

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

MINUTES

MEETING OF THE BOARD OF DIRECTORS
WHISTLER, BC

May 30-31, 2014
as approved November 18, 2014

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

Item 1.0: Roll Call & Introductions

President, Roland Richard, called the meeting to order at 08:30 Pacific Time. He provided regrets from our Treasurer Dwayne Kalynchuk, as well as regrets from Dennis Kefalas, Diane Sacher, Richard Fontaine, Nancy Kodousek, Diana Qing Tao and David Albisser.

All members present introduced themselves. Roland completed the roll call and the record is attached as Annex 1 to these minutes.

Item 1.1: Appointment of a Board Meeting Monitor

Jeremy Crosby agreed to serve as Session Monitor.

Item 2.0: Approval of Agenda and Addition of any New Items

Moved by Ray Miller and seconded by Andrew MacKinnon that the Agenda be adopted as amended.

Carried

Item 2.1: Review of Consent Agenda

The WEF-CAC MOU and the CJSWP MOU were separated from the consent items so that they may receive formal Board approval for each.

Moved by Colwyn Sunderland and seconded by Neil Thomas that the Consent Agenda items be received.

Carried

Moved by Colwyn Sunderland and seconded by Ray Miller that the Memorandum of Understanding with the Water Environment Federation's Canadian Affairs Committee be approved.

Carried

Moved by William Fernandes and seconded by Edith Phillips that the Memorandum of Understanding with the Canadian Junior Stockholm Water Prize committee be approved.

Carried

Item 3.0: Approval of Meeting Minutes

Item 3.1: Minutes of the Board meeting of November 27, 2013

Moved by Jerry Cheshuk and seconded by Mike Darbyshire that the Minutes of the meeting of November 27, 2013 be accepted as presented.

Carried

Item 3.2: Minutes of the Board meeting of November 29, 2013

The minutes were amended to indicate Edith Phillips was also in attendance.

Moved by Edith Phillips and seconded by William Fernandes that the Minutes of the meeting of November 29, 2013 be accepted as amended.

Carried

Item 3.3: Review of Rolling Action Items

Robert reviewed the action items list. The Board is to be advised when the Letters of Continuance are submitted for the Canada Not-for-profit Corporations Act. The approved by-laws need to be posted to the website to replace the draft version.

Robert spoke to his meetings and ongoing discussions with the leadership at the Canadian Water Network to clarify each of our roles, avoid competition or duplication and avoid confusion amongst our shared membership.

Robert spoke to the work still underway to revise the Personnel Policies and move to a new benefits program that would eliminate further accumulation of sick time. Some changes are delayed due to the departure of our Office Manager and possible financial concerns. It was recommended we review and amend our policies around sick chits and medical notes.

Item 4.0: Financial Reports

Dwayne Kalynchuk could not attend the meeting so Roland and Robert presented the following reports:

Item 4.1: Draft Audited Statements 2013

The Board discussed the final balance and recommended that the Treasurer be briefed prior to the Annual General Meeting so as to speak to the deficit and its causes.

Moved by Colwyn Sunderland and seconded by Mike Darbyshire that the draft Audited Financial Statements for 2013 be approved as presented.

Carried

Item 4.2: Year-To-Date Financial Report and Revised Forecast for 2014

Robert spoke to the year-to-date finances to April 30, 2014 and the revised forecast. The contracted services are for ongoing bookkeeping and monthly CFO review by OTUS Team that are covering in the absence of the Office Manager.

The Board appreciated the new reporting format and especially liked the simplified dashboard showing the major accounts to date. It was agreed that just the dashboard will be distributed to all Board Members every month while the entire Financial report will be shared with just the Executive.

Roland spoke to serious concerns about the CWWA finances and the need to really focus on building revenues. The Board felt that the Governance Ends concerning finances were sufficient, but that a note in these minutes was sufficient to indicate their concern.

Item 4.3: Finance Committee Terms of Reference

Robert spoke to the re-writing of the terms to be in accordance with the Governance Policies. A small error in the preamble was corrected.

Moved by Colwyn Sunderland and seconded by Ray Miller that the Board adopt the Finance Committee Terms of Reference.

