

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

MINUTES

MEETING OF THE BOARD OF DIRECTORS
FAIRMONT BANFF SPRINGS HOTEL, BANFF, AB

November 3rd, 2019

(approved March 11, 2020)

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

Item 1.0: Call to Order, Roll Call & Introductions

President William Fernandes called the meeting to order at 8:35 am Mountain Time. The meeting began with introductions. The roll call is attached as an appendix to these minutes.

Item 1.1: Appointment of a Session Monitor

Diana Tao agreed to be Session Monitor.

Item 1.2: Declarations of Interest for this Agenda

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 Jesse Hulsman and seconded by Clayton Tiedemann that the Agenda be approved.

Carried

Item 3.0: Approval of Meeting Minutes

3.1 – Minutes of September 12, 2019

Moved by Greg Archibald and seconded by Vicki Campbell that the Minutes of the meeting of September 12, 2019 be accepted as presented.

Carried

3.2 – Rolling Action Items

Robert reviewed the rolling action items from the September 12th minutes. In discussing the member rates survey, it was suggested we might add a few operational questions that would be helpful.

Item 4.0: Executive Director's Reports

4.1: CWWA Activity Report

Robert reviewed his CWWA Activity Report that is produced 5-6 times each year and distributed to the board as well as partners at WEF, AWWA, NACWA and all of our provincial/regional associations.

4.2: Year-End Summary and 2020 Work Plan

Robert presented his year-end summary as it relates to his strategic work plan for 2020. Highlights include, building new relationships with the new federal ministers and their staff, renewing discussions on the WSER, further education around Lead, promotion of the blueW campaign, populating the new website and making a Canadian presence at the IWA in Copenhagen.

4.3: Membership Report

Robert spoke to the membership data which indicate we are fairly static in membership.

Item 5.0: Financial Reports

5.1 Year-to-date

Robert presented the financial data to September 30th. He identified an additional investment of \$7,500 as our contribution to the joint asset management report with Public Sector Digest and Canadian Water Network. The current expectation is for a \$20,000 surplus at the end of 2019, but that depends on the financial success of the national conference.

5.2 Preview of 2020 Forecast

Robert presented the budget for 2020 with a forecast for a surplus of almost \$21,000. This budget is to be approved by the new board at the meeting of November 6th.

Item 6.0: AGM Prep and Agenda

Robert reviewed each of the reports in the AGM package in advance of the Annual General Meeting set for November 4th. Greg noted a correction to the Financial Report based on the final auditor report.

Item 7.0: 2020 Executive Slate

Following a discussion, David Main was acclaimed as the 2nd Vice President.

Moved by Ryan Johnson and seconded by Roland Richard that the following slate of officers be elected for 2019/2020:

*President Clayton Tiedemann
1st Vice President Rodney Bouchard
2nd Vice President David Main
Secretary-Treasurer Greg Archibald
Past President William Fernandes*

Carried

Visitor:

The board welcomed Howard Carter, Trustee for WEF. Howard was invited to attend NWWC2019 as a special guest. Howard is from Saco, Maine and is the liaison to the WEF Canadian Affairs Council. Howard spoke to the vision of WEF and the efforts to work closely with and for the Canadian members.

Item 8.0 Board Structure

Clayton spoke to a report previously shared with the board members to consider their current structure and composition. He explained that this was precipitated by the suggestion from the executive director that the Window on Ottawa may not be able to continue in its current format. Without a Window on Ottawa to attend, how would this affect the ability of board members to travel for a board meeting and how might this affect costs. The major items to consider were the size of the board and the frequency of meetings.

The Board had a good discussion on the value of the Window on Ottawa, even if it were to run a deficit. The board listed many values, especially in engaging senior policymakers in the federal government. Robert agreed that the engagement and learning opportunity was important, but spoke to the low attendance numbers that have been dwindling even further. He spoke to considerations of webinars as a format to reach more members rather than continuing the current Window format.

Board members hoped to see more effort on rebuilding interest and value in attending the Window on Ottawa by emphasizing the value of advocacy and relationship building with federal ministries and other stakeholders. Some suggestions were to condense the event into one day, or hold it every other year or to combine a live event with the webinar format. The event should focus on federal policy and explore various formats.

When asked if a stand alone board meeting would affect members attending, the responses varied as to who could still cover their expenses. The understanding was that costs would likely rise. The board would look to maximize teleconference formats.

