

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

MINUTES

MEETING OF THE BOARD OF DIRECTORS
HOTEL BONAVENTURE, MONTREAL, QC

November 4th, 2018
as approved April 5, 2019

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

Item 1.0: Roll Call & Introductions

President Diana Qing Tao called the meeting to order at 8:35 am Eastern Time. She asked all members present to introduce themselves.

Item 1.1: Appointment of a Session Monitor

William Fernandes 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 Roland Richard and seconded by Greg Archibald that the Agenda be approved as received.

Carried

Item 3.0: Approval of Meeting Minutes

3.1 – Minutes of October 9, 2018

Moved by Greg Archibald and seconded by Clayton Tiedemann that the Minutes of the meetings of October 9, 2018 be accepted as presented.

Carried

3.2 – Rolling Actions Items

Robert reviewed the action items from the minutes, with most items completed or on this agenda for presentation and discussion. The item of 'honorary membership' was noted for discussion in the afternoon session for the board.

Item 4.0: Executive Director Reports**Item 4.1: 2018 Activity Report and 2019 Goals/Projects**

Robert presented his Activity Report in a new format that highlighted the major accomplishments in 2018 as well as the goals for 2019. He reviewed the advocacy work of staff and of each committee and association communications including the new Annual Report to Members as an effort to retain membership. Primary goals for 2019 are to facilitate the advocacy on the national lead guidelines and to launch the renewed website. The board requested consideration of a section in the website for board communications and materials.

Item 4.2: Membership Report

Robert reviewed the membership reports indicating new members and lost members in 2018. He noted efforts to retain Montreal and Calgary and signing York Region as a new member. We did lose a number of smaller associate members who normally sign on just to get the member discount for the conference.

Item 5.0: Financial Reports**Item 5.1: Year to date financial report to SEP 30th 2018 Revised 2018 Forecast**

Robert presented the financial statements to the end of September. He noted that the financial numbers for this national conference were still uncertain, but with a conservative estimate, the forecast was to end the year with a surplus of \$37,843, which is \$8,000 short of the original budgeted target.

Item 5.2: Preview of 2019 Budget

Robert presented the initial forecast for 2019, noting this was for information purposes only as this budget will be approved at the next meeting by the New Board. The forecast for 2019 is for a surplus of \$20,685. Robert noted that while this is still a surplus (our sixth in a row) it falls short of the Board's goal of a 5% surplus on the operating budget. He noted that this was a conservative budget at this time as there were several variables still in play, including the success of the national conference, contract revenue and staffing realignment. He hopes to revise this forecast early in 2019 to reflect a higher surplus.

Item 5.3: Dissolution Policy & Financial Security

Robert spoke to this report that was requested by the board to consider how best to protect board members in the case of dissolution of the association. This report recommends that an internally-restricted reserve fund be established that can be used to cover likely costs of a dissolution such as legal costs and severances (assuming adequate notice is provided to staff). This would require an amendment to Executive Limitation 5.3.

Working with the associations v-CFO Richard MacNeill, an amount of \$46,000 is recommended for this reserve. Robert also noted that the association still owns their condominium unit that is valued between \$200,000 to \$250,000 at this time.

Moved by Roland Richard and seconded by Jesse Hulsman that the Board amend Executive Limitation 5.3 to add:

5.3.1 (shall not) operate without a sufficient reserve fund to reasonably protect the Board from liability upon dissolution of the Association.

Carried

Item 5.4: Internally-Restricted Reserves

Robert presented his report on the Association's use of reserve funds. He noted that a Personnel Reserve was established to cover both the recruitment of a new executive director and to pay out accumulated sick leave. Following changes to the staff benefits to add short term and long term disability programs, the sick leave has been paid out. So this reserve fund can be reduced to \$20,000 for the E.D. recruitment.

He also recommended a Dissolution Reserve Fund of \$46,000 as explained in the previous report.

Moved by Roland Richard and seconded by Clayton Tiedemann that the Board re-establish an internally restricted reserve fund of \$20,000 for Executive Personnel Recruitment.

Carried

Moved by William Fernandes and seconded by Michele Grenier that the Board establish an internally restricted reserve fund of \$46,000 for Dissolution Costs.

Carried

Item 6.0: Committee Reports and Positions

Robert spoke to the efforts of the technical committees to consider relevant issues to our sector and to prepare issue papers and position statements for the association.

