

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

MINUTES

MEETING OF THE BOARD OF DIRECTORS
HALIFAX, NS
June 15-16, 2015
as approved September 21, 2015

JUNE 15, 2015

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

Item:1.0: Roll Call & Introductions

President Mike Darbyshire called the meeting to order at 08:30 am Atlantic Time. Mike completed the roll call and the record is attached as Annex 1 to these minutes. Kendall Mason was welcomed as the new representative for New Brunswick.

Item 1.1: Session Monitor

Colwyn Sunderland volunteered to be the session monitor.

Item 1.2: Declaration of Conflicts of Interest

All members present were asked to declare any conflicts of interest or pecuniary interests in any of the items on this agenda. There were none.

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

Item 6.7 was added for Review of GP-3.

Moved by Colwyn Sunderland and seconded by Edith Phillips 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**Item 3.1: Board Meeting of April 10, 2015**

Moved by Dwayne Kalynchuk and seconded by Edith Phillips that the Agenda be adopted as presented.

Carried

Item 3.2: Rolling Action Items

Robert reviewed the List of Rolling Action Items. The following comments were made:

- Board members have been assigned to each technical committee, while some have been more active than others
- A Utility Leadership Committee has not been established
- Staff are asked to follow up with Committee chairs and ensure the work of committees continues
- Suggestion for regularly scheduled committee meetings
- All committee terms of reference should be approved by the board
- Committees to focus on terms of reference then position statements
- Board rep to act as a liaison with the Board

Item 4.0: Financial Reports**Item 4.1: Auditor's Draft Management Letter**

Dwayne spoke to the draft management letter from the Auditor. The only concern was around signing authority and review of Robert's expenses. A new authority process has been developed internally to address these concerns. Robert spoke to the CWWA Disbursement policy prepared. All payments will require two signatures. These can now be done electronically. It will normally be the Executive Director and the Treasurer, but the Manager of Government Relations and the President are available as back-ups. None of these individuals is to approve any payment to themselves. Most of Robert's expenses are on the corporate VISA card which is set up to be paid automatically, however, the VISA statement and Robert's details expense claims will be reviewed by the Treasurer.

Moved by Dwayne Kalynchuk and seconded by Colwyn Sunderland that the Auditor's Management Letter for 2014 be accepted.

Carried

Item 4.2: Draft Audited Statements for 2014

Dwayne Kalynchuk spoke to the draft audit report. There were no surprises and 2014 ended with a surplus of \$41,355.

Item 4.3: Year-To-Date Financial to May 31, 2015

Robert spoke to the latest financial reports from our virtual CFO and the revised forecast for 2015. This does not account at all for any funds from the contract with Public Safety Canada. The final deal is not yet signed and we are unsure how much money will be released to us this year.

The conference is looking very good, but the memberships are down. Staff need to work to ensure payment by all existing members and initiate recruitment efforts.

Moved by Dwayne Kalynchuk and seconded by Edith Phillips that Y-T-D report to May 31, 2015 be accepted.

Carried

Item 5.0: Executive Director's Activity Report

Robert presented his Activity Report highlighting efforts on the new consolidated conference. Robert spoke to his involvement in the RBC Survey, the Infrastructure Report Card and a lot of work on the CWWA Attitudes Report. Board members stressed the importance of the relationship with the FCM. Robert was asked if he and staff were able to track the amount of time or resources put into each project. Robert stated they have considered this but not yet initiated an internal process.

Moved by Dwayne Kalynchuk and seconded by Andrew MacKinnon that the Executive Director's Activity Report be received.

Carried

Item 6.0: Governance Policy Reviews**Item 6.1: Review of GP-2**

Edith Phillips presented her report on the review of Governance Policy GP-2 concerning surplus/deficit budgets and the proportional division of resources. She made the following recommendations:

1. Consider budget on a two-year cycle to be surplus over-all
2. The Board should review the allocation of resources as 49-51 and the basis for such division.

