

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

MINUTES

MEETING OF THE BOARD OF DIRECTORS
OTTAWA, ON

June 7 & 10, 2016

as approved November 13, 2016

JUNE 7, 2016

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

Item:1.0: Roll Call & Introductions

President Colwyn Sunderland called the meeting to order at 1:10 pm Eastern Time. Colwyn completed the roll call and the record is attached as Annex 1 to these minutes.

Item 1.1: Session Monitor

Andrew MacKinnon 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 1.3: Declaration of Conflicts of Interest (Annual)

In accordance with Board policy, all board members are to complete and submit an annual declaration form. Robert distributed then collected the forms. The forms will be emailed to all those not present.

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

Moved by Mike Darbyshire and seconded by William Fernandes that the Agenda be adopted as presented.

Carried

Item 3.0: Approval of Meeting Minutes**Item 3.1: Board Meeting of February 19, 2016**

Moved by William Fernandes and seconded by Bev Mollard that the Minutes of the meeting of February 19, 2016 be adopted as presented.

Carried

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

Andrew MacKinnon, Secretary-Treasurer, spoke to the draft management letter from the Auditor. Robert Haller and Richard MacNeill (OTUS) spoke to the details of the letter noted which past concerns that have all been addressed with new processes this year to ensure dual-signature, credit card review and bank reconciliation review.

Moved by Bev Mollard and seconded by William Fernandes that the Auditor's Management Letter for 2015 be accepted.

Carried

Item 4.2: Draft Audited Statements for 2015

Andrew MacKinnon spoke to the draft audit report. Richard MacNeill reviewed the key items and noted that 2015 ended with a surplus of \$40,233.

The board discussed appropriate reserve targets, suggesting a range between 6 months and 1 year would be best. Andrew, Colwyn and Robert agreed to work on a reserve policy based on risk.

Moved by Roland Richard and seconded by Mike Darbyshire that the Audited Financial Statements for 2015 be accepted.

Carried

Item 4.3: Year-To-Date Financial to May 31, 2016

Richard MacNeill reviewed the Year-To-Date summary noting an overall increase in revenues, although concern with memberships. The report was received by the board for information.

Item 5.0: Executive Director's Activity Report

Robert presented his Activity Report highlighting efforts on infrastructure advocacy in response to the federal budget and infrastructure funds. Efforts continue on flushable wipes as well as value of water.

6.0: CWWA Vision Review

Colwyn Sunderland led a review of the CWWA Board Vision developed a year earlier in Halifax. He asked for input as to what has changed or what were the priorities.

Some of the items noted by the board members were:

- New federal government with commitment to infrastructure renewal and innovation
- Even with new federal funds, there is not enough, so how do we innovation and and reduce costs?
- With climate change, how can we be more resilient and sustainable?
- Considering energy, how do we move toward Net Zero?
- Water Reuse and resource recovery potential
- Meeting WSER may demand more energy and produce more biosolids
- Public perception of biosolids is poor – need to recognize value in land application and energy potential – a need to bridge the gap between good research report vs the information made available to the public (similar to fluoride debate) – defining biosolids from septage
- Federal policy on manganese? (CWWA has responded)
- Potential for CWWA Guidance Documents
- Sustainable Utilities and HR issue like retirements and succession planning
- Emerging contaminants PPCP's
- Stormwater – I & I – combined sewers

Robert spoke to the need to react or provide input to the federal government on:

- The infrastructure plan and funding
 - o Criteria, requirements, access
 - o Asset mgt funds and support
 - o Focus on innovation
 - o Climate change and energy
 - o WSER – possible review and flexibility

The board then each voted to determine what were the main priorities

- | | |
|--|----|
| - Infrastructure and asset management | 12 |
| - Flushable wipes | 12 |
| - Climate Change – resilience, energy and innovation | 8 |
| - Resource Recovery | 4 |
| - WSER – follow-up | 4 |
| - Sustainable Utilities | 3 |
| - Communications | 3 |
| - Stormwater | 2 |

The Board discussed the CWWA role in these issues. In addition to providing a voice to the federal government, it was essential that CWWA develop tools and resources to support members on these issues.

