and seconded by Dwayne Kalynchuk that the Board accept the Executive Monitoring Report.

Carried

Item 10.0: Director Reports

The reports from each director were received.

The Board discussed the need for recruitment efforts. They would like to support a campaign to promote the value of membership and recruit new members.

Item 11.0: AGM Preparation and Financial Statement Review

Robert reviewed the AGM agenda and process. The By-laws have been posted to the website and will be approved at the AGM. It was noted that the Quorum for Board meetings is to be 7 directors with no conditions on which 7 directors.

Item 12.0: Officers of the Board

Robert noted that a 2nd Vice President needed to be named and called for nominations. Colwyn Sunderland was nominated and accepted. No other nominations were received.

Moved by Andrew McKinnon and seconded by Nancy Kodousek that the following slate of officers be elected by the Board:

President Roland Richard

First Vice President Mike Darbyshire

Second Vice President Colwyn Sunderland

Secretary-Treasurer Dwayne Kalynchuk

Past President Neil Thomas

Carried

Item 13.0: Governance Policy for Position Statements

Robert presented his report (Item 12) and the recommendations of the ad hoc committee.

The committee wished to clarify the use of the terms ‘Policy’ Statement versus ‘Position’ Statement. The committee agreed that the term ‘Policy’ should refer to the Association’s Governance Policies and Administrative or Corporate ‘policies’. The term ‘Position’ more accurately describes the intention of these statements to clarify the official ‘position’ of the Association on a specific issue. The committee recommends that the term ‘Position Statement’ be used for the development of statements to clarify or announce the Association’s formal opinion on a specific issue.

The Committee agreed that the primary responsibility for position statements must rest with the Board. While the initial direction for the creation of a position can come from the Board, or a Technical Committee or from staff, there should be a clear process for the drafting and review of a position and final approval should be by the Board. So it seemed more appropriate for us to set a Governance Policy for the Board than leave this issue as an Executive Limitation.

The committee recommends that the Board adopt a new GP Policy (GP-2o) using BCWWA’s *GP-13 and their Outline for Issue Analysis Papers* as a guideline, amending as required for CWWA.

The committee recommends that EL 10 for Position Statements merely restrict the executive director from:

- Developing or modifying a position statement without Board approval
- Making information available to the public or the media which is inconsistent with CWWA Board decisions or Position Statements

Staff will draft a proposed GP-2o and revised EL-10 for review by the ad hoc committee. These policies will then be brought back to the Board for formal approval.

Item 14.0: New Business

Canadian Water Network (CWN)

Nancy noted the establishment of the new Municipal Water Consortium under the CWN and their efforts to recruit members to a new association. The stated goals of this group appear to be similar to those of the CWWA and she is concerned with potential conflict. Robert stated that he shares these same concerns and has expressed this to the Executive Director at CWN. He has had a couple of conversations with CWN on clarifying the roles for each association. Robert hopes to differentiate the two as CWWA being the professional association that advocates for the municipal water sector while the CWN focuses on guiding research and research issues. There are a number of CWN Board members that are also CWWA members and Robert will be discussing these concerns with those individuals.

Security Workshop

Neil expressed praise for the quality of the presentations and discussions at the cyber-security workshop earlier today.

Item 15.0: Board Monitoring Report

Dwayne provided his analysis of the meeting. Financial materials were sent out last minute. The meeting ran well and provided appropriate direction to staff and subcommittees.

Item 16.0 Motion to Adjourn

Neil praised those board members that would be leaving the board, Joe Slater, John Duong, Dan Limacher and Brian Crist, and thanked them for their service to the CWWA.

Moved by Joe Salter and seconded by John Duong that the meeting be adjourned. (9:35pm)

Carried

Annex 1 – Attendance at the Board Meeting

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

ANNEX 2 – Rolling Action Item List

Board Meeting	Action Item	Assigned to	Status
Nov 2013	Finance Committee – Board approved establishment of Finance Committee of Sec-Tres., 1 st VP and the Exec.Dir. – Need to develop Terms of Reference	Robert & Committee	To Report to Board in Spring
Nov 2013	Executive Monitoring Review – develop new process and schedule for more detailed review of Goals and Exec.Limitations	Robert & Colwyn	Report to Board for Spring Mtg
Nov 2013	Governance Policy GP-2 and EL-10 concerning Policy Statements Adhoc Committee to develop Goal based on the BCWWA model and similar Exec.Limitation	Robert Roland, Mike, Colwyn	Robert to develop draft for Cttee approval
Nov 2013	By-laws approved at AGM – Post to the website – Submit Forms to be presented for the NFP Act	Robert	Post to website Forms in to Feds by Spring
Nov 2013	Membership Recruitment – Board support for a recruitment campaign	Staff	Provide supports and program for Board Members
Nov 2013	Canadian Water Network – continue discussions to clarify the role for each association	Robert	Meet with CWN
May 2013	Personnel Policies reviewed and changes recommended	Robert	Rewrite Policies as part of HR Review
May 2013	National Project Establish steering committee with reps from WEF and AWWA.	Robert	Develop framework for a national project