Robert spoke to the traditional two-year cycle of surplus and deficit budgets. While he would prefer a surplus every year, a deficit every other year is more realistic. This condition should be considered on a two-year cycle.

The current division of 49-51% seemed arbitrary and was deferred to later discussion following the Board's strategic discussions.

Moved by Dwayne Kalynchuk and seconded by William Fernandes that GP-2 be amended to refer to a two-year cycle.

Carried

Item 6.2: Review of GP-6

Andrew MacKinnon presented his report on the review of Governance Policy GP-6 concerning Board review of governance policies and monitoring of the executive director. He made the following recommendation:

1. That part 6.3 be deleted as the Executive Director is to be monitored every year.

Moved by Colwyn Sunderland and seconded by Bev Mollard that GP-6 be amended to delete section 6.3.

Carried

Item 6.3: Review of BL-4

Mike Darbyshire presented his report on the review of Governance Policy BL-4 concerning monitoring of the executive director. He made no recommendations and felt the policy was fine as it is.

Item 6.4: Review of GP-3

Roland Richard presented his report on the review of Governance Policy GP-3 concerning the Board's governing style and how it monitors itself. He made the following recommendations:

1. Develop a better orientation for new members and a full Board refresher each year.
2. Consider bringing in a governance Trainer every 3 years?
3. Ensure the ED is trained fully on Board Governance
4. Set an item on each agenda to discuss Board adherence to their roles?

Item 6.5: Review of EL-3

Robert presented his report on the review of Governance Policy EL-3 concerning the sound financial management. He made the following recommendations:

1. Consider a Two-Year budget cycle outlook including the use of our multi-year tracking programs
2. Membership Rate review and Recruitment campaign is critical

Item 6.6: Review of E-1

Robert presented his report on the review of the Boards End E-1 concerning the association's efforts to represent its members and to keep them well-informed. He made the following recommendations:

1. Members of Parliament: While we get the odd contact from Members of Parliament, we could make our existence better known directly to the Members to use us as a resource and contact point.
2. Federal staff: We used to sell subscriptions to federal departments to get our newsletter, but know that it is electronic and free, we should be ensuring that it reaches as many federal staff as possible – again so they see us as a resource.
3. Bulletin Distribution: Need to get contact addresses for all relevant municipal staff from our Prime Member with each utility and associate member so that more 'members' receive our information directly, can use our information and recognize us as a national resource.
4. Blogs: Need to develop online forums for controlled and secure information sharing amongst our members.
5. National Toolkit: Ready to commence national project or projects loosely defined at this time as the toolbox for utility leaders.
6. Utility Leadership: We have done a lot to focus sessions for utility leaders, but need to establish a formal committee
7. Small systems: While we do speak for small systems, we have not given them adequate attention and we need to establish a small systems technical committee to guide this effort.
8. Stormwater: While this falls under our Wastewater Committee, it has also been considered as part of the Climate Change Committee's efforts but has not had its own focus. WEF has been focusing on stormwater specifically and perhaps we just support their effort at this time.

Item 6.7: Reserve Policy EL-4.3

Robert spoke to the report prepared with the Finance Committee to consider policies for creation and use of reserves. The report reviewed the establishment of reserve funds and whether the executive director had authority to approve the use of any funds. It was recommended that the use and authority of the fund be clarified when establishing the fund and that the Finance Committee be notified when internally restricted funds are used.

Moved by Colwyn Sunderland and seconded by Dwayne Kalynchuk that:

Executive Limitation EL-4.3 be amended to state:

The executive director shall not:

- Use any Internally Restricted Reserve
 - except for the purposes for which the fund was established and in accordance with any restrictions set by resolution of the Board of Directors
 - without informing the Board as well as the Association's auditor

Carried

Moved by Edith Phillips and seconded by Kendall Mason that all of the governance policy review reports be accepted.

Carried

Item 7.0: CWWA Public Attitudes 2015

Robert presented the report he had co-authored titled Public Attitudes 2015 on the value of water and the importance of investing in infrastructure.

