

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

**MINUTES**

MEETING OF THE BOARD OF DIRECTORS  
OTTAWA, ON

**November 18, 2014**  
as approved April 10, 2015

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

**Roll Call & Introductions**

President Roland Richard called the meeting to order at 6:45 pm Eastern Time. He provided regrets from Secretary-Treasurer Dwayne Kalynchuk and from board members Dennis Kefalas, David Albisser, Diane Sacher, and Richard Fontaine.

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

**Appointment of a Board Meeting Monitor**

Bev Mollard agreed to serve as Session Monitor.

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

The letter received from the Canadian Drinking Water Committee (CDW) was added to the agenda as New Business.

*Moved by Ray Miller and seconded by Edith Phillips that the Agenda be adopted as amended.*

*Carried*

**Item 2.0: Approval of Meeting Minutes - Board Meeting of May 30/31, 2014**

A number of corrections were made.

*Moved by Mike Darbyshire and seconded by Neil Thomas that the Minutes of the meeting of May 30/31, 2014 be accepted as presented.*

*Carried*

**Item 3.0: Review of Rolling Action Items**

Robert reviewed the action items list. The following items were added:

- Investment Policy – to be developed by Finance Committee
- Honorary Membership – defer to future meeting
- Review of Position Statements referred to ad hoc committees

**Item 4.0: Finance Committee Report of Internal Audit**

Mike Darbyshire and Dwayne Kalynchuk visited the CWWA offices on October 3, 2014 for an internal audit. They reviewed all systems with Robert and his contracted CFO Richard MacNeill. Mike stated they found all matters to be in order and praised the detail and ease of the new systems. He expressed confidence in the new systems and their resilience. Neil added his praise of the new systems and the confidence they provide the board. Mike and Dwayne also visited with all staff. Mike praised the staff and the positive nature of the office.

Robert stated that, following discussions with Mike and Dwayne, they suggest that future audits be conducted online without the need for board members to travel or pay accommodations. All systems are now electronic and all tracking is electronic. Mike suggested this could be conducted using remote meeting technology like “Go to Meetings” applications. This would be conducted in the fall prior to the Boards year-end meeting and review of the finances and forecasts.

Roland noted the value of personal visits to the office. Robert agreed and suggested these can be continued, but as part of the Window on Ottawa or other local events. Roland also suggested we get the opinion of the auditors.

**Item 5.0: Year-to-date Finances**

Robert, with the assistance of Richard MacNeill, presented the revised balance sheets as prepared by the OTUS Group using the new SAGE 50 software. He also presented a surplus/deficit summary of the budget. The reports suggest a projection for year-end of a \$40,000 surplus, but considering outstanding expenses, Robert expects this to be closer to \$25,000.

Roland praised Robert and his staff for their efforts to get the budget back into a surplus. Robert noted the cuts in expenses and the effort of staff to increase revenues at our events with additional sponsors and exhibitors.

**Item 6.0 Membership Report**

Robert presented the Membership Report identifying the new members and those we lost in 2014. The Board emphasized their desire to assist in recruitment efforts to be coordinated by the staff, especially follow-up with those that do not renew.

**Item 7.0: Executive Director Activity Report**

Robert spoke to his Activity Report reviewing his activities for the past year. Robert spoke to the BCWWA funds received to coordinate the Public Attitudes Report.

Robert spoke to his efforts to coordinate the regional associations to work together on an infrastructure project. He has been working on governance models and focused now on the WEF-CAC and AWWA-CAC to form a steering committee.

Robert was asked about relations with the Canadian Water Network. Robert stated that relations were very good. Communication lines have been opened and many discussions with their executive director and new manager for their utility consortium. Robert was most impressed with CWN's Report on Priorities and their focus on research. CWN supported our Water conference and Robert will be active at their conference too.

Colwyn noted the discussions with the FCM on possibly revising the InfraGuide or some product like that.

### **Item 8.0: AGM Preparation and Financial Statement Review**

Robert reviewed the AGM agenda and process.

