

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

MINUTES

MEETING OF THE BOARD OF DIRECTORS
ALBERT AT BAY HOTEL, OTTAWA, ON

June 7th, 2017

as approved Nov 5, 2017

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

Item 1.0: Roll Call & Introductions

President Nancy Kodousek called the meeting to order at 10:05 am Eastern Time.

Clayton Tiedemann agreed to be Session Monitor.

Item 1.2: Declarations of Interest for this Agenda

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 2.0: Approval of Agenda

Receive agenda as amended on timing to work through the lunch period.

Moved by Mark Butler and seconded by William Fernandes that the Agenda be received as amended.

Carried

Item 3.0: Approval of Meeting Minutes

3.1 – Minutes of November 13, 2016

3.2 – Minutes of November 16th, 2016

3.3 – Minutes of March 27th, 2017 (Teleconference)

2 minor corrections were made to the March 27th Teleconference: Clayton Teidemann was present for the teleconference on March 27th, 2017 and to correct the date from 2015 to 2016.

Moved by Colwyn Sunderland and seconded by Greg Archibald that the Minutes of the meetings of November 13, 2016, November 16, 2016 and March 27, 2017 be accepted as amended.

Carried

Item 4.0: Financials

Robert Haller introduced CWWA's v-CFO Richard McNeil, President and CEO of Otus Group.

Item 4.1: Auditors Draft Management Letter

Richard spoke to the draft management letter from the auditor and reported that it was another clean audit with no issues. He highlighted a paragraph in the Auditors Letter: "In our opinion, the financial statements present fairly, in all material respects, the financial position of Canadian Water and Wastewater Association as at December 31, 2016, and the results of its operations and its cash flows for the year then ended in accordance with Canadian accountings standards for not for profit organizations."

Moved by Bev Mollard and seconded by Andrew MacKinnon that the Board accept the 2016 Financial Statements and Auditor's Management Letter.

Carried

Item 4.2: Draft Audited Financial Statements 2016

The financial statements showed that 2015 vs 2016 cash and investments went up by 155K

- Unrestricted Net Assets increased from 89K in 2015 to over 200K in 2016.
- Statement of Operations: Revenue 2015 vs 2016. Increase in contract revenue from 65K to 101K. The reason for the increase is the contract with Public Safety Canada and Dalhousie University in 2016
- Conference revenue went up from 332K in 2015 to 434K in 2016. We had very good results in the conferences in 2016 and it was mentioned that there was no Window on Ottawa in 2015.
- Expenses: Conference expenses went up in 2016 from 194k to 251K. This is in direct relation to the bigger conference held in 2016.
- The goal in the coming years is to hold a conference with 600 delegates and consistently run the NWWC and the WOO every year.
- Management Letter from the auditors: there were no concerns.

A suggestion was made that CWWA rotate audit firms every 5 years with a request for quote by 3 audit firms.

Item 4.3 Year to Date Financial Report to April 30th 2017

Cash and Investments: year over year increase of 80K

Net Assets have increased 187K year over year

No overdue in AR. AR is in good shape

Current balancing ratio (ability to meet short term commitments) 4.94:1

Deferred revenue coverage (cash on hand should exceed deferred revenue balance. Deferred revenue is the money you received but have not spent yet for a future project) 15:1 this is a very healthy ratio.

Income statement: Membership is the only concern. Forecasting to be on budget with 3 major cities confirmed to pay.

Expense: we are under budget. Payroll under spent by 15K

Forecasting 102K net income – relative to an 85K net income budget. Forecasting at this time to be 16K better than budgeted.

Item 4.4: Report on Revised Budget Forecast

Robert addressed the board for approval on three items that were major additions to the 2017 forecast:

1) Staff salary increase

Robert was conducting a payroll review and expected to adjust all staff salaries and expected a total of around \$25,000 increase overall

2) Office Renovations

Robert advised of water damage due to leaking roof. Making claim to Condo Corporation but we will need to invest up to \$15,000 for walls, carpets and painting

3) CWN/PSD project

Robert spoke to opportunity to be a partner with Canadian Water Network and Public Sector Digest, as well as FCM and Infrastructure Canada on a national report on infrastructure. This project met our goals on addressing infrastructure as a priority, creating materials and working with our partners. Commitment could be up to \$20,000

Moved by Colwyn Sunderland and seconded by Greg Archibald that the Financial Forecast be amended to include \$60,000 for staff salaries (\$25,000), renovations (\$15,000) and infrastructure project (\$20,000).