Item 6.1: Sustainable Water Systems (Utility Leadership Committee)

Vicki Campbell, liaison to this committee, spoke to the issue paper developed and the position proposed by the Utility Leadership Committee. The paper defines sustainable services and the concepts of full cost. The paper outlines the benefits of sustainability and the costs of unsustainable systems. It identifies the challenges and barriers and identifies an initial path to sustainable systems. Terry Bender noted that the committee is already planning to expand upon this report to further build the pathway.

Robert was questioned on the format of the Association positions and if there was to be any consistency. The board also asked what happens with this position once the board approves it.

Robert noted that there is a general template for positions, but each committee must adapt it to the topic. Once approved, Robert will work with staff to reformat it closer to the template, then have it translated to French. It can then be distributed to all members and promoted to the wider water community and made available to the media.

Moved by Vicki Campbell and seconded by Clayton Tiedemann that the board accept the position statement on Sustainable Water Services.

Carried

Item 6.2: Lead in Drinking Water Systems (Drinking Water Quality Committee)

Michele Grenier, liaison to this committee, spoke to the position paper on lead. This is in reaction to Health Canada's proposed changes to Drinking Guidelines concerning lead. Our own Drinking Water Quality Committee has worked with academics and the AWWA committee in Canada to prepare this position. This will support our next efforts to prepare our members, work with federal and provincial regulators and address the concerns of the public. Our position supports the reduction of lead and these new guidelines, but identifies the challenges we face to get communities there, including cost, time and authority on private property.

The board discussed the issue at great length, including issues around sampling and the concern of public confidence in their water.

Moved by Michele Grenier and seconded by Christian Marcoux that the board accept the position statement on Lead in Drinking Water Systems.

Carried

Item 6.3: Integrated Climate Change (Climate Change Committee)

Jesse Hulsman, liaison to this committee, explained that this was not so much an association position, but a joint statement from Canada's National Professional Associations. CWWA has been leading a collaborative effort of several associations and this is the joint statement agreed to. The committee seeks the board's approval to sign on to this statement.

A concern was noted as to the meaning and significance of the term "upholding commitments in the Paris Agreement" and concern this may be interpreted as supporting one political party approach over another. Robert spoke to the need for association's to take bolder statements based on science, but not to suggest one party's approach over another. Rather our call is to meet the Paris Accord commitments and we hope the various parties and levels of government can negotiate a plan forward.

Moved by Jesse Hulsman and seconded by Greg Archibald that the board accept the principles of the statement on Climate Change Action but seek clarification on the term "upholding commitments in the Paris Agreement."

Carried

Item 6.4: Food Grinders (Efficiency & W.W. Committee)

Robert presented the report with Rodney Bouchard, liaison to the committee. The committee has worked on this paper concerning food grinders for over a year and have involved the wastewater committee and the biosolids committee. They have also shared this with the grinder manufacturers and invited their input, but no formal response has been received.

As there was no position statement, this report was just received for information.

Each of these position papers and statements will be formatted to the template, translated to French and designed with graphics for publication and distribution.

Item 7.0: AGM Prep

Robert reviewed the Agenda package for the Annual General Meeting to prepare the board.

Item 8.0: 2018/19 Executive Slate

The board is required to elect their executive officers for 2019 including the selection of a Second Vice President.

Roland Richard nominated Rodney Bouchard to be 2nd Vice President and this was seconded by Clayton Tiedemann. Rodney accepted the nomination. There were no other nominations.

Moved by Michele Grenier and seconded by Roland Richard that the following slate of officers be elected for 2018/2019:

<i>President</i>	<i>William Fernandes</i>
<i>1st Vice President</i>	<i>Clayton Tiedemann</i>
<i>2nd Vice President</i>	<i>Rodney Bouchard</i>
<i>Secretary-Treasurer</i>	<i>Greg Archibald</i>
<i>Past President</i>	<i>Diana Qing Tao</i>

Carried

Item 9.0: Governance Policies**Item 9.1: Governance Policy GP-1 Global Governance Commitment**

Diana Tao presented her report on this policy that CWWA achieves results for members at a reasonable cost. She reported that we do adhere to this by setting priorities, approving the budget and monitoring the E.D. She had no recommendations.