The Board felt it was important to get member input on setting priorities. Staff will conduct a member survey providing a list of these priorities and letting members rank them in importance. Members may also add any issues we may have missed.

The survey will also ask for comments on CWWA services, events, communications and advocacy efforts to get a sense of value for membership fee.

Advocacy:

Robert spoke to the Board about the federal budget and infrastructure funds. The efforts made by CWWA already and the need to continue to provide input as they develop Phase 2 of the program. CWWA is collaborating with WEF and AWWA Canadian Affairs Committees on sharing information as well as the development of support tools.

CWWA is collaborating with other national associations with regard to the budget, working with FCM, CWN, CWRA, CNAM, SOWC and more.

Monitoring Report:

Andrew MacKinnon provided his comments on the meeting so far – noting that materials were all received a week before the meeting. He felt the board stayed focused for the most part and it was a very well conducted and productive meeting.

Moved by David Albisser that the meeting be adjourned until Friday, June 10, 2016. (5:00)

Carried

JUNE 10, 2016

Item:1.0: Roll Call & Introductions

President Colwyn Sunderland called the meeting to order at 8:40 am Eastern Time. Colwyn completed the roll call and the record is attached as Annex 1 to these minutes.

Item 1.1: Session Monitor

Bev Mollard 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

Andrew asked that the issue of a Reserve policy be added to the agenda.

Moved by Andrew MacKinnon and seconded by William Fernandes that the Agenda be adopted as amended.

Carried

Item 7.0: Membership

Robert provided a list of all members and a report on members lost and gained showing a 23% drop in overall numbers of members, but only a slight increase in revenues. The Board also reviewed the list of targeted municipalities in the latest recruitment effort.

The Board discussed the need to identify CWWA from all the other water associations out there. What are the tangible benefits we offer and the value for money? There was a desire to create more tangible tools and resources like guidance documents.

The Board discussed the rate structure and if this was a factor in retaining and attracting members. Most felt that rates (at least the current rates) were not a concern to members. There was some concern that raising rates could affect membership.

Robert expressed a concern to review the rates structure for fairness. The utility structure is based on population while the private sector membership is based on revenues, but there is not enough clarity as to regional or national offices of larger corporations.

There was a discussion of 2-tier municipalities that are double charged for memberships – example of Ottawa pays one membership while Edmonton, EPCOR and ACRWC all pay memberships for Edmonton area.

Staff in many municipalities are not allowed to travel; especially smaller communities. They feel they can let the big cities handle the national issues for them. They need more tangible services and resources to show value to them.

Some felt that the goodwill and advocacy efforts of CWWA were a good selling point – that everyone needed to contribute to what we were doing. It was recognized that we needed to find the right person in each utility and that the approval process could take a long time.

A key comment on our CWWA rate structure was in the way we present it. The table suggests large jumps between categories when in fact it is more gradual. Staff should look at amending the form to show a more gradual increase.

The Board discussed the need to better publicize what we are doing for our members. CWWA needs to get better at promoting itself and our actions to our members and better publicize our campaigns. CWWA could use social media better.

Our Prime Contacts in each municipality have a challenge to convince their political Council of the need to join or remain in the CWWA. It was suggested that, with the Membership Renewal Letter include a one-pager to assist in outlining the benefits of membership to the Council.

It was agreed to end the discussion, but there is a need to form an ad hoc committee to summarize this discussion and try to clarify actions for the board. And staff. Colwyn, Edith, William and Nancy all agreed to be the committee.

Committees:

There was a desire for us to start recognizing our committee volunteers, especially the Committee Chairs.

We need to better communicate the work of the committees to attract participation and membership. It would be good to get committee chairs to attend CWWA conferences and then meet with the Board. Meanwhile, the system of having a Board liaison on each committee must continue.

It was proposed we needed to form a Utility Leadership Committee immediately. In addition to Carl Bodimeade who is working on terms of reference, Colwyn, Ted, Mike, Chris and Roland all agreed to be on this committee.

