

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

MINUTES

MEETING OF THE BOARD OF DIRECTORS
WHISTLER, BC

October 25, 2015

as approved February 19, 2016

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 8:35 am Pacific Time. He provided regrets from board members David Albisser, Diane Sacher, Richard Fontaine, Ray Miller, Kendall Mason and Jeremy Crosby.

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

Item 1.1: Appointment of a Board Meeting Monitor

Jerry Cheshuk agreed to serve as Session Monitor.

Item 1.2: Declarations of Interest

All board members are asked to declare any conflicts of interest with any of the items on the agenda. There were no declarations.

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

Moved by Dwayne Kalynchuk and seconded by Colwyn Sunderland that the Agenda be adopted as presented.

Carried

Item 3.0: Approval of Meeting Minutes

Item 3.1 - Board Meeting Minutes of September 21, 2015

Moved by Roland Richard and seconded by Nancy Kodousek that the Minutes of the meeting of September 21, 2015 be accepted as presented.

Carried

Item 3.2: Review of Rolling Action Items

Robert reviewed the action items list.

Item 4.0: Financial Reports**Item 4.1: Year-To-Date Financial Statement to September 30, 2015**

Dwayne Kalynchuk reported that he and Colwyn Sunderland, as the Finance Committee, conducted an internal audit and financial review remotely by teleconference using “Go-To-Meeting” service with Robert and our virtual CFO, Richard MacNeill of OTUS Group. They were pleased with the quality of the financial information available and the ease of the financial software allowing them to drill down into any accounts and expenses. All appeared to be well in order.

Without any of the financing of the conference included yet, the association is right on track to meet its budget of a \$6,000 surplus. However, with the apparent success of this conference, our year end should look even better than forecasted.

Moved by Dwayne Kalynchuk and seconded by Roland Richard that the Board accept the Year-To-Date Financial report to Sept 30, 2015.

Carried

Item 5.0: Executive Director Activity Report

Robert spoke to his Activity Report reviewing his activities for the past six months. The major focus of the association staff has been on this National Conference. Robert has also been serving as an advisor to the RBC Attitudes Survey and the National Infrastructure Report Card. Robert continues to distribute and speak to CWWA’s Public Attitudes Report.

Robert spoke to the activities of the technical committees and efforts on the flushable wipes issue. The Security Committee is advancing a national project with Public Safety Canada.

Item 6.0: Personnel Matters (in-camera)

Moved by Jerry Cheshuk and seconded by Colwyn Sunderland that the Board meeting move ‘in-camera’ to discuss specific personnel matters.

Carried

Robert left the room for this board discussion.

Moved by Dwayne Kalynchuk and seconded by Roland Richard that the Board meeting reconvene in ‘open’ session.

Carried

The Board discussed with the executive director, the need to revise the Personnel Policies to include an escalation policy for staff grievances. There should be a formal process for any staff concerns. They should first take their concern to the executive director, but if they are not satisfied with that outcome, how can they escalate that concern to the Board.

Robert was directed to provide such a revised policy to the Board at their teleconference meeting to be scheduled for February.

Robert also proposed a more formal policy concerning the use and payout of bonuses.

Item 7.0: AGM Preparation and Executive Slate for 2016

Robert reviewed the AGM agenda, reports and process.

Moved by Dwayne Kalynchuk and seconded by Bev Mollard that the following Board members be elected as the Executive for 2016:

<i>Colwyn Sunderland</i>	<i>President</i>
<i>Nancy Kodousek</i>	<i>1st Vice President</i>
<i>Diana Qing Tao</i>	<i>2nd Vice President</i>
<i>Andrew Mackinnon</i>	<i>Secretary-Treasurer</i>
<i>Mike Darbyshire</i>	<i>Past President</i>

Carried

Item 8.0: Governance Policy Reviews

Item 8.1: GP-5 Review by Roland Richard

Roland presented his report focusing on membership recruitment and engagement.

Roland made the following recommendations:

- 1. The Board maintain as priority that membership is one of the key ingredients to maintain a sustainable organization.
Each Board member is encouraged to be more pro-active within their respective jurisdictions to actively help with membership recruitment.
The Board requires relevant and current support materials and direction from the staff in order to assist the Board members to help in recruiting and retain members.*
- 2. Continue the Schedule for the Review of Governance Policies by the Board including a schedule for the Monitoring Reports to be submitted by the ED.*
- 3. Continue the Board initiated ED performance review system.*

Item 8.2: GP-13 Review by Bev Mollard

Bev presented her report concerning declarations of interest and made the following recommendations:

1. We should remind ourselves that all Directors must declare any conflict of interest with any agenda item at the start of every meeting and excuse themselves from either the room or the conversation and the vote of that item.
2. Annually, all Directors should disclose their involvements with other organizations, with vendors, or any other Associations that might produce a conflict as required in 13.2.3.

Item 8.3: GP-15 Review by Nancy Kodousek

Nancy presented her report concerning member engagement and made the following recommendations:

1. Review Clause 1.5.1.3 and 1.5.2.4 at the fall meeting to determine outreach method to obtain feedback and appropriate budget to support initiative.
2. Review Clause 1.5.2.2 at the fall meeting to determine the best approach for training of the board for orientation/refresher and other governance issues.
3. That a Member Survey be conducted at least every 5 years to gain direction from our members on issues and priorities.

Item 8.4: BL-2 Review by Jeremy Crosby

Robert presented the report for Jeremy concerning the Board working as one unit. He felt the Board has been in compliance and there are no recommended changes.

