



Minutes: Board of Directors Meeting #1 May 22, 2014

LOCATION:

Art Gallery of Alberta, Allen E. Scott Boardroom, 4th Floor, 2 Sir Winston Churchill Square, Edmonton, AB

MEMBERS PRESENT:

Dr. Lorne Taylor, Chair; Dr. Gregory Taylor, Vice-Chair; Mike Beaver; Sheila Leggett; Patricia McCunn-Miller; Dr. Robert Page

REGRETS:

Arlin Hackman

STAFF:

Brad Pickering, CEO; Kelly Ness, Board Secretariat; George Murphy, Lead, Human Resources and Governance; Val Mellesmoen, Communications Consultant; Paul Leeder, Lead, Agency Services; Shelly Little, Senior Financial Officer; Avy Wolf, Human Resources; Prasad Valupadas, Lead, Evaluation and Reporting; Tom Dickson, Lead, Field Monitoring; Sarah Dunn, Agency Services; Yvonne Yeung, Agency Services.

GUESTS:

Bill Werry, Deputy Minister, Alberta Environment and Sustainable Resource Development (ESRD); Jim Ellis, CEO, Alberta Energy Regulator (AER); Mike Boyle, Director, Human Resources, ESRD

1. Welcome

1.2 Chair's opening remarks – Lorne Taylor

LT called the meeting to order at 8:15am and Kelly Ness recorded the minutes. A quorum of directors was present. LT welcomed the new AEMERA Board of Directors and described the intent of this first meeting – mainly orientation and administration to ensure the agency has appropriate authorities to operate.

1.3 Approval of agenda and minutes

Resolution 1/14: Robert Page moved that the agenda be accepted as presented. Motion CARRIED.

2. Reports and Information

2.2 Context – Journey to AEMERA

2.2.1 Natural Resource Management and Alberta's Integrated Resource Management System (IRMS) – Brad Pickering

BP presented context on the evolution of natural resource management in Alberta and an overview of IRMS. Jim Ellis provided an overview of the responsibilities of the AER and an update on the stand-up of the AER. Bill Werry provided ESRD's perspective on the IRMS. Board members discussed the role of aemera.org in providing ambient data to the regulatory system, planning and policy development. Members also discussed traditional environmental/ecological knowledge (TEK) and its role in providing the "evidence of the eyes."

2.2.2 Monitoring, evaluation and reporting (MER) in Alberta, *Protecting Alberta's Environment Act*, and transition of MER system – Greg Taylor

GT provided an overview of the external advice, drivers for change, and government decisions that have led to creation of aemera.org.

2.2.3 Joint Oil Sands Monitoring (JOSM) program - Prasad Valupadas

PV provided an overview of oil sands monitoring, including the JOSM program and monitoring for the Lower Athabasca Regional Plan (LARP). An aboriginal session and a multi-stakeholder engagement session have been planned for the week of June 2, 2014.

Action: CEO to report on outcomes of the aboriginal and multi-stakeholder sessions at next board meeting.

2.1 Report from the CEO – Brad Pickering

BP presented an overview of transition/Day 1 operations, an update on financial and HR decisions and actions taken to date, and an overview of the proposed Year 1 priorities.

3. Board Administration and Organization

3.1 Legislation and foundational documents – Brad Pickering

BP presented an overview of the legislation that establishes AEMERA as a corporation. He also introduced the agency's draft foundational documents: Mandate and Roles Document (MRD), Bylaws and Code of Conduct. These documents will be reviewed in greater depth at the June 11-12th board meeting.

Actions: Board members to review the documents and provide initial comments to the CEO by June 2nd to enable staff to plan for a productive session on June 11-12th.

- Secretariat to send MS Word documents to board members to enable use of track changes if members so desire.

- Directors' liability and indemnification to be added to June meeting agenda.

3.2 Draft board policies – Brad Pickering

BP introduced the collection of draft board policies and discussed the intention to review in greater depth at the June 11-12th board meeting in the context of discussions on board governance.

Actions: Board members to review the documents and provide initial comments to the CEO by June 2nd.

- Secretariat to send MS Word documents to board members to enable use of track changes if members so desire.

3.3 Transparency and confidentiality – Greg Taylor, Bonnie Nelson

GT provided an overview of the discussions the previous panels/groups had had regarding the principle of transparency as it relates to aemera.org. BN provided a short briefing on *Freedom of Information and Protection of Privacy Act* (FOIP).

Actions: CEO to ensure board members are provided with an aemera.org e-mail address, which they should use as the primary email with regard to any board business.

3.4 Interim authority for the CEO

LT described the need for interim authority for CEO to operate the agency until such time as the board holds its recruitment process for a CEO.

Resolution 2/14: Patti McCunn-Miller moved that the Board appoint Brad Pickering as interim CEO of aemera.org. Motion CARRIED.

Resolution 3/14: Greg Taylor moved that the interim CEO be delegated authority for the day-to-day financial and legal operations of the Agency in accordance with the roles and responsibilities outlined in the draft CEO Terms of Reference until such time as the board reviews and approves a final Terms of Reference for the CEO. Motion CARRIED.

3.5 Bank Account and Corporate Credit Card

BP discussed the need and arrangements for a CIBC bank account in the agency's name at the CIBC in the Government of Alberta's Consolidated Cash Investment Trust Fund. Four people will be named as signing authorities on the account: Lorne Taylor (Chair), Greg Taylor (Vice Chair), Brad Pickering (CEO) and Shelly Little (SFO). Two signatures will be required. BP also outlined the need and arrangements for a BMO corporate credit (purchasing) card line of credit.

Resolution 4/14: Bob Page moved that the board establish a bank account and approve four signatories by making the resolution on the forms provided by CIBC. Motion CARRIED.

Resolution 5/14: Bob Page moved that the Board enters into an arrangement with the Bank of Montreal (BMO) to provide the Agency with a corporate MasterCard account by making the resolution outlined on the forms provided by BMO. Motion CARRIED.

3.6 Administration – Kelly Ness

KN provided a brief refresher on the BoardBooks app, provided members with a "commencement" package, and outlined the proposed board meeting format and schedule for 2014-15 board meetings.

Actions: Secretariat to send Excel spreadsheet to board members to facilitate expense claims.

- Secretariat to follow up regarding alternate meeting dates in early December to accommodate schedules.

4. Communications

4.1 Communications approach and brand – Val Mellesmoen

VM provided an overview of the concepts behind the visual identity, which will be unveiled publicly at the press conference, and an overview of preliminary communication approach. Information was also provided on the press conference.

5. Strategic Planning

5.1 Initial planning session June 12th

LT described the intent of the June 11 and 12th meetings – governance and strategy.

6. In camera Session

3:15PM MEETING ADJOURNED