

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

**MINUTES**

MEETING OF THE BOARD OF DIRECTORS  
LORD ELGIN HOTEL, OTTAWA, ON

**June 4<sup>th</sup>, 2018**

as approved October 9, 2018

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

**Item 1.0: Call to Order, Roll Call & Introductions**

President Diana Tao called the meeting to order at 10:15 am Eastern Time. The meeting began with introductions and one fact about each Board member.

David Main 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**

*Moved by Greg Archibald and seconded by Clayton Tiedemann that the Agenda be approved.*

*Carried*

**Item 3.0: Approval of Meeting Minutes**

**3.1 – Minutes of March 27, 2018**

Diana Tao and Robert Haller quickly recapped the minutes of March 27, 2018.

*Moved by Roland Richard and seconded by Vicki Campbell that the Minutes of the meeting of March 27, 2018 be accepted as presented.*

*Carried*

**Item 4.0: Financials**

Robert Haller introduced Richard McNeil, President and CEO of Otus Group, and CWWA's contracted CFO to present the financial reports.

**Item 4.1: Auditors Draft Management Letter**

Richard McNeil reviewed the letter of the Auditor noting the standard statements of independence and their role. He noted they just required the approval of the draft statements from the Board to proceed.

The only recommendation from the auditor was for someone independent of the invoice preparation be the one to collect payments and prepare the bank deposits. Richard noted that, while this would be ideal, we a small association so this is not possible and the auditors understand this. There were no questions of fraud or error and management decisions were all good.

**Item 4.2: Draft Audited Financial Statements 2017**

Richard reviewed financial statements noting:

- Net Assets up in 2017 - increased from \$347,287.00 in 2016 to \$456,443.00 in 2017.
- Revenue comparative: we met our 5% surplus target and revenues were up in 2017 due to the national survey project with Public Safety Canada and Dalhousie University – we are working on a phase 2 of this project but will not see any revenue in 2018
- Staff expenses up slightly in 2017 due to some approved education

*Moved by Greg Archibald and seconded by Ryan Johnson that the Financials Statements of 2017 be approved.*

*Carried*

**Item 4.3 Year to Date Financial Report to April 30<sup>th</sup> 2018/Revised 2018 Forecast**

Richard & Robert reported the following:

Cash and Investments were up year over year (\$46,641.00) and Net Assets have gone up (\$66,507.00). There is only one overdue item in Accounts Receivable due to the condominium corporation owing for renovations. Our current balancing ratio (ability to meet short term commitments) 4.53:1, meaning \$4.53 assets to every \$1 value of debt, while 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) 19.85:1

For the Income statement and Forecast, membership is the only concern as 3 major cities are yet to confirm payment. Some assistance may be required from the Board. We are still forecasting to be \$6,000 better than budgeted.

**\*Action Item: BOD would like a dissolution policy for the board's basic liability's and legal obligations.**

**Item 5.0: Executive Directors Activity Report**

Robert presented the CWWA Activity Report noting the work of the committees, his advocacy work and efforts toward IWA 2022 in Toronto as well as sponsoring the IWA Young Professionals Conference in 2019.

**Item 6.0 Governance Policy Reviews**

Robert quickly reviewed the role of the Board and the role of the Executive Director and how we look at our Governance Policies.

**Item 6.1 Governance Policy GP-2 Resource Allocation**

Greg Archibald presented his report on GP-2 Resource Allocation – That the Ends shall be achieved within the funding available in the year - after providing for operational facilities, governance and statutory obligations and he felt we achieved this ‘most’ of the time. He made the following recommendations:

1. Opportunity to increase French language communication to increase Francophone member engagement and understanding.
2. Opportunity to continue building relationships with other water organizations.
3. Opportunity to improve organization of information on website.

**Item 6.2 Governance Policy GP-3 Governing Style**

Clayton Tiedemann presented his report on GP-3 Governing Style - The Board will govern with an emphasis on outward vision rather than internal preoccupation, encouragement of diversity in viewpoints, strategic leadership more than administrative detail, clear distinction of Board and Executive Director roles, collective rather than individual decisions, future rather than past or present, and proactively rather than reactively.

Clayton noted that we could do better with our gender and ethnic diversity. There is a clear understanding of the role of the board and that of the Executive Director. The Board does cultivate a sense of group responsibility and has worked hard on tasks such as visioning, SWOT Analysis and strategic planning. The board’s policies do reflect the values and perspectives about the Ends to be achieved. He believes the board should better address the issue of attendance at meetings, but noting that the logistics of travelling are challenging. Historically, we have had trouble filling our northern board seats. He believes the process of monitoring the board’s performance at each meeting is valuable and a discussion of the evaluation following a board meeting should be encouraged. He made the following recommendations:

1. Ensure CWWA Board of Director’s representation is diverse as possible to reflect the overall Canadian cultural mosaic.
2. Maintain an ongoing review and refreshment of the 5 year strategic plan.
3. Develop a strategy to address geographic gaps in Board representation.
4. Maintain the annual new Board members orientation.
5. Ensure a thorough and critical discussion of the Board’s performance at each meeting occurs following the moderator’s report.