Carried

Item 4.4: Reserves Policy

Robert presented his report outlining the definitions of Externally Restricted Net Assets vs. Internally Restricted Net Assets and Unrestricted Net Assets (General Reserves). He also presented the current status of each:

Externally Restricted - Deferred Revenue (General)

- BCWWA (\$6240 recognized in 2013)	\$ 18,760.00
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Internally Restricted Retained Earnings

- Safety Reserve	\$ 363.00
- Water Conservation Events Reserve	\$ 16,000.00
- Succession Fund Reserve	<u>\$ 45,366.00</u>
	\$ 61,729.00

It was agreed under standard accounting and governance procedures, the ‘externally’ restricted funds can only be used for the purpose for which they were collected as per agreement with the funding provider. ‘Internally’ restricted assets are so restricted as per the discretion of the Board. Only the Board, by resolution, can declare such internal restrictions and only the Board, by resolution, may remove such restrictions. However, the Executive Director has the authority to approve the use of those internally restricted funds as long as they are used for the purpose for which they were restricted.

As for the general Reserves, it is recommended that the Association hold enough funds in reserve to deal with unexpected situations or drops in revenue. It is generally accepted that an association such as ours would be expected to hold enough in reserve to continue operations for between 6 to 12 months. It was agreed that this was a reasonable target to get to at least 6 months operational funding in reserve.

The Board spoke to concerns about the obligations for the accumulated sick leave and vacation. Again, the transition is underway to eliminate further accumulation of sick time.

Robert recommended the closure of the Safety and Water Conservation Reserves and the repurposing of the Succession Fund Reserve for all staff departure issues.

*Moved by Ray Miller and seconded by Roland Richard that the Board approve the following:
That the internally restricted Safety Reserve of \$363.00 and the internally restricted Water Conservation Events Reserve of \$16,000 be closed and the funds transferred to the General Reserve.*

That the Internally restricted Succession Fund Reserve of \$45,366 be renamed the Staffing Reserve and the use of such funds be restricted to the following:

- expenses related to the recruitment and selection of an executive director or other senior staff
- payment of accrued vacation and sick leave owing to any employee upon their departure from the CWWA

Carried

Item 5.0: Governance Policies

Item 5.1: Overview of Governance Policies (Renumbered)

Robert spoke to the desire to renumber the Governance Policy for more user-friendly access. The Board agreed.

Moved by Edith Phillips and seconded by William Fernandes that the Board approve the revised and renumbered Governance Policies as presented.

Carried

Item 5.2: Policy on Position Statements

Robert presented his report revising CWWA policies around position statements. This is based on the BCWWA model. It was agreed the term ‘Position Statement’ would be used and not ‘policy’. A process for the development of positions was discussed and approved as well as restrictions on the Executive Director to speak in accordance with approved positions.

Moved by Colwyn Sunderland and seconded by Neil Thomas that the Board approve amendments to the CWWA Governance Policies to add the following:

GP-2o Position Statements

Position Statements are the formalized, written opinions of the Association, supported by analysis and approved by the Board. The Board is proactive in developing position statements.

- 1. Only Position Statements approved by a vote of the Board shall be considered official 'positions' of the Association and communicated externally.*
- 2. The initiation of, or the proposal for, a Position Statement and Issue Analysis Paper may arise from the Board, a Technical Committee or staff.*
- 3. Position Statements must be relevant to the water and/or wastewater sector and be of a national level and/or inter-provincial interest and should address the Goals of the Association.*
- 4. Any proposal for a Position Paper must be accompanied by an Issue Analysis Paper providing a fair and balanced analysis of the issue.*
 - a. The Board assigns the responsibility for the development of an Issue Analysis Paper to the Executive Director*
 - b. The Executive Director shall work with staff and/or technical committee members in the development of Issue Analysis Papers*
 - c. Draft Issue Analysis Papers and Position Statements are reviewed by identified stakeholders for comment*
- 5. Issue Analysis Papers should use the following outline:*
 - i. State the relevance of this issue to the water and/or wastewater sector at a national or inter-provincial level*
 - ii. State the purpose of establishing a formal position*
 - iii. Provide background information to place this discussion in context*
 - iv. Cite the factors supporting an affirmative position*
 - v. Cite the factors supporting a negative position*
 - vi. Provide the options before the Board and the implications associated with each option*
 - vii. Recommend the best option*
- 6. Draft Issue Analysis Papers and Position Statements are presented to the Board for review and the Board may:*
 - i. Request amendments to either document*
 - ii. Request further analysis*
 - iii. Request further review by stakeholders*
 - iv. Reject either or both documents*
 - v. Adopt both documents*