### **Item 9.0: Officers of the Board**

Robert noted that a 2<sup>nd</sup> Vice President needed to be named and called for nominations. Nancy Kodousek was nominated and accepted. No other nominations were received.

*Moved by Jeremy Crosby and seconded by Diana Qing Tao that the following slate of officers be elected by the Board:*

*President Mike Darbyshire  
First Vice President Colwyn Sunderland  
Second Vice President Nancy Kodousek  
Secretary-Treasurer Dwayne Kalynchuk  
Past President Roland Richard*

*Carried*

### **Item 10.0: Governance Policies Review**

An ad hoc committee of Roland, Mike, Colwyn and Robert met a couple of times to discuss how to set a process and schedule for reviewing policies. Colwyn presented a process developed by the BCWWA and he proposed a schedule for CWWA review. The concept is to provide a simple template for review and a reasonable time schedule that will not overwhelm the executive director. The schedules were presented as Items 10.1, 10.2 and 10.3. The Board's review duties can be shared by all members.

*Moved by Nancy Kodousek and seconded by Neil Thomas that the Board adopt the Schedule for Review of Governance Policies as presented.*

*Carried*

To initiate this process, Robert, Colwyn and Mike each tackled a section of the Governance Policies and presented their reports here.

Governance Policy GP-1 – Colwyn presented his report on this policy “Global Governance Commitment” as item 10.4. This policy calls on the Board to ensure that the CWWA achieves results for its members at a reasonable cost without any unacceptable actions. In his report, he suggests focusing the Board’s efforts on prioritized owner/stakeholder linkage and Ends work, and on a more actionable and efficient monitoring process. Linkages between the Board’s work and its policies (Ends, GP, EL and BL) are typically not explicit in agendas and minutes. His recommendations were:

1. Implement the monitoring program recommended at the November 2014 meeting by the Governance Committee, or something comparable to it.
2. Consider structuring and prioritizing Board agendas as follows:
  - a. Owner/stakeholder linkages (objective: 50% to 75% of every meeting)
  - b. Policy review and development
  - c. Board and ED monitoring and evaluation (stewardship)
  - d. Statutory requirements
  - e. Board education and teambuilding

*Moved by Ray Miller and seconded by Mike Darbyshire that the Report on GP-1 and its recommendations be accepted.*

*Carried*

Governance Policy BL-1 - Colwyn presented his report on this policy “Global Board-Executive Director Linkage” as item 10.5. This policy states that the Board’s sole connection to the operational organization shall be through the Executive Director. In his report, he suggests that the Board clearly and consistently delegates authority and accountability for nearly all aspects of the Association’s operations to the Executive Director, however, the Board has had occasional difficulty establishing or observing a clear boundary (Executive Limitations) of its delegated responsibility for the Association’s operations. Recent Board meeting minutes capture some direction to the Executive Director on operational matters such as revenue strategy, details of conference and event planning.

The Board discussed their role in providing advice, but not direction to the executive director on operational issues. Colwyn commented that too much focus on operational issues takes away from time spent on setting vision and stewardship. The Board spoke to finding a balance.

The report contained the following recommendations:

1. All Board members: Avoid fettering the Executive Director’s discretion. Exercise caution in providing direction to the Executive Director on any operational matter, except through the establishment and revision of Ends and EL Policies.
2. Chair: If the Board’s deliberation strays into operational matters, prompt for the underlying policy issue(s) and caution against providing direction on specific operational matters.

*Moved by Neil Thomas and seconded by Andrew MacKinnon that the Report on BL-1 and its recommendations be accepted.*

*Carried*

Governance Policy EL-1 - Robert presented his report on the first Executive Limitation that addresses staff interaction with CWWA members as item 10.6. Robert felt that he and staff were compliant with the Governance Policy but suggested he should develop internal staff policies that clarify the need for professional communications, protection of privacy, staff empowerment and a complaint process. These would also require initial training and regular refresher training.