Carried

Item 5.0: Executive Directors Activity Report

Robert presented his Activity Report highlighting efforts on:

- Federal Budget and Advocacy: Roberts's efforts have been meeting with FCM and coordinating discussions with CNAM, CPWA, CWRA, CWN, FLOW AND SOWC with regular teleconferencing.
- Other Federal Advocacy: WaterSense- our Committee is working with Alliance for Water Efficiency on how best to react or respond to EPA funding cuts to the WaterSense program. Working out what we say to the US and what role we play on the matter in Canada.

- Lead Guidelines: We are addressing lead concerns across Canada and leading the effort to create one position on lead in Canada. We are working with AWWA and providing comments to Health Canada on the Guidelines Concerns about overnight non-compliance. Recognition will take time but when the media is ready that provincial regulators are prepared with statements.

IWA: We are the last standing bidder. The US pulled out. One concern is the date of the conference to not conflict with any other association's conference date. We are looking to do it in the summer but it may be pushed to November. Robert will likely travel to IWA meetings in Prague to finalize selection of Toronto.

- Executive director travels: critical for branding and the face of CWWA

Item 6.0 Governance Policy Reviews

Robert requested to defer this for a couple of months to the fall meeting due to shortened time. The schedule is presented to the board and the items that were expected from board members can be moved to the fall meeting. The annual financial planning cannot be skipped at this time.

There was a discussion for restructuring the old and new board meeting in the fall to one meeting. Sunday would have the old and new meeting combined with the future visioning involving the new members. On the Wednesday would be a very brief new board meeting where the budget is adopted and approved. Also discussed was to repeat the board orientation that Colwyn presented in 2016.

*Action Item: Rough schedule of the AGM/NWWC for board as soon as possible

*Action Item: Capture recommendations and how to act on them and how to review them. A report on how we track reviews

Item 6.1: Governance Policy EL-3

Robert presented his monitoring report on Financial Planning. He recommended a full rate review soon.

Moved by Colwyn Sunderland and seconded by Andrew MacKinnon to receive monitor report on EL-3 financial planning.

Carried

Item 6.2: Governance Review Schedule

Robert shared the Schedule and Assignment of Board Self Evaluation. Volunteers needed to handle the remaining review assignments for 2017. Board members volunteered for the following Policy Reviews.

| Policy | Reviewer |
|---------------|-------------------|
| GP-1 | Clayton Tiedemann |
| GP-13 | Michele Grenier |
| GP-14 | Greg Archibald |
| GP-15 | William Fernandes |
| BL-1 | Colwyn Sunderland |

It was recommended there be a better follow-up and tracking of the GP Reviews.

Item 7.0: Committee Reports

A discussion on the Biosolids Committee is needed during Strategic planning

Moved by Colwyn Sunderland and seconded by Andrew MacKinnon to receive committee reports.
Carried

8.0 Board Recruitment

A review of what vacancies are coming up and what nominations need to made were discussed.

Nancy: Completes second term this fall. Option to stay on as a past president with 2 options:

- 1.) Extend her as the Ontario rep for one more year
- 2.) Open up her seat and get a new recruit and offer her a position at large

Andrew completes his second term and he is searching for new rep. This will open up a Treasurer Positon that needs to be filled.

BCWWA has elected David Main as the replacement for Colwyn Sunderland

Western Canada has named Vickie Campbell to replace Kevin Syrnick

Lynnann Winsor: Option to stay on for a second term

Discussion about the 2nd VP: Interest to be discussed before fall meeting. A teleconference in September is needed to discuss this.

Bev Mollard to step down in November and her seat will be open for election. Terry Bender will be recommended by Bev as a nominee.

*Action Item: Agenda Item for November meeting to discuss recruitment and board succession.

9.0 E.D Review Monitoring

Moved by Nancy Kodousek and seconded by William Fernandes that the meeting move in-camera to discuss the evaluation of the executive director.

Carried

The board discussed the evaluation conducted by the President and Past-President and will discuss with Robert after the meeting.

Moved by Colwyn Sunderland and seconded by Andrew MacKinnon that the meeting return to open session.

Carried

Item 10.0 Vision Review

Colwyn Sunderland led the CWWA Board Vision exercise based on what was developed last fall in Toronto. He asked for input as to what has changed or what the priorities were.