**Item 6.3 Governance Policy GP-6 - Agenda Planning**

William Fernandes presented his report on the GP-6 Agenda Planning - To accomplish its role with a governance style consistent with Board policies, the Board will follow an agenda that annually examines Ends policies and that continually improves Board performance through Board education and enriched input and deliberation. He stated that this is done regularly through our scheduled review process. The Board will bring in Colwyn Sunderland in November for an orientation session. He made the following recommendation:

1. Review the means and ends of the organization and ensure that we are achieving the ends within the means allotted.

**Item 6.4 Governance Policy BL-4 Monitoring Executive Director Performance**

Diana Tao presented her report on the BL-4 Monitoring Executive Director Performance - Systematic and rigorous monitoring of Executive Director job performance will be solely against the expected Executive Director job outputs: organizational accomplishment of Board policies on Ends and organizational operation within the boundaries established in Board policies on Executive Limitations.

She noted Item 4.1- "Monitoring is simply to determine the degree to which Board policies are being met. Data that do not do this will not be considered to be monitoring data;" and suggested that the Board remove this clause as it is unclear and she was unclear and is repeated in Item 4.2. Robert interpreted this as a protection for the E.D. to ensure he is only measured against the policies and performance. If it is not in the policy, then it is not to be reviewed. It was then suggested that the sentence be removed from the Clause "Data that do not do this will not be considered to be monitoring data;"

*Motion:*

*Moved by Michelle and seconded by Greg Archibald that BL-4 Item 4.1 be amended to remove the last sentence "Data that do not do this will not be considered to be monitoring data".*

*Carried*

*Moved by Roland Richard and seconded Nancy Kodousek that the Governing Policy Reviews and recommendations for GP-2, GP-3, GP-6 and BL-4 be accepted.*

*Carried*

**Item 6.5 Governance Policy E-3 – End Policy 3**

Robert Haller presented his report on End E-3 - Organizations in Canada's water industry collaborate effectively toward sustainable water resources and infrastructure. He felt the most important partnerships we have are with the six Regional Associations which are represented on the Board. Each of these Associations is also with AWWA and WEF and we are formally recognized as a full member of the Canadian Affairs Committee with each. Our most powerful relationship is with FCM and we work very closely with this group. We are working with them on several national fronts. Robert stated that we work very hard on creating coalitions with these

organizations. The group we have the most crossover with is the CWN (Canadian Water Network) and we need to clarify that role between advocacy and research. He recommends that we strengthen our partnership with CWN.

- 1.To strengthen our partnerships with our Regional Association partners by move from an annual membership fee to a longer term MOU based on mutual support and reciprocal arrangements.
- 2.Continue to work with the WEF and AWWA CAC's on coordinating national efforts on informing our members and developing Canadian materials/campaigns on issues such as Value of Water.
- 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 6.6: Governance Policy EL-3 - Financial Planning**

Robert presented his report on executive limitation EL-3 Financial Planning - Financial planning for any fiscal period shall not deviate materially from the Board's Ends priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

Robert reported that all financial spending supports the Ends and supports advocacy. Risk incurring situations are considered unacceptable. We are audited every year and our systems are solid and projections are clear. The Board approves the budget with a surplus target. There are no plans to reduce current assets. Robert suggested that we have a full review of our membership rates as it has been many years since it has been looked at.

#### **Item 6.7: Governance Policy EL-4- Financial Condition and Activity**

Robert presented his report on the executive limitation EL-4 - Financial Condition Activity- With respect to the actual, ongoing financial condition and activities, the Executive Director shall not cause or allow the development of fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in Ends policies.

Robert reviewed each of the sections and demonstrated how he stayed within the limitations of the policy to ensure good fiscal management.

*Moved by Roland Richard and seconded by Clayton Tiedemann that the board accepted the monitoring reports E-3, EL-3 and EL-4.*

*Carried*

*Moved by Diana Tao and seconded by Jesse Hulsman that agenda items 7 and 8 be moved to after lunch.*

*Carried*

**Item 7.0: Committee Reports**

Robert called upon any liaisons to speak towards their committees. Most of this was covered in the CWWA Activity Report so there was no discussion.

**8.0 Board Recruitment**

A review of what vacancies are coming up and what nominations need to made were discussed as follows:

- Yukon territory representative is named and will start in November
- Unsure if Ted Robbins from BC will take a second term
- Kendall Mason from NB will accept a second term
- Richard McKewan in PEI interested in replacing Matt Duffy for PEI
- Roland Richard to replace Mark Butler for ACWWA for remainder of his term

Robert and Nancy to confirm all for the AGM.