*Moved by Colwyn Sunderland and seconded by Ray Miller that the Report on EL-1 and its recommendations be accepted.*

*Carried*

Governance Policy GP-13 – Mike presented his report on the policy concerning Conflict of Interest as item 10.7. he felt that this has not been an issue of concern to the Board, but it is best to have a policy in advance. He recommended that Board members be asked to sign off that they do not have any fiduciary conflicts. The Board discussed the issue and it was recommended that, instead of an annual sign-off, that an item be added to the start of every agenda where Board members are asked to declare any conflicts with any items on that agenda. This approach was preferred by all.

*Moved by Colwyn Sunderland and seconded by Ray Miller that the Report on GP-13 be received and that an item be placed on all future Board Agendas calling for directors to declare any conflicts of interest.*

*Carried*

## **Item 11.0: New Business**

### **Position on PPCP's**

Neil Thomas spoke to the need for CWWA to develop an official position on the topic of Pharmaceuticals and Personal Care Products (PPCP's). He sees growing interest around this topic in the media and public. He feels it is important that we identify this as a product stewardship issue and not a treatment system. The Board discussed the issue and agreed it was likely worthy of a position. Robert reviewed the new Position Statement Policy that would direct this to a committee to develop an issue analysis paper and propose a position paper. A position would then be recommended to the Board for consideration.

A review of all CWWA positions is to be conducted in 2015 for the Board to eliminate old positions and identify those they feel are priorities and direct staff and resources accordingly. This item was referred to that review process.

**CDW Letter**

The Board discussed the letter received from the Federal-Provincial-Territorial Committee on Drinking Water. All were concerned with the tone and all felt this was an important relationship. Robert spoke to a lack of open communication that needed to be addressed between our two organizations. Robert will respond to the letter asking for a meeting and more discussion.

**Item 12.0: Board Monitoring Report**

Bev provided her analysis of the meeting. The meeting ran well and provided appropriate direction to staff and subcommittees.

**Item 13.0 President's Remarks**

Roland provided his final comments as President, thanking Robert and his staff and thanking all of the Board members for their support. He also thanked Neil for his years of service to the CWWA.

**Item 14.0 Motion to Adjourn**

*Moved by Neil Thomas that the meeting be adjourned. (10:10 pm)*

*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	Y
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
RÉSEAU	Diana Qing Tao	Y
ACWWA	Roland Richard	Y
CWWA	Robert Haller	Y
Totals		14

**Annex 2 – Rolling Actions Items**

<b>Board Meeting</b>	<b>Action Item</b>	<b>Assigned to</b>	<b>Status</b>
<b>May 2014</b>	Investment Policy to be developed by the Finance Committee	Robert and Committee	<b>For Spring 2015</b>
<b>May 2014</b>	Honorary membership – need a policy for who and why and what benefits etc.	Robert	<b>For 2015</b>
<b>May 2014</b>	Review Position Statements for removal or referral to Committees	Roland, Neil, Colwyn, William & Robert	<b>Call meeting to review</b>
<b>Nov 2014</b>	PPCP Position – to be considered in context of Position Statements Review (above)	Roland, Colwyn, William and Robert	
<b>Nov 2014</b>	Internal Audit – to be conducted remotely without need for Board travel – Office visit to coincide with Window on Ottawa or other events	Robert and Dwayne	<b>September 2015</b>
<b>Nov 2014</b>	Governance Policy Review – as per accepted schedule – Robert to find volunteer reviewers amongst the Board	Robert	<b>For each meeting</b>
<b>May 2014</b>	Personnel Policies reviewed and changes recommended	Robert	<b>Underway with legal advice</b>
<b>May 2014</b>	Recruitment Campaign with Board follow-up	Robert All Board	<b>Plan to follow by Spring 2015</b>
<b>May 2014</b>	Consolidated event for 2015	Robert & Staff	<b>Confirm site and dates and marketing</b>