



Minutes: Board of Directors Meeting #2 June 10-11, 2014

LOCATION:

Matrix Hotel, 10640- 100 Avenue, Edmonton, AB

MEMBERS PRESENT:

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

STAFF:

Brad Pickering, CEO; Kelly Ness, Recording; Val Mellesmoen, Communications Consultant; Shelly Little, Senior Financial Officer; Avy Wolf, Human Resources; Prasad Valupadas, Lead, Evaluation and Reporting; Tom Dickson, Lead, Field Monitoring; Ted Nason, Biodiversity/SAP development, Denise Auriat, Aboriginal engagement.

GUESTS:

Don Cummings, National Growth Partners, Tracy Bosch, Hay Group

Day One

1. Welcome and Call to Order

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.

1.3 Approval of agenda and minutes

Resolution 6/14: Arlin Hackman moved that the agenda be accepted as presented. Bob Page seconded. Motion CARRIED.

Resolution 7/14: Patricia McCunn-Miller moved that the minutes be accepted as amended. Mike Beaver seconded. Motion CARRIED.

2. Reports and Information

2.1 Report from the CEO – Brad Pickering

BP provided an update on board administrative matters (e-mail addresses, business cards, credit cards). He also summarized recent meetings/presentations, including the May 29th AEMERA staff meeting. The board agreed to amend Board/Committee meeting dates as follows:

- December 2014: Wednesday, December 10 and Thursday December 11 2014;
- November 2015: Tuesday November 17 and Wednesday November 18, 2015.

Actions: CEO to establish a clipping service to support board members and senior management.

– *CEO to provide high level key messages to board members for use if contacted regarding establishment of aemera.org.*

2.2 Report on JOSM aboriginal and multi-stakeholder forums – Brad Pickering

BP presented an overview of the aboriginal and multi-stakeholder meetings held June 3-5, 2014.

3. Board Administration and Organization

3.1 Introduction to governance principles and practices –Don Cummings

DC described the *Protecting Alberta's Environment Act* as equivalent to the "articles of incorporation" for a corporation. He introduced some high level board governance principles and practices, including a spectrum of "types" of boards. Board members indicated that aemera.org should have an "engaged" board.

3.2 Review of foundational documents – Don Cummings

DC outlined the intent of the revised Mandate and Roles Document (MRD) that had been circulated to the board in advance of meeting 1.

Actions: CEO to revise the MRD to: include a preamble. The preamble should provide context regarding establishing aemera.org, as well as aemera.org's relationships within the IRMS system and with other parties. CEO to circulate a revised version of the MRD to board members.

DC introduced the revised Bylaw and Code of Conduct. He also provided context related to draft general policy statements. Board members indicated that it may be premature to discuss bylaws and board policy statements in detail without having ratified the overarching MRD, and without understanding more about agency operations to identify priority areas for board direction.

Actions: Governance committee to provide recommendations on the final form and content of Bylaw (including Code of Conduct) and policy statements.

3.3 Board structure and systems – Don Cummings

DC described the role of board committees – that they are created to assist the Board in effectively and efficiently dealing with strategic matters but have no decision authorities except as provided by the board. Board members agreed that there would be no executive committee established. The CEO will attend committee meetings. As a first task, committees will review their draft Terms of Reference (TOR).

Resolution 8/14: Gregory Taylor moved that the board establish a Governance and Human Resources Committee and a Finance and Audit Committee. Patricia McCunn-Miller seconded. Motion CARRIED.

Resolution 9/14: Sheila Leggett moved that the board approve Dr. Gregory Taylor as Chair and Mike Beaver and Patricia McCunn-Miller as members of the Governance and Human Resources Committee. Mike Beaver seconded. Motion CARRIED.

Resolution 10/14: Gregory Taylor moved that the board approve Dr. Robert Page as Chair and Arlin Hackman and Sheila Leggett as members of the Finance and Audit Committee. Arlin Hackman seconded. Motion CARRIED.

3.4 Directors liability and indemnification – Brad Pickering

BP briefed the board on provisions in legislation related to indemnity, and liability insurance in place for directors, as well as the legal opinion received. The lawyers provided a draft resolution for board members authorizing indemnification of each member and empowering the CEO to provide the indemnification in writing and do all such things necessary to put the indemnity into effect.