Item 8.5: E-2 Review by Robert Haller

Robert presented his report concerning the legislative and policy environment and keeping members informed. He spoke to how staff work to this goal and made the following recommendations:

1. *National Events – we must continue to adapt our program to be relevant to CWWA members first and to provide timely and meaningful sessions on the issues that interest our members. In order to share this information even wider, we must consider how to broadcast or record and rebroadcast sessions.*

2. *Window On Ottawa – we must continue to develop our relationships with federal departments and agencies to keep this event as one of the most informative national events. We would like to see us strengthen the flow of information both ways, providing greater opportunity for our members to ask questions and express their concerns to key federal policy makers and legislators. We will be looking at setting up post-session discussions with our key speakers to provide more informal discussion of topics with our members.*
3. *E-Bulletin – there is great potential for this tool to get interesting information to everyone in our sector and drive traffic to our website.*
4. *Website – the website has become the heart or the major core of all associations. It is the first place members and outsiders go and it is the repository of all our shared information. This can be better organized and set up to hold far more resources. We also want to make most of the resources for ‘Members Only’ adding to the value of membership.*
5. *Technical Committees – Blogs – Each of the committees has been task with collecting relevant resources that would support our members and listing these with as many direct links as possible. We would like to develop the website to also host blog groups representing our many specialties. These would be sites where members can ask questions and post comments for discussion amongst their peers.*
6. *National Toolkit – the purpose of our joint national project is to gather more resources and make them more easily accessible to our members.*

Item 8.6: EL-5 Review by Robert Haller

Robert presented his report on this executive limitation concerning asset protection. He spoke to the methods in place and made the following recommendations:

1. *Consider event insurance*
2. *Need to have the Board approve a new Investment Policy.*
3. *Need to keep developing relevant Position Statements to support the E.D. as spokesman.*

Moved by Colwyn Sunderland and seconded by Dwayne Kalynchuk that the Board accept the recommendations made in the governance policy reviews.

Carried

Item 9.0: CWWA Vision Report

The Board reviewed the draft report of the Vision Session conducted at the Spring Board Meeting in Halifax.

Moved by Colwyn Sunderland and seconded by Dwayne Kalynchuk that the Board accept the Revised Vision Statement as presented in the report:

CWWA is the national voice for all Canadian water/wastewater utilities providing support through advocacy, networking and education.

Carried

The Board agreed that this exercise was more of a priority setting effort and the need to review this list every spring to adjust priorities based on national events. Noting the recent election of the new Liberal Government and their commitment to infrastructure funding, the Board recognized this as an opportunity to advance the argument for water and wastewater investment. This issue was recognized as our highest priority and steps should be taken by the association, and its partners, to advance the argument for water and wastewater as priorities for funding.

Item 10.0: Membership Reports

Robert presented reports on current membership, lost members and new members as well as targets for prospective members.

Item 11.0: Membership Recruitment

He discussed the recruitment packages to go out in November with Board follow-up calls.

It was agreed that the association should conduct a review of its membership rates and categories.

Item 12.0: CWWA External Relationships

Colwyn led this discussion on the importance of CWWA's relationship with other organizations. Top of that list is our relationship with the provincial/regional associations. The FCM, as the association of our municipal elected officials is also an important relationship to work in partnership with them, offering our expertise coupled with their political clout. Other relationships include those with the AWWA and WEF as well as other Canadian associations such as the CWN, CAWQ, CWRA and others as well as with project groups like the National Benchmarking Initiative. It was agreed the Board supported the executive director's efforts to foster these relationships.

Item 13.0: New Business

Robert spoke to the need to authorize Dwayne to continue as a signing authority until the banking arrangements could be made to replace him with Andrew Mackinnon as the new Treasurer.

Moved by Colwyn Sunderland and seconded by Diana Qing Tao that Dwayne Kalynchuk be given extended signing authority for the CWWA until the new treasurer can be set up with the bank and online authority systems..

Carried

Item 14.0 Session Monitor's Remarks

Jerry provided his comments that the meeting had flowed well and had stayed on topic. Materials were received in advance and appropriate direction was given to the executive director. He noted that the Presidents will follow-up with a letter to all staff outlining the Board's directions from this meeting. Colwyn will provide this first letter.

Item 15.0 President's Remarks

Mike provided his final comments as President, noting it was a privilege serving as president. He thanked Robert and his staff and all of the Board members for their support.

Item 16.0 Motion to Adjourn

Moved by Dwayne Kalynchuk that the meeting be adjourned. (4:00 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	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
RÉSEAU	Diana Qing Tao	Y
ACWWA	Roland Richard	Y
CWWA	Robert Haller	Y
Totals		13

Annex 2 – Rolling Actions Items

Board Meeting	Action Item	Assigned to	Target/Status
May 2014	Investment Policy to be developed by the Finance Committee	Robert and Committee	Jun 2016
May 2014	Honorary membership – need a policy for who and why and what benefits etc.	Robert	Jun 2016
May 2014	Position Statements Review referred to Committees including PPCP	Robert	Through 2016
Nov 2014	Governance Policy Review – as per accepted schedule – Robert to find volunteer reviewers amongst the Board	Robert	For each meeting
Oct 2015	Personnel Policies reviewed and changes recommended including escalation policy and bonus policy	Robert	Feb 2016
Oct 2015	Recruitment Campaign with Board follow-up	Robert All Board	Nov-Dec 2015
Oct 2015	Declaration of Interest – Board to complete and submit an Annual Declaration of potential conflicts of interest	Robert	Feb 2016
Oct 2015	Vision Statement and Priorities – to be reviewed every Spring	All Board	Jun 2016
Oct 2015	Membership Rate Review – staff to conduct a review of all rates and categories	Robert	Jun 2016