Window on Ottawa:

The Board discussed the success of the event. It was suggested staff distribute a “Post-Window” summary to all members showing the value of the Window On Ottawa. The Board agreed that moving the Window to June was a good idea. The advocacy session was appreciated and post-presentation time with speakers. There was great praise for the staff, not just their administrative work, but their technical knowledge on topics.

Some felt there was little variation from previous Windows with a lot of repeat sessions. We need to look at new ideas.

It was suggested we communicate better with other associations about coordinating our events.

Nancy Kodousek spoke to the tour of the CWWA office and the meeting with staff. She shared their comments and suggestions for improving CWWA.

Item 11.0 Executive Director Monitoring and Remuneration Committee

To accommodate board members' travel schedules, this item was moved up in the agenda.

Moved by Mike Darbyshire that the meeting move in-camera to discuss personnel matters (10:30).

Carried

Robert left the room and the Remuneration Committee reported to the Board.

Moved by Mike Darbyshire that the meeting reconvene in open session (11:15).

Carried

Item 8.0: Governance Policy Reviews

Item 8.01: Review of GP-2

Following up on discussions from June 7th, Colwyn Sunderland proposed an amendment to GP-2 concerning Reserve levels (unrestricted net assets). In order to develop a healthier reserve for the association, we should aim at a 5% surplus over the annual cost of operations.

Moved by Mike Darbyshire and seconded by Andrew MacKinnon that Governance Policy GP-2 be amended to set an annual target of 5% surplus over the annual cost of operations.

Carried

Item 8.1: Review of GP-4

Colwyn Sunderland presented his report on the review of Governance Policy GP-4 concerning Officers of the Board. There were no recommendations.

Item 8.2: Review of GP-7

Mike Darbyshire presented his report on the review of Governance Policy GP-7 concerning the Role of the President. There were no recommendations to the policy, but suggested this report be conducted by someone 'other' than the president or past president.

Item 8.3: Review of GP-8

Colwyn Sunderland presented his report on the review of Governance Policy GP-8 concerning the role of the Vice President. There were no recommendations.

Item 8.4: Review of GP-9

Nancy Kodousek presented her report on the review of Governance Policy GP-9 concerning the Role of the 2nd Vice President. There were no recommendations to the policy, but suggested the routine of including the VP's in discussions with the President and Executive Director should continue.

Item 8.5: Review of BL-4

Mike Darbyshire presented his report on the review of Governance Policy BL-4 concerning the Monitoring of the Executive Director. There were no recommendations to the policy, but suggested the board consider simplifying or outsourcing the monitoring and review.

Moved by Andrew MacKinnon and seconded by Nancy Kodousek that the Governance Policy Review Reports for policies GP-4, GP-7, GP-8, GP-9 and BL-4 be received and accepted.

Carried

Item 8.6: Review of Ends Policy E-3

Robert presented his report on the review of the Boards End E-3 concerning the association's collaboration with other water associations. He reviewed CWWA's relationship with other associations. He made the following recommendations:

1. Of all our regional associations, our relationship with Réseau Environnement is our weakest. Our membership is just one utility and our participation or exposure at their events is minimal. The Réseau Environnement rep to our board has committed to helping to rebuild this relationship.
2. While we have completed a national survey with the AWWA CAC and published the Attitudes Report with BCWWA, we need to get the joint committee active on project development. The advisory committee is formed and staff are ready to support. We are rolling out a letter campaign concerning the federal budget within weeks.
3. The relationship with the CWN is one that will need constant observation and discussion. We share corporate members, but also target the same individual leaders for participation. As we both expand efforts around utility leadership and infrastructure, we need to do so together.

Item 8.7: Review of Executive Limitation Policy EL-3

Robert presented his report on the review of the Executive Limitation EL-3 concerning the financial planning. He made the following recommendation:

1. It is certainly time for a full review of our rates and rate structure.

Item 8.8: Review of Executive Limitation Policy EL-4

Robert presented his report on the review of the Executive Limitation EL-4 concerning the financial condition and activity of the association. He reviewed CWWA's financial systems, processes and safeguards. He made the following recommendations:

1. Perhaps a wording in the policy to allow for event bookings over \$50,000 to allow up to \$100,000 if reasonably offset by revenue expectations.