Item 9.2: Governance Policy GP-5 Job Description for the Board

Jesse Hulsman presented his review of this policy addressing the role of board members. He felt we adhere well to this policy but made the following recommendation:

I would note that the observation is that the board is Always following this policy. Overall performance of this category could be improved through discussion of tracked results on interactions. (i.e. receive measured reports from the ED that show the types of organizational-membership interactions so the board is aware of trends and would be an indicator for membership retention)

Item 9.3: Governance Policy GP-13 Board Members' Code of Conduct

David Main presented his review of this policy addressing board conduct. He was confident the board adheres to this policy, but spoke to the importance of reviewing this with members regularly, including those not present at the meeting.

Item 9.4: Governance Policy GP-15 Cost of Governance

Greg Archibald presented this review of the policy that ensures funds support the proper governance of the board. He suggested the need to update the policies regularly with all the amendments made. He suggested some flexibility around recruiting members to look for specific skills if possible. He suggested a more formal understanding of expenses to attend board meetings. He suggested the board find ways to reach out to membership and recommended a town hall style session at the Window on Ottawa and the National Conference. He made the following suggestions in his report.

1. Compile the recommendations from the reviews for each year, and ensure they get implemented by the following year
2. Complete a Board matrix with key skills required on the Board and test against current Board member skill set to ensure all areas are covered.
3. Complete another survey during the next year or
4. Hold a "Town Hall" meeting with the Board members and general membership at either the "Window on Ottawa" of the next AGM.
5. Develop a guideline for Board member understanding of how and when the Travel/Meeting fund can be accessed
6. Standardize Annual Board Training Process based on content, (Bylaws, Roberts Rules, Carver, Position Statements, etc.) timing and who leads. (ED or a Board member?)

Item 6 was referred to the Executive Committee.

Item 9.5: Governance Policy BL-2 Unity Control

Diana Tao presented her review of this policy that speaks to the Board's ability to work together as one unit. She felt we do adhere to this and it is strengthened by regular orientation of board members.

Moved by Vicki Campbell and seconded by David Main that the board accept the reviews of Governance Policies GP-1, GP-5, GP-13, GP-15 and BL-2.

Carried

Item 9.6: Governance Policy E-4 Media Relations

Robert presented this report on one of the Association's key Ends. After providing his interpretation of the End, he made the following recommendations:

1. Media: We need to reach out to the media so that they are aware of our existence and turn to us for comment.
2. Need to develop a list of willing commentators and their specialties so we can quickly refer the media to respectable sources in our industry.
3. Website renewal has been identified as our highest priority project for 2018/19
4. Greater focus and strategy for Social Media – this will require assigned staffing to monitor and maintain such a media presence

Item 9.7: Governance Policy EL-5 Asset Protection

Robert presented his review of this Executive Limitation. He provided his interpretation of the policy and spoke to measures taken to protect association assets. He then made the following recommendation to set a dissolution reserve to protect the board:

1. That the Board amend Executive Limitation EL-5.3 to add:
5.3.1 *(shall not) operate without a sufficient reserve fund to reasonably protect the Board from liability upon dissolution of the Association.*

Moved by Rodney Bouchard and seconded by Clayton Tiedemann that the board accept the reviews of Governance Policies E-4 and EL-5.

Carried

Item 10: Board Orientation

Colwyn Sunderland, former CWWA president, led an extended orientation session. He reviewed the CWWA By-laws under the Canada Not-for Profit Corporations Act. He explained Policy Governance, the Carver system and how we at CWWA use policy governance. He then reviewed the Association's Governance Policies – Ends, Board Governance, Executive Limitations and Board-Executive Director Linkage. He spoke to the conduct of the board and board meetings including the use Robert's Rules of Order. He spoke to the role of the board members to serve the association while being a liaison to their province or regional association. He stressed the separation of board role from that of the staff and operations.

This session was videotaped so that it can be shared with members unable to attend this meeting and for future new board members or regular board review.

Item 11.0: Board Priorities and Direction

To further orientation, Diana Tao reviewed previous board discussions and strategy sessions including the table of resource allocation developed in 2016. She also reviewed the board's most recent SWOT analysis.

Website Social Media: The board identified the redevelopment of the website as the greatest priority for the association in the next year. Then better use of social media to promote the website and drive traffic there.

Member Feedback: The board discussed the importance of getting input from members. Beyond each of them gaging their members, how often do we conduct member surveys and are there other ways to engage them. The board discussed the idea of the town hall session with facilitated breakout tables. It was agreed to try this at the Window on Ottawa and again at the next National Conference in Banff.