The report was well-received. It was recommended that Robert prepare a short 10-slide presentation that members can use when speaking to the report. This report should be distributed to all members as part of a retention mail-out.

Item 8.0: Board Vision Session – facilitated by Corrie Melanson

The Board was led in discussion by facilitator Corrie Melanson to discuss their goals and priorities. Full report of this session attached as ANNEX 3.

Ray Miller joined the session by telephone.

The Board adjourned for the evening at 4:30 pm

JUNE 16, 2015

Item 9.0: Position Statement Review

Colwyn Sunderland spoke to the work of the task group of Roland Richard, Neil Thomas, William Fernandes and Colwyn to review the current positions. He referred to the Governance Policy GP-16 recently established as the framework for creating position statements. He then facilitated a discussion with the Board to set their priorities for position statements and to assign them to committees for development with a Board member to assist.

The following were identified:

Issue	Committee	Board Member
Non-disposable Wipes	Wastewater Committee	Roland Richard
Boil Water Orders	Drinking Water	Edith Phillips
Biosolids Use	Biosolids	Roland Richard
Climate Change Adaptation	Climate Change	Andrew MacKinnon
Infrastructure Renewal	Utility	
Rates/Full Cost Recovery	Utility	
National Standards for Operator Certification	Utility	

Robert is to write to each Committee Chair with request to review and rewrite these positions in accordance with GP-16. It is recommended the committees look to existing positions within our regional associations, AWWA or WEF.

Staff are to rework the website to create a folder of old all previous position statements and previous advocacy pieces. Rename headings to reflect “Position Statements” and note that all are under review. Staff are to review all the old positions and advocacy and recommend any that should/could be removed.

Item 10.0: External Relations and Partnerships

Robert had asked for this session to get direction from the Board as to CWWA’s relationships with various other organizations and our priorities.

The Board reconfirmed that our main focus is to represent the municipal utility sector. These are the primary members and the focus of our representation in Ottawa. Our private sector members support the municipal work as consultants, suppliers, or service providers. Academia bring great benefits and strength to the association, but they are not our primary focus.

Given that focus, our most important partnerships are with our provincial/regional partners that are represented on the Board – BCWWA, WCW, OWWA, WEAO, Réseau, ACWWA. Staff have been strengthening these relationships by attending their events and developing a number of joint projects.

Of equal importance is our relationship with the FCM as powerful municipal partners on most issues. We have worked closely with the FCM on the infrastructure funding, WSER issue and now have their support on the flushable wipes issue. CWWA will maintain contact through FCM's Environmental Committee and offer expertise of our membership to the FCM.

CWWA and CAWQ have been working together to run a few wastewater conferences and share responsibility as the Governing Member of the IWA in Canada. Aside from sharing the profit from the IWA Conference in 2010, there has been little benefit to CWWA who also provides all the logistical and banking support for the IWA-CNC. CAWQ has also suggested a merger of our two associations but has not made any formal request.

Robert was directed to provide a report to the Board on the pros and cons of our role with the IWA and recommend next steps. We will not pursue any merger with CAWQ until such time as a formal request is made and we can evaluate that.

Recent requests from CATT and NAST, two trenchless technology associations, have been for administrative/co-marketing agreements that do not require Board approval.

Mike Darbyshire attended the National Benchmarking Initiative event in Whistler. This is a cooperative project, not an association, that is coordinated by David Mains and Aecom. We should maintain ties with this group and leverage any partnership for our members.

Item 11.0: Membership

All spoke to the importance of recruiting new members. There was a discussion of focusing on larger communities that have a higher membership fee vs. attracting many small members. It was noted that we need smaller voices too in order to be fully representative of Canadian municipal systems. However, we recognize the difficulty with small communities having the funds or time to become members at a national level.

The brochure was reviewed and a few corrections/suggestions made. As the campaign rolls out, a letter will go to prospective members with information about CWWA and the benefits of membership. It was recommended that all members provide testimonials of why they are CWWA members. Robert will ask all board members for such testimonials.

