

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

**MINUTES**

MEETING OF THE BOARD OF DIRECTORS  
TELECONFERENCE

**April 10, 2015**

as approved June 15, 2015

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

**Roll Call & Introductions**

President Mike Darbyshire called the meeting to order at 11:00 am Eastern Time. Mike completed the roll call and the record is attached as Annex 1 to these minutes.

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

*Moved by William Fernandes and seconded by Bev Mollard that the Agenda be adopted as presented.*

Carried

**Item 2.0: Declarations of Conflict of Interest**

As per direction of the Board, prior to discussion of agenda items, each meeting will start with a call for directors to declare any conflicts of interest. There were no declarations made.

**Item 3.0: Approval of Meeting Minutes - Board Meeting of November 18, 2014**

A number of minor corrections were made.

*Moved by Roland Richard and seconded by Colwyn Sunderland that the Minutes of the meeting of November 18, 2014 be accepted as amended.*

Carried

**Item 4.0: Approval of Meeting Minutes - Board Meeting of November 21, 2014**

A number of minor corrections were made. The amount of the project surplus was reconfirmed as \$6,602.

*Moved by Roland Richard and seconded by Nancy Kodousek that the Minutes of the meeting of November 18, 2014 be accepted as amended.*

Carried

**Item 5.0: Review of Rolling Action Items**

Robert reviewed the action items list from the minutes. He provided a reorganized list setting out the Board actions versus those of staff.

Following up on the Goals for the Board:

- Position Statement Review  
This project has been delayed awaiting a meeting to be called. Ad hoc committee members were reconfirmed as Board members Colwyn, William and Roland. It was recommended that Neil Thomas be invited to assist on this committee and all agreed. Colwyn volunteered to chair this effort and will call a teleconference meeting.
- Finance Committee  
Robert stated that some draft policy wording regarding reserve policies has been prepared that requires Finance Committee review. He will coordinate a meeting so that they can report with a recommendation to the Spring Board meeting in June.
- Governance Policy Review  
This item will be addressed in this agenda.
- Board Reps on Technical Committees  
Robert will follow-up with staff to ensure Board reps have been identified and invited to all committee meetings.
- Robert has not organized a Utility Management Committee or Small Systems Committee yet. He will call upon some Board members to assist with setting the program for the utility management stream at the National Conference. Bev, Edith, and Colwyn all volunteered.
- Mike spoke to his discussions with the National Benchmarking project. He will be speaking at their national event and is working on a possible MOU with this group as to how we support each other's association.
- Quarterly Meetings  
This meeting is in fulfillment of that goal. Another meeting will be scheduled between the Spring and Fall meetings.

Following up on the items for staff:

- Robert has been in contact with the Canadian Drinking Water Committee and following up on relations. More to report in the Spring.
- Robert will prepare a report on Honorary Membership for the Spring Board meeting.

- Robert informed the Board that he has contracted the recruitment brochure and recruitment campaign to a consulting firm, Bamboo Branding. The brochure and campaign, with Board support, is to be rolled out in May.
- Robert spoke to staff efforts to advance and market the National Conference in Whistler. The Window on Ottawa has been officially shifted to June 2016. Staff conducted surveys with delegates and with federal contacts and received only positive comments.

## **Item 6.0 Governance Policy Reviews**

### **Item 6.1: Review of EL-4**

Robert presented his report on the review of Executive Limitation 4.0 concerning the association's financial condition and activities. The policy sets expectations for the executive director to wisely manage the association's funds and sets limitations on his activities. His recommendations were:

1. Reserve Policy: The Board has already directed the Finance Committee to consider any required changes to the policies regarding restricted reserves.
2. We should also continue with our strategies to have annual surplus budgets and develop a healthier general reserve to permit operations for at least 6 months to 1 year.

Robert was thanked for a thorough report. Colwyn noted that the first paragraph of the policy addresses the expectation that expenditures will match the association's Ends, but this is in very general terms. While he is confident this is indeed happening, he suggested the Board may wish to consider clarifying this in greater detail. The Board discussed the balance between oversight and interference. Robert suggested this could be considered under Board-Executive Director Linkage and/or E.D. Monitoring.

Robert was congratulated for the solid financial management that has allowed for better information to the board and a surplus for 2014.

*Moved by Colwyn Sunderland and seconded by Edith Phillips that the report on Governance Policy EL-4 be received.*

*Carried*

### **Item 6.2, 6.3, 6.4: Governance Policy Review Schedules**

These were all made available for reference as approved by the Board.