CWWA-CWN Relationship: The board discussed the relationship with the Canadian Water Network, the role of each and our membership. Diana has requested a meeting with some of the CWN leadership. They are discussing this offer and hope to reply soon. These are board to board discussions with the executive directors present as resources. It was recommended to look at the WEF/WERF relationship as an example.

Awards: The Board discussed the opportunities for awards and member recognition including service awards and honorary membership. Robert spoke to earlier award programs and why he felt they had failed. It was agreed to develop a better conceptual plan for awards before attempting again. It was agreed to create a subcommittee to consider awards and recognition programs, to look at other award programs and make recommendations for new awards and when and where to present them. They will also consider criteria for honorary membership. Diana Tao agreed to chair this meeting with support from Michele Grenier, Jesse Hulsman and Robert Haller.

Item 12.0: New Business

Christian Marcoux discussed the City of Montreal's concerns with DFO regulations and a lack of flexibility as they face the need to flush their wastewater system to address interceptors and a lack of redundancy in their system. He asked if others faced similar issues. Robert spoke to others with concerns around a lack of flexibility on the regulations and will refer this to the Wastewater Committee. Robert will also try to facilitate a discussion with Environment Canada on this.

Item 13: Session Monitor's Report

William Fernandes presented his Meeting Monitor report congratulating all for a good meeting that stayed on schedule. He noted the agenda package was out a full week in advance. He noted good discussions on finance and policies. He offered great praise for Colwyn for his orientation session and for contributing to discussions and praised Diana for leading the priorities discussion.

Item 14.0: President's Remarks

Diana spoke to how much she has enjoyed being active in CWWA since 2006 and serving on the board these past 6 years. She thanked all for their support and stated how pleased she was to see so many new faces on the board.

Item 15.0: Adjourn

Moved by Jesse Hulsman and seconded by Terry Bender that the board meeting adjourn (4:00).

Carried

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

From	Name	Attending
		Yes / No
BC	Ted Robbins	N
YT	vacant	-
AB	Clayton Tiedemann	Y
NT	vacant	-
SK	Ryan Johnson	N
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	Y
NS	Jesse Hulsman	Y
NL	Lynnann Winsor	Y
Director- at-Large	Nancy Kodousek	N
BCWWA	David Main	Y
WCW	Vicki Campbell	Y
OWWA	Michele Grenier	Y
WEAO	William Fernandes	Y
RÉSEAU	Diana Qing Tao	Y
ACWWA	Roland Richard	Y
CWWA	Robert Haller	Y
Totals		14
Guests	Colwyn Sunderland Richard MacEwen Usman Mirza Arcadio Rodriguez	

ANNEX 2 – Rolling Action Item List

Board Meeting	Action Item	Assigned to	Status/Target
Nov 2018	2019 Budget Forecast <ul style="list-style-type: none"> - Revise forecast in early 2019 - Revisit 5% surplus target 	Robert	Winter teleconference
Nov 2018	Governance Policy: Develop tracking and reporting on Governance Policy Reviews and recommendations Amend EL-5.3 Dissolution Reserve	Robert	Spring Meeting
Nov 2018	Reserve Funds <ul style="list-style-type: none"> - Personnel Fund \$20k - Dissolution Fund \$46k 	Robert	immediately
Nov 2018	Position Statements/Papers Approved: <ul style="list-style-type: none"> - Sustainable Operations - Lead - Food Grinders - Integrated Climate Change All of these are to be formatted, translated and prepared for distribution.	Robert	January/February
Nov 2018	Website: Renewed website – public and member only access	Robert	May/June
Nov 2018	Town Hall sessions <ul style="list-style-type: none"> - At the Window - At the NWWC Banff 	Robert & Board	Window
Nov 2018	Board Orientation To distribute the videotaped session to all	Robert	December
Nov 2018	4 Ends Add the 4 Ends to the start of each agenda	Robert	Ongoing
Nov 2018	CWN Relationship <ul style="list-style-type: none"> - Board to board discussions toward an MOU with staff present as advisors - Consider WEF/WERF model 	William and Diana	January/February
Nov 2018	Member Fee Review <ul style="list-style-type: none"> - Collect survey data - Review possible alternatives 	Robert	November
Nov 2018	Executive Director Monitoring <ul style="list-style-type: none"> - All to complete and submit evaluation form 	William and Board	May