7. *The Board, with support of staff and technical committees, shall review all Position Statements and supporting Issue Analysis Papers periodically and will modify or remove Position Statements as appropriate.*

EL-10 Position Statements and Public Information

The Executive Director shall not:

- *develop or modify a position statement without Board approval*
- *make information available to the public or the media which is inconsistent with CWWA Board decisions or Board-approved Position Statements.*

Carried

The Board discussed the need to review the current Positions listed on the CWWA website. The current title and preamble need to be corrected to meet this new process. Colwyn, William, Neil and Roland volunteered to work with staff in a review of the current positions recommending they be removed as no longer relevant or referred to a committee for updating.

Item 5.3: Policy Review Process

Robert presented some brief materials about Policy Governance in general as a brief orientation and refresher for the Board. Colwyn spoke to the three main purposes of a Board to: 1) Know their members and set Goals; 2) Evaluate the performance of the Executive Director and of the Board; 3) Review Policies and general Housekeeping.

Roland spoke to the need for a schedule for regular policy reviews. He noted there are templates for establishing such reviews and for monitoring Reports. The Governance Committee of Roland, Mike and Colwyn will attempt to set such a schedule by the Fall meeting of the Board.

Roland stated his interpretation of the Executive Limitations and felt that the Board should ‘approve’ the budget each year. The Board discussed the concept and agreed that the Board should approve the bottom line of the budget but not line by line.

Moved by Colwyn Sunderland and seconded by William Fernandes that EL 3.8 be amended to remove any year reference and simply state:

“is implemented prior to Board approval.”

Carried

Item 6.0: Executive Director

Item 6.1: Executive Director Monitoring Report

Robert presented this report as a compliance report reviewing his own activities and those of the staff and how these served the goals of the association.

There was a discussion on value to members and reaching out to more members. Robert spoke briefly to the Membership Recruitment strategy to be discussed tomorrow.

The Board asked about leveraging all our partnerships to better serve our members. Robert spoke to the cooperation with other associations on our events and cooperation with the Regional associations on a few new projects.

Moved by Roland Richard and seconded by Neil Thomas that the Executive Director's Monitoring Report be accepted.

Carried

Item 6.2: Strategic Work Plan

Robert spoke to the Strategic Work Plan that is developed with and for his staff. The Board wanted to stress the need to amend the personnel policies concerning sick leave accumulation and to learn from any lessons on the departure of the Office Manager. The relationship with the FCM was seen as very important. It was also suggested that in our branding efforts, the CWWA name and logo needs to be more prominent on all we do.

The Board appreciated the goals set in the strategic work plan but were concerned with the ability of staff to prioritize and implement all of it.

Item 6.3: Executive Director Remuneration Committee

The meeting moved to closed session and Robert was asked to leave the room while the Remuneration Committee presented their report and made their recommendations.

Robert was recalled to the room to meet with Roland and Mike and received the recommendations of the Board. These will be communicated in writing to the Executive Director to implement salary alterations.

Item 7.0: Board Members

Item 7.1: Role of Directors and Obligations under Canada Not-for-profit Corps Act

Robert presented a report outlining the major roles of the Board and identified their obligations under the new Canada Not-for-profit Corporations Act.

Item 7.2: Insurance Coverage

Robert reviewed the CWWA insurance policies covering corporate liability as well as Directors & officers insurance.

Item 7.3: Director Reports and Provincial Scans

PEI – Jeremy spoke to new wastewater regulations regarding ammonia as well as concerns with leaking pumps and sump pumps.

NB – Neil has been providing a number of interviews to newspapers on local issues. They are moving well on the implementation of the WSER. He is approaching Miramichi to join as members.

ON – Bev has people interested in discussing certification issues as staff retirements are a growing issue. They are working on Composite Correction Processes as well as Optimization Guidance.

SK – Jerry spoke to a new environmental code. He spoke to concerns with the impact of P3 projects and how that may change relationships with CWWA as members. We may need to rethink our fee structures and population formula. He also needs to be informed when members in his province quit so that he can react.

AB – Mike spoke to a recent Environment Canada investigation and charges in relation to a discharge. He expressed concerns for the consistency of enforcement across the country and the need for some guidance from the Ministry as to due diligence and what is reasonably expected of them. This may be a role for CWWA.

NS – Andrew spoke to efforts to implement the WSER as well as a new Climate Change Adaptation Plan with a 50-50 funding program.