Robert spoke to the concerns of approving commitments of over \$50,000 for event bookings. This is fairly regular expense to book facilities and pay expenses. The Board discussed the proposal. There were questions on the potential for delays.

The item was deferred to a future meeting.

Item 8.9: Review of Executive Limitation Policy EL-10

Robert presented his report on the review of the Executive Limitation EL-10 concerning Position Statements and Public Information. He spoke to the new process for developing positions. He made the following recommendations:

1. Need to get the technical committees activated in this position review process.

Moved by Colwyn Sunderland and seconded by Ted Robbins that the Board accept the review reports for policies E-3, EL-3, EL-4 and EL-10 be received and accepted.

Carried

Item 9.0: Board Terms of Office

Robert presented the report onboard terms of office noting we needed new Utility Reps for Alberta, Manitoba and Quebec, while the regional associations needed to confirm their representatives.

Robert and Mike will commence the recruitment of new reps. Colwyn suggested that the Board start considering who might be the next 2nd Vice President.

Item 10.0: National Water & Wastewater Conference

Robert provided a brief update on the planning for the NWWC2016 in Toronto in November.

Item 12.0: President's Remarks

Colwyn thanked all the board members for their participation and contribution to the meeting.

Item 13.0: Session Monitor

Bev noted the good preparation for the meeting and reports in advance. She noted the focus on objectives leading to a good discussion. All items were actioned or appropriately deferred.

Item 14.0: Motion to Adjourn

Moved by Roland Richard that the meeting be adjourned. (12:00 noon)

Carried

Annex 1 – Attendance at the Board Meeting

From	Name	June 7	June 10
		Yes / No	
BC	Ted Robbins	N	Y
YT	David Albisser	Y	Y
AB	Mike Darbyshire	Y	Y
NT	Chris Greencorn	Y	Y
SK	Jerry Cheshuk	N	N
MB	Vacant	-	-
NU	Vacant	-	-
ON	Bev Mollard	Y	Y
ON	Nancy Kodousek	Y	Y
QC	Richard Fontaine	N	N
QC	Vacant	-	-
NB	Kendall Mason	N	N
PE	Matt Duffy	Y	Y
NS	Andrew MacKinnon	Y	Y
NL	Lynnann Winsor	Y	Y
Director- at-Large		-	
BCWWA	Colwyn Sunderland	Y	Y
WCW	Edith Phillips	Y	Y
OWWA	Ray Miller	N	N
WEAO	William Fernandes	Y	Y
RESEAU	Diana Qing Tao	N	N
ACWWA	Roland Richard	Y	Y
Total		12	13
CWWA	Robert Haller	Y	Y

ANNEX 2 – Rolling Action Item List

Board Meeting	Action Item	Assigned to	Status/Target
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	Utility Committee – to provide advice on national conference	Robert	Call ad hoc committee meeting
June 2016	Membership Survey on ranking priorities and gaging satisfaction	Robert	Summer 2016
June 2016	Advocacy – to continue advocacy input on federal budget	Robert	Ongoing
June 2016	CWWA Promotion – better promotion of what CWWA is doing, share our efforts with members	Robert	Ongoing
June 2016	Window on Ottawa – post event promotional blast	Robert	June 2016
June 2016	Redesign of rate structure table to appear less dramatic in jumps	Robert	Dec 2016
June 2016	Renewal Letter with one-pager for municipal councils on the benefits of CWWA membership	Robert	Dec 2016
June 2016	Ad hoc Committee on Rates and Value of Membership	Colwyn, Edith, William, Nancy	Fall 2016
June 2016	Social Media – time to develop a social media strategy for better outreach	Robert	ongoing
June 2016	5% Surplus – policy approved to plan for 5% surplus over operating costs	Robert	ongoing
June 2016	E.D Spending limit – to increase limit from \$50k to \$100k for event commitments	Finance Cttee	deferred