The rate structure is not available on the website and should be easily accessible.

Retention is also critical. A Retention package should go to all members with the brochure and Attitudes Report and a letter from the President.

Item 12.0: Remuneration Committee

Robert left the room while the Board received a report from the Remuneration Committee regarding the executive director's continued contract.

Item 13.0: Board Member Terms of Office

Robert reviewed the terms of office for all current members of the Board and noted the following:

- Dwayne is completing his second term and we will need a new BC rep
- Jeremy is completing his second term and we will need a new PEI rep
- Bev is finishing her first term and is willing to renew as the ON rep
- Roland is completing his second term and we will need ACWWA to name a new rep

Andrew MacKinnon agreed to take on the role of Secretary –Treasurer this fall when Dwayne's term is completed.

It was noted that Dwayne is no longer working for a utility so will be recognized as a Member-at-Large.

Moved by Colwyn Sunderland and seconded by William Fernandes that Dwayne Kalynchuk be appointed Member-At-Large to the CWWA Board of Directors.

Carried

Item 14.0: Steve Bonk Scholarship

Dwayne, Edith and Jerry volunteered to review the applications and select a scholarship recipient.

Item 15.0: National Conference

Robert reviewed the program for the National Water and Wastewater Conference in Whistler. The Fall Board Meeting and AGM will be held in Whistler as part of the conference.

Robert informed the Board of efforts to book locations in Toronto for 2016 and Halifax for 2017.

Item 16.0: New Business – no new business**Item 17.0: President's Remarks**

Mike thanked all Board members for attending and praised all for their participation in such in depth discussions and vision-setting. He thanked Colwyn for leading the morning session.

Item 18.0: Session Monitor

Colwyn noted the agenda package was distributed very late but praised the Board for their high-level discussions, attention to Board policy and focus on members and value of membership.

Item 19.0: Motion to Adjourn

Moved by Jerry Cheshuk that the meeting be adjourned. (2:00 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	Y
MB	Diane Sacher	N
NU	Vacant	-
ON	Bev Mollard	Y
ON	Nancy Kodousek	N
QC	Richard Fontaine	N
QC	Vacant	-
NB	Kendall Mason	Y
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	Y
ACWWA	Roland Richard	Y
Total		12
CWWA	Robert Haller	Y

ANNEX 2 – Rolling Action Item List

Board Meeting	Action Item	Assigned to	Status
May 2014	Personnel Policies reviewed and changes recommended	Robert	Underway with legal advice
May 2014	Honorary membership – need a policy for who and why and what benefits etc.	Robert	
June 2015	Committees – all committees to develop Terms of Reference for approval by the Board – staff to ensure regular meetings and follow-up	Robert and Committees	
June 2015	Position Statements – priorities assigned to committees – Robert to work with chairs using GP-16 policy	Robert	
June 2015	Membership recruitment – launch recruitment campaign with mailout and follow-up	Robert w all Board support	Summer 2015
June 2015	Testimonials – Board members to provide testimonials as to why they are members	Robert to request	Summer 2015
June 2015	Retention Campaign – mail out to all current members	Robert	Summer 2015
June 2015	Governance Policy Review – as per accepted schedule and assigned reviewers		For Sep 2015 and Fall 2015
June 2015	Governance Policy Amendments <ul style="list-style-type: none"> - GP-2 add 2-yr cycle - GP-6 drop 6.3 - EL 4.3 amend with new wording 	Robert	Summer 2015
June 2015	Utility Committee – to provide advice on national conference	Robert	Call ad hoc committee meeting
June 2015	Public Attitudes Report – prepare a 10-slide presentation for members to use	Robert	Summer 2015
June 2015	Board Terms of Office – Robert and Roland to work to ensure nominees and run elections	Robert Roland	Early Fall 2015
June 2015	Steve Bonk Scholarship – review applications and select recipient	Dwayne, Edith & Jerry	Summer 2015