In discussing the board structure, there were no issues with the current structure that provided strong representation from across the country. The board size does not seem to limit participation and effective discussion. The Board is satisfied with the current model.

Item 9.0 Policy Governance Review

Item 9.1 Governance Policy GP-10 Secretary-Treasurer's Role

Richard MacEwen presented his report on GP-10 Role of the Secretary-Treasurer. He was confident the role was fulfilled well and the Board followed this policy. The only recommendation was to improve the corporate records and make them available to the board.

Item 9.2 Governance Policy GP-11 Past President's Role

Terry Bender presented his report on GP-11 Role of the Past President. He was confident the Past President and the Board followed this policy. It was recommended we continue to work with our provincial/regional associations to recruit members and post in advance for director vacancies, and also to strengthen the relationship with the Canadian Water Network.

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

Greg Archibald presented his report on GP-13 regarding Board Members' Code of Conduct. He felt there were no concerns, but the board should continue orientation so directors understand the separation of their role from that of the executive director. Examples can be provided to better understand potential conflict of interest.

Item 9.4 Governance Policy GP-15 Cost of Governance

Rodney Bouchard presented his report on GP-15 regarding the Cost of Governance. He spoke to the value of a matrix to evaluate the skill sets of directors and the importance of standardized board training. The matter of diversity was discussed and the effort to recruit a diversity of directors. He would also like to see clarification of the rules for director expense claims.

Item 9.5 Governance Policy BL-3 Accountability of the Executive Director

Clayton Tiedemann and William Fernandes presented their report on the BL-3 regarding the accountability of the executive director. They were satisfied with the current reporting and monitoring to ensure adherence to the executive limitations and had no recommendations.

Motion:

Moved by Michel Grenier and seconded by Jesse that the Governing Policy Reviews and recommendations for GP-10, GP-11, GP-13, GP-15 and BL-3 be accepted.

Carried

Item 9.6 Governance Policy E-4 – End Policy 4 Media Relations

Robert Haller presented his report on End E-4 regarding Media Relations. Robert's report outlines the CWWA strategy for communicating with the media, both in response to their inquiries and in more proactive ways.

The report also addresses how CWWA engages and informs federal MP's, and policy makers in federal departments and agencies. Finally, the report speaks to CWWA efforts to keep members informed.

Robert's recommendations were to ensure new relationships developed with the new federal ministers and their staff, to continue to grow the e-Bulletin mailing list and to complete the development and promotion of the website.

Item 9.7 Governance Policy EL-7 – Communications and Support to the Board

Robert presented his report on executive limitation EL-7 addressing how he, as executive director communicates with the board and supports the work of the board. Robert noted awkward wording of point 7.9 and recommended it be amended to be clearer.

Moved by Jesse Hulsman and seconded by Terry Bender that Executive Limitation EL-7 be amended to read as follows:

Neglect to supply (apply) for the Required Approvals (of) all items delegated to the Executive Director yet required by law or contract to be Board-approved, along with the applicable monitoring information.

Carried

Lunch 12:00 – 1:00**10.0 Committee Chairs**

William welcomed guests Klas Ohman, Chair of the Drinking Water Quality Committee, and Hiran Sandanayake, Chair of the Climate Change Committee. He also welcomed staff members, Adrian Toth, Director of Government Relations, and Kara Parisien, Communications Manger.

Klas Ohman gave an overview of the activities of the Drinking Water Quality Committee. He spoke to their direct communications with the Federal-Provincial-Territorial Committee on Drinking Water as well as the senior Health Canada staff commenting on the national Drinking Water Guidelines. Klas focused on the efforts to influence the guidelines on Lead and Manganese, collaboration with AWWA, FCM and CWN, meetings with Health Canada staff and appearances before parliamentary committees. The committee was pleased to prepare the Fact Sheets and Speaking Notes on Lead to support our members as well as elected officials across Canada. The board noted concern around the issue of blue-green algae.

Hiran Sandanyake spoke to the mission of the Climate Change Committee. He spoke to how the topic is becoming all-encompassing and deals with many federal ministries. Their work leads them to interaction with all the other technical committees, especially, energy, drinking water, wastewater, flood management and utility leadership. Hiran and Robert spoke to their involvement on the national roundtable and working groups on flood risk.

Adrian Toth spoke to the efforts of the Security and Emergency Management Committee on preparedness and resilience including their work with Public Safety Canada and research with Dalhousie University.

Kara Parisien spoke to the efforts of the Wastewater Committee and their position papers. Kara also spoke to the efforts of the Water Efficiency Committee.