The current activities are reviewed by the board were as follows:

- Communication:
 - e-Bulletin, Publications – *Who benefits:* members and potential members and federal contacts. *Resources:* These are revenue generators. Resources: 20% - 1 FTE
- Committees:
 - Meeting to review and provide comments to federal agencies upon request and looking at draft legislation. *Who Benefits:* Utility members, federal government. *Resources-* 1 FTE and volunteers at 50%
 - Working on promoting new research. *Who Benefits:* All members, committee members. *Resources:* self-financed and volunteers, .5 FTE
 - Developing position statements as a resource to our members. These are posted to our website and available to our members. *Who benefits:* government and members. *Resources:* Volunteers
- Conference: *Who benefits-*members, utilities, exhibitors, consultants, government. *Resources-* 30%, 1 FTE
- Window On Ottawa: *Who benefits:* members, government. *Resources:* 10%, 1FTE
- Networking/External relations: *Who benefits-*members, water sector. *Resources-*15-20%, .5 FTE
- Advocacy: *Resources-*negligible

Opportunities: What could we be doing?

- Further distribute and promote comments on Regulations
- Further involve vendors and the private sector
- More focused effort on lobbying (Robert) or influence
- More formal educational role in utility leadership/management (CEUS)(CPD's)
 - Can we work with AWWA to bring program/training to Canada?
- Standard and tools for climate adaptation and asset management
- Online presence
- Governance (Non technical leadership and innovation)
- Climate Change
- Utility Leadership
- Innovation:
 - Create an innovation board on the website where municipalities can share their ideas and accomplishments.
 - Innovation Awards
 - Climate Adaptation with FCM-green infrastructure
- Communication Strategy – Online Presence (website, social media, forums)
 - News media
- Threat - Biosolids:
 - The board discussed the importance of biosolids and what needs to be done to be more of a national voice on this topic.
 - There is plenty of research but what is needed is someone who can take the research and make it understandable to municipalities. (Translation and communication) this piece has not been done successfully yet.
 - The opportunity to put new resources to work as there is urgency around this issue.

Key issues identified last fall as:

- Safe Drinking Water
- Sustainable infrastructure
- Climate Adaptation
- Utility Leadership
- Other (Adding Flushables, biosolids and governance and enforcement in this category)

*Change Safe drinking water from 20% to 15% as it is a lowered priority this year.

*Action Item: more effort into E2. We need to increase percentage

*Action Item: Develop a Strategic Plan/Operational plan

*Action Item: BOD to update End Policy

Robert quickly updated board on Montreal and Reseau. Montreal has decided to stay on as a member and we have 2 years to develop a relationship with them. There is a feeling that Reseau is not sincere and we will not partner with them for a conference.

CWN: there has been no advancement here. There have been discussions about avoiding collision and better cooperation between the associations.

There was a discussion of WSER implementation and enforcement - enforcement of minor infractions and inconsistency.

Item 11.0 Session Monitor's Report

Clayton reported that the meeting started slightly late but ended on time. There was very good positive participation that generally stayed on topic. He noted that Board takes their roles seriously. The vision exercise was positive as well. This was overall a good productive meeting.

Item 12.0: Motion to Adjourn

Meeting adjourned. (3:00 pm)

**Annex 1 – Attendance at the Board Meeting
June 7, 2017**

| From | Name | Attending |
|--------------------|-------------------|-----------|
| | | Yes / No |
| BC | Ted Robbins | N |
| YT | David Albisser | N |
| AB | Clayton Tiedemann | Y |
| NT | Chris Greencorn | N |
| SK | vacant | N |
| MB | Greg Archibald | Y |
| NU | Vacant | |
| ON | Bev Mollard | Y |
| ON | Nancy Kodousek | Y |
| QC | Vacant | |
| QC | Vacant | |
| NB | Kendall Mason | N |
| PE | Matt Duffy | Y |
| NS | Andrew MacKinnon | Y |
| NL | Lynnann Winsor | Y |
| Director- at-Large | | |
| BCWWA | Colwyn Sunderland | Y |
| WCW | Kevin Syrnick | N |
| OWWA | Michele Grenier | Y |
| WEAO | William Fernandes | Y |
| RÉSEAU | Diana Qing Tao | N |
| ACWWA | Mark Butler | Y |
| CWWA | Robert Haller | Y |
| Totals | | 12 |