WEAO – William spoke to I & I issues and basement floods. He spoke to the situation with WEAO having similar concerns about shrinking memberships and revenues.

OWWA – Ray has been working with the MOE on regulations. He shared that the OWWA faces similar challenges with revenues. He noted the work of the CIPH in developing a market-size info database as a service to its members and this could be an idea for CWWA.

WCW – Edith spoke to concerns with lead services across the country and the status of lead standards. Resiliency of course is a major issue following their storm events. She has been speaking to the CWWA strategic plan and the value of CWWA in Western Canada.

BCWWA – Colwyn noted the BCWWA move to new offices and their review of revenue strategies, especially around operator training. He spoke to the new Water Sustainability Act in BC, the monitoring of groundwater use and changes to the Plumbing Code and the Drinking Water Code.

National – Roland summarized the statements made by all noting some repeating items:

- WSER is still an ongoing concern as it rolls out
- Enforcement of WSER may be a concern and an issue for CWWA to address

- Operator certification is an issue for all provinces and regions
- CWWA membership is a concern and Board members need support from staff to act

Item 7.4 Board Goals for 2014

Deferred until tomorrow

The meeting adjourned for the evening at 4:30 pm for the evening to reconvene tomorrow 8:00.

Roland reconvened the meeting at 8:00 am Saturday, May 31, 2014.

Item 8.0: Member Recruitment

Item 8.1: Membership - Gains/Losses

This report was received by the Board.

Item 8.2: Recruitment Strategy

Robert presented his report on a strategy for recruiting new members. He spoke to the meetings held with staff and discussions with members to build an understanding of the value of a CWWA membership. The effort in the last two years has been around strengthening our partnerships and marketing our brand across the country in advance of a recruitment drive. The bulletin has gone a long way in advancing our reach to many more individuals and allows us to celebrate our success and boast of our achievements. Retention is also a large factor in our efforts.

The Board members reiterated their offers to support a campaign, making calls, sending correspondence or working in a booth at the conferences.

It was suggested we could partner with the National Benchmarking effort around I & I best practices to add value for our members. Must continue to play a role on the WSER issues. Discuss the value of strengthening partnership with the FCM and possibilities for having a booth at their events. The Canadian Association of Municipal Administrators (CAMA) is another potential conference for us to have a booth. We need to be more relevant to utility leaders and not just to academics. We need different value proposition for large cities and small communities.

We discussed our fees being competitive for membership and events. We discussed discounts and bundling of discounts with advertising, events etc.

Item 8.3: New Brochure

Robert presented the draft of the new brochure for Utility members. Comments are to be sent to staff by June 15th.

Item 8.4: Director Scripts

Robert reviewed the draft scripts that have been written to guide Board Members as part of the recruitment strategy. The plan is that the brochure and a letter will be sent to prospective members and the provincial/regional member will be asked to follow-up with a phone call. The scripts provide lists of our services and our accomplishments including our work on WSER and flushable wipes.

Item 9.0: Conference & Event Strategy

Item 9.1a: Event Report 2008-2013

The Board received this report providing details of all CWWA events over the last seven years.

Item 9.1b: Window on Ottawa Survey

The Board received this report summarizing comments from the last Window on Ottawa event.

Item 9.1c: Wastewater Management Conference Report

The Board received this report on the final numbers for the Canadian Wastewater Management Conference held in Niagara-on-the-Lake.

Item 9.2: Consolidated Conference Plan

Robert presented his report on CWWA events and a proposal to consolidate all of our events, except for the Window on Ottawa, in one, annual, national conference.

The Window on Ottawa was described as our premier event and a unique event focused solely on federal/national issues. It was also described as an event that looks forward as opposed to back. The Board discussed the concept of combining the Window into the national conference, perhaps as the first day. This would require keeping our national conference always in Ottawa to draw our required federal speakers. This will be considered into the future, but kept separate for now.

The Board agreed with the concept of consolidating our water, wastewater, efficiency, security and climate changes events into one annual event. It was very important that we make the program attractive and relevant to utility leaders. We will do more themed panels with recruited speakers. More panel and interview style than just the presentation of unrelated papers. It is also critical that this event be different from the provincial/regional conferences and not just repetitive – always keeping a national perspective.

High level speaker and Keynotes are recommended. The Board discussed what draws delegates and the completion with regional events, AWWA and WEF conferences.