**9.0 Executive Director Monitoring**

The Board move in-camera to discuss the executive director's performance and monitoring.

*In-camera session*

The Board returned to open session. The President and 1<sup>st</sup> Vice- President will meet with Robert to discuss the monitoring report and comments from the Board.

**Item 10.0 CWWA Vision Review, SWOT Analysis and Working Session**

Diana Tao led the CWWA Board Vision exercise reviewing notes from past sessions noting that the 2017 Vision Exercise set "THE National Voice" as our slogan but we need to confirm the French translation "LA Voie canadienne"

Diana reviewed the 4 Ends and the board began discussions on each, adding key comments to flipcharts.

End 1 (Canada's water industry has an integrated and positive legislative and policy environment) and End 3 (collaborating with other national organizations) were grouped together. These items were identified:

- Relations with CWN to be elevated to the Board to Board level
- Promotion of the National Conference (NWWC)
- Promotion of the Window on Ottawa (WOO)
- Lead guidelines and other federal regulations
- Update the Window on Ottawa to be most relevant

End 2 (Members have knowledge about national and international issues that impact their ability to provide services to their communities) noting the following:

- Website: Board Portal, Member's only portal, update policy statements
- Value proposition for membership
- Bilingualism
- Rebranding
- Targeting utility senior management, share information/show values
- Small communities
- Private sector engagement

End 4 (Media who report on water issues have reliable information to present comprehensive, objective perspectives on issues) noting the following:

- Website redevelopment
- Importance of Social Media
- Position Statements updated and shared

### **10.3 Strategic Work Plan**

Robert Haller reviewed the Strategic Work Plan setting operational goals for the next few years addressing Communications, Member Engagement, Advocacy, Media, Finance & Administration, Human Resources and more.

### **Item 11.0 Other Business**

The Board discussed the November meeting and agreed to meet all day on the Sunday, November 4<sup>th</sup> which will focus on board member orientation. We will invite the incoming members to this meeting.

The New Board will meet on the Wednesday, November 7<sup>th</sup> from 2-4 pm to pass the budget and set any goals for 2019.

### **Item 12.0 Session Monitor's Report**

David Main reported that the meeting met objectives and strategic direction. We ran over time, but we closed out discussions with important follow ups.

### **Item 13.0: Motion to Adjourn**

*Moved by Diana Tao that the meeting be adjourned. (4:25 pm)*

*Carried*

**Annex 1 – Attendance at the Board Meeting  
June 4, 2018**

From	Name	Attending
		Yes / No
BC	Ted Robbins	N
YT	vacant	N
AB	Clayton Tiedemann	Y
NT	vacant	N
SK	Ryan Johnson	Y
MB	Greg Archibald	Y
NU	Vacant	
ON	Terry Bender	Y
ON	Rodney Bouchard	Y
QC	Christian Marcoux	Y
QC	Vacant	
NB	Kendall Mason	N
PE	Matt Duffy	N
NS	Jesse Hulsman	Y
NL	Lynnann Winsor	Y
Director- at-Large	Nancy Kodousek	Y
BCWWA	David Main	Y
WCW	Vicki Campbell	Y
OWWA	Michele Grenier	Y
WEAO	William Fernandes	Y
RÉSEAU	Diana Qing Tao	Y
ACWWA	Roland Richard for Mark Butler	Y
CWWA	Robert Haller	Y
Totals		15
Guests		



**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>	Honorary membership – need a policy for who and why and what benefits etc.	Robert	
<b>June 2015</b>	Committees – all committees to develop Terms of Reference for approval by the Board – staff to ensure regular meetings and follow-up	Robert and Committees	<b>Spring 2019</b>
<b>June 2015</b>	Position Statements – priorities assigned to committees – Robert to work with chairs using GP-16 policy	Robert	<b>continuing</b>
<b>June 2015</b>	Governance Policy Review – as per accepted schedule and assigned reviewers Need to update Policies with all amendments	Board Robert	<b>Continuing</b> <b>Spring 2019</b>
<b>June 2018</b>	Insurance – Robert to share details of Directors and Operators Insurance with the Board	Robert	<b>Fall 2018</b>
<b>June 2018</b>	Dissolution Policy - Board would like a dissolution policy for the board's basic liability's and legal obligations.	Finance Committee	<b>Fall 2018</b>
<b>June 2018</b>	Board Recruitment – to recruit candidates to fill vacancies or renew for 2 <sup>nd</sup> term	Nancy & Robert	<b>Fall 2018</b>
<b>June 2018</b>	Board Orientation – plan orientation program on policy governance and board roles for national conference	Robert	<b>Fall 2018</b>