Robert spoke to the efforts concerning flushable wipes and the efforts to revitalize the Biosolids Committee. Robert also supports the work of the Utility Leadership Committee and their work on developing Guidelines toward Sustainable Management.

Each of the board liaisons was invited to speak to the committees they are involved with. The board then discussed what resources are available to committees and what resources and services we can provide better. The website redevelopment is seen as a critical tool that can host so much more information for members and host all committee work. There are online tools that can support committee communication and collaboration such as Google Docs. The committees support the use of webinars to explore topics and reach out to more members.

As the committees prepare more position papers and Fact Sheets, they will need resources to pay for translation, layout and artwork. Robert spoke to various efforts of the committees to finance projects either through partnerships, grants, or project fundraising from our members.

Robert provided a peek at the new website and invited comments. It will be launched before the end of the year, but will take most of 2020 to populate it fully.

The board expressed their praise for the work of the committees and especially for the leadership of the chairs. They appreciated their time today and want to repeat this invitation regularly with the chairs. The board discussed the role of the liaison and how to effectively communicate between the board and each committee.

Item 11.0 CWWA Awards

Diana Tao presented the report of her working group on awards. The board had previously agreed to advance the concept of pins for 2020. A general pin to promote CWWA to members and a 'TOQUE' pin to recognize individual contributions. The "Toque" pin will be for "Outstanding Individual Contribution". Criteria for the award were discussed and it was expected this will go to Those who have served the CWWA through leadership roles on the board, committees or special projects. Robert shared a few artistic concepts for the pin.

The Utility Excellence Award will recognize outstanding achievements and efforts by our members. The committee still needs to finalize criteria and an evaluation matrix.

The Awards Committee should consist of:

- 1 board member
- 1 staff member
- 2 more CWWA members

Item 12.0 Other Business

Robert and Rodney shared details of the Asset Management Report being released at our conference. This report was prepared by the Public Sector Digest with support from the CWN and CWWA.

Item 13.0 Session Monitor's Report

Diana gave very positive comments on the preparation of the meeting and the conduct of the meeting. She was pleased the meeting materials were received well in advance. She felt there was good, open discussion and clear direction provided on all items.

Item 14.0 President's Remarks

William stated how humbled he was to serve as President and thanked every member of the board for their contributions and support. He appreciated the enthusiasm of all members and how much fun he has had serving on this board. He also thanked Robert and all the staff for their hard work.

Item 15.0 Motion to Adjourn

Moved by Diana Tao that the meeting be adjourned. (3:45 pm)

Carried

**Annex 1 – Attendance at the Board Meeting
November 3, 2019**

From	Name	Attending
		Yes / No
BC	Ted Robbins	Y
YT	Arcadio Rodriguez	Y
AB	Clayton Tiedemann	Y
NT	Chris Greencorn	N
SK	Ryan Johnson	Y
MB	Greg Archibald	Y
NU	Usman Mirza	N
ON	Terry Bender	Y
ON	Rodney Bouchard	Y
QC	Alain Charron	Y
QC	Vacant	-
NB	Kendall Mason	N
PE	Richard MacEwen	Y
NS	Jesse Hulsman	Y
NL	Lynnann Winsor	Y
Director- at- Large	Vacant	-
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
Total		17
CWWA	Robert Haller	Y
Guests	Megan Lusty, Nunavut	
	Klas Ohman, Drinking Water Cttee	
	Hiran Sandanayake, Climate Change Cttee	
	Howard Carter, WEF	
	Adrian Toth, CWWA staff	
	Kara Parisien, CWWA staff	

ANNEX 2 – Rolling Action Item List

Board Meeting	Action Item	Assigned to	Status
June 2015	Governance Policy Review – as per accepted schedule and assigned reviewers Need to update Policies with all amendments	Board Robert	Continuing Spring 2020
June 2019	Rates Survey of members to gather demographic stats. Potential to add operational questions	Robert David Richard	Winter 2020
Nov 2019	Window on Ottawa – to rethink this event and consider various formats to improve outreach, benefit and engagement	Robert	June 2020
Nov 2019	EL-7 amend wording	Robert	
June 2019	CWWA Pins – to develop CWWA pins plus a TOQUE Pin tor recognize individuals	Robert	November 2019
Nov 2019	CWWA Awards – to develop ad hoc awards committee and set criteria	Diana, committee and Robert	November 2020