The Board discussed the use of webcasting or broadcasting. There are advantages for smaller communities and those with travel restrictions, but the concern is we would lose more attending delegates.

As for location, the Board is leaving the final decision to the Executive Director, but they do favour Whistler as a destination site that will draw utility delegates. We just need to market it carefully.

Item 9.3: Window on Ottawa

Following discussing above, the Board reviewed some of the concerns addressed about this event. It was starting to seem repetitive or some speakers were not relevant to the audience. Most like the wide range of topics but would like to see more high-level speakers and perhaps a keynote speaker. The Board would hope to see a bigger role with FCM at this event.

There were A/V issues and sightline problems at the Delta. The event will be moved to the Albert at Bay hotel, eliminating the pillar problem. We are working with the A/V provider on better policies for speakers.

The board would like more interaction time between delegates and the senior federal representatives, i.e. a side meeting room for James Arnott from Environment Canada. Again, it was felt we should invite more senior government reps to draw more delegates.

Robert reviewed the draft schedule for the Window to have the Old Board meet on the Tuesday night. The Window would run all day Wednesday and Thursday. The AGM and Banquet would be Wednesday night. The Board could go out for a dinner on the Thursday night. The New Board will meet on Friday from 8:30 to 3:30

Item 10.0 Report of the Session Monitor

Jeremy reported on what he felt was a well-run meeting with clear and concise materials appropriate to the discussion. He noted a clear focus on the objectives and discussions brought to conclusions on time.

Item 12.0 Closing Comments and Motion to Adjourn

Moved by Andrew MacKinnon and seconded by William Fernandes that the meeting be adjourned.(11:30)

Carried

Annex 1 – Attendance at the Board Meeting

From	Name	Attending
		Yes / No
BC	Dwayne Kalynchuk	N
YT	David Albisser	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	N
QC	Richard Fontaine	N
QC	vacant	-
NB	Neil Thomas	Y
PE	Jeremy Crosby	Y
NS	Andrew MacKinnon	Y
NL	vacant	-
Director- at-Large		-
BCWWA	Colwyn Sunderland	Y
WCW	Edith Phillips	Y
OWWA	Ray Miller	Y
WEAO	William Fernandes	Y
RESEAU	Diana Qing Tao	N
ACWWA	Roland Richard	Y
CWWA	Robert Haller	Y
Totals		12

ANNEX 2 – Rolling Action Item List

Board Meeting	Action Item	Assigned to	Status
May 2014	Post approved by-laws to website to replace draft version	Robert	June
May 2014	Submit all required forms for the NFP Corps Act and advise Board when submitted	Robert	July
May 2014	Safety Reserve of \$363.00 and the Water Conservation Events Reserve of \$16,000 be closed and the funds transferred to the General Reserve.	Robert	Send to finance staff
May 2014	Succession Fund Reserve be renamed the Staffing Reserve and repurposed for wider uses as per resolution	Robert	Send to finance staff
May 2014	Approved the Draft Financial Statements	Robert	Advise Auditors and prep for AGM
May 2014	Distribute monthly Financial details to Executive only Distribute dashboard to all Board	Robert	Monthly
May 2014	Governance Policies renumbered	Robert	Post to website
May 2014	Position Statement Policy Approved with new GP-2o and EL-10	Robert	Revise Policies and share with staff and Committees
May 2014	Review Position Statements for removal or referral to Committees	Roland, Neil, Colwyn, William & Robert	Call meeting to review
May 2014	Governance Subcommittee to develop process and schedule for policy review	Roland, Mike, Colwyn and Robert	Call a meeting
May 2014	Amend EL-3.8 to require Board approval of budget	Robert	Amend Policies
May 2014	Compensation Committee – approved review of executive director and pay adjustment	Roland	follow up in writing
May 2013	Personnel Policies reviewed and changes recommended	Robert	Underway with legal advice
May 2013	National Project Robert to write reg. assocs. For support and request a rep from each.	Robert	Write to all Regional Associations
May 2014	Board Terms of Office Need to conduct process to fill vacancies	Robert to support Neil	by Fall AGM
May 2014	WSER – enforcement issues	Robert & staff	Investigate needs with tech. cttee
May 2014	Recruitment Campaign with Board follow-up	Robert All Board	Plan to follow
May 2014	Consolidated event for 2015	Robert & Staff	Confirm site and dates and marketing