### **Item 6.5: Policy Review Assignments**

Robert provided a listing of the governance policies scheduled for review at the Spring Board meeting and called for Board volunteers to conduct a review of each and provide a report at the Spring meeting in June.

Policy Reviews were assigned as follows:

<b>Policy</b>	<b>Reviewer</b>
GP-6 Agenda Planning	Andrew MacKinnon
GP-2 Resource Allocation	Edith Phillips
GP-3 Governing Style	Jerry Cheshuk
BL-4 E.D. Monitoring	Mike Darbyshire
E-1 Global Ends	Robert Haller
EL-3 Financial Planning	Robert Haller

Mike spoke to the questionnaire he sent to all board members concerning the monitoring of the executive director and called upon all members to please take a few minutes to respond.

#### **Item 6.6: Governance Policy Recommendations – November 2014**

This item was provided for reference of the recommendations made at the previous meeting of the Board.

#### **Item 7.0: Year-to-date Finances**

Robert spoke to the financial report dashboard to the end on January. Membership dues are being collected and accounts are in good shape.

#### **Item 8.0: Executive Director Activity Report**

Robert spoke to his Activity Report for April 2015. He emphasized that the majority of staff focus is on the National Conference. Robert has been representing the association on the RBC Survey and the FCM Infrastructure Report Card. He has been working with Water Canada to complete the CWWA Report on Attitudes and working with WEF, NACWA and MESUG on the flushable wipes issues. Robert's next major project is to call the steering committee for the joint national project with the AWWA-CAC and WEF-CAC.

Robert was thanked for his work on behalf of the association and the report was received.

**Item 9.0: MOU with CATT**

Robert spoke to a request from the Centre for the Advancement of Trenchless Technologies (CATT). It was suggested this does not appear to be an MOU but rather an operational agreement. The item was deferred until the Spring meeting.

**Item 10.0: Spring Board Meeting**

Robert reviewed the tentative schedule for the Spring Board meetings set for Halifax June 14-16, 2015.

Mike and Robert are beginning to put together the agenda. If any member of the board has items they wish to see on the agenda, they should notify Mike and/or Robert.

discussnd esnoted 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 11.0: New Business – no new business****Item 12.0: President's Remarks**

Mike noted that a Meeting Monitor had not been named, but all agreed it was a very good meeting that stayed on topic and on time.

**Item 13.0: Motion to Adjourn**

*Moved by Edith Phillips that the meeting be adjourned. (12:20 pm)*

*Carried*

**Annex 1 – Attendance at the Board Meeting**

From	Name	Attending
		Yes / No
BC	Dwayne Kalynchuk	Y
YT	David Albisser	N
AB	Mike Darbyshire	Y
NT	Vacant	-
SK	Jerry Cheshuk	N
MB	Diane Sacher	N
NU	Vacant	-
ON	Bev Mollard	Y
ON	Nancy Kodousek	Y
QC	Richard Fontaine	N
QC	Vacant	-
NB	Kendall Mason	N
PE	Jeremy Crosby	N
NS	Andrew MacKinnon	Y
NL	Lynnann Winsor	Y
Director- at-Large		-
BCWWA	Colwyn Sunderland	Y
WCW	Edith Phillips	Y
OWWA	Ray Miller	N
WEAO	William Fernandes	Y
RESEAU	Diana Qing Tao	N
ACWWA	Roland Richard	Y
Total		11
CWWA	Robert Haller	Y

**ANNEX 2 – Rolling Action Item List**

<b>Board Meeting</b>	<b>Action Item</b>	<b>Assigned to</b>	<b>Status</b>
<b>May 2014</b>	Reserve Policy and 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 Spring 2015</b>
<b>May 2014</b>	Review Position Statements for removal or referral to Committees	Roland, Neil, Colwyn, William & Robert	<b>Colwyn to 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>Apr 2015</b>	Governance Policy Review – as per accepted schedule and assigned reviewers	Andrew Edith Jerry Mike Robert	<b>For Spring 2015</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>Apr 2015</b>	Utility Committee – to provide advice on national conference	Robert	<b>Call ad hoc committee meeting</b>
<b>Nov 2014</b>	Board Reps to committees – assign one board member to each technical committee	Robert	<b>To confirm with staff</b>
<b>Nov 2014</b>	MOU with CATT	Robert	<b>For Spring 2015</b>
<b>Nov 2014</b>	Canadian Drinking Water Committee – response to their letter and relationship	Robert	
<b>Nov 2014</b>	National Benchmarking Initiative – discuss cooperation	Mike	<b>March 2015</b>
<b>Nov 2014</b>	Board Reps to Each Committee – introduce board reps to each committee as assigned	Robert	<b>Jan 2015</b>