Actions: CEO to follow up with insurance provider regarding advancement of defense costs; backstop in the event the agency cannot cover costs; and whether there is a cap.

Resolution 11/14: Bob Page moved that the Board grant indemnity to each board member as per the attached resolution. Sheila Leggett seconded. Motion CARRIED.

5. Strategic Planning

5.1 Coordination of activities with MER partners – Brad Pickering

BP summarized issues and needs with respect to coordination and integration in the monitoring, evaluation and reporting (MER) system. A wide variety of regional and provincial organizations currently deliver MER functions for which aemera.org is now responsible and a number of options exist regarding their future roles in the MER system. The board will discuss further in the context of strategic planning at a future meeting.

In Camera session

4:00PM MEETING ADJOURNED UNTIL FOLLOWING DAY

Day Two

1. Welcome and Call to Order

LT called the meeting to order at 8:15am and Kelly Ness recorded the minutes. A quorum of directors was present.

3. Board Administration and Organization

3.5 Principles for agency organization – Brad Pickering

BP reviewed the proposed high level organization for AEMERA based on the advice provided by the Environmental Monitoring Management Board (EMMB).

Patricia McCunn-Miller left the meeting at 8:55am.

3.6 Employee compensation study – Tracy Bosch

TB provided an overview of the compensation design project Hay Group is leading for aemera.org and sought early board input on reward philosophy and strategy, including input on base market comparators.

Actions: Hay Group to provide an update on both the proposed comparator group and overview of rewards strategy for August board meeting.

3.7 Employee benefits – Brad Pickering

At 9:40 Lorne Taylor declared a conflict, recused himself from the discussion and passed the chair to Gregory Taylor. BP provided an overview of the benefits provider and proposed package.

Resolution 12/14: Bob Page moved that the board approve the recommended benefits provider, Blue Cross and SSQ, and package for implementation. Arlin Hackman seconded. Motion CARRIED.

Lorne Taylor rejoined the meeting at 10:00.

3.8 Agency advisory panels and the role/structure of science in the organization – Ted Nason, Denise Auriat

Science Advisory Panel (SAP)

TN provided an overview of activities undertaken and advice received to date regarding the role of science in aemera.org. He provided an overview of both the terms of reference for the proposed SAP and the proposed process for recruiting members to the SAP. The board recommended adding a note regarding recruitment to the SAP to the aemera.org website as part of the recruitment process.

Patricia McCunn-Miller rejoined the meeting at 10:20 am.

Resolution 13/14: Bob Page moved that the board approve the TOR, and initiate the recruitment process for the SAP. Sheila Leggett seconded. Motion CARRIED.

Traditional Environmental Knowledge (TEK)

DA summarized the activities undertaken and advice received to date regarding the role of TEK in aemera.org. She provided an overview of the aboriginal forum process initiated to facilitate aboriginal participation in monitoring planning in the oil sands area, and described the draft TOR for a TEK advisory panel, proposed recruitment process, and links to the SAP. Staff recommend working locally and regionally to define TEK and process needs, before moving to establish and recruit to the TEK advisory panel.

Actions: CEO to ensure that communication regarding recruitment to SAP also reflects messaging about the aboriginal forum as a step toward establishment of TEK advisory panel.

Resolution 14/14: Gregory Taylor moved that the board endorse the proposal to use an aboriginal forum as an initial step to incorporate TEK into aemera.org's MER activities. Sheila Leggett seconded. Motion CARRIED.

In Camera session

12:00PM MEETING ADJOURNED

DIRECTORS RESOLUTION OF
**ALBERTA ENVIRONMENTAL MONITORING,
EVALUATION AND REPORTING AGENCY**
(the "**Agency**")

EFFECTIVE June 11, 2014

WHEREAS:

- A. The directors of the Agency have determined that it is in the best interests of the Agency to indemnify Lorne Taylor, Gregory Taylor, Mike Beaver, Arlin, Hackman, Sheila Leggett, Patricia McCunn-Miller, and Robert Page (the "**Director**") for those possible liabilities incurred by the Director as set forth in that Indemnity attached hereto as Schedule "A" (the "**Indemnity**"); and
- B. The directors of the Agency have further determined that it is in the best interests of the Agency to grant the Indemnity to the Director.

NOW THEREFORE BE IT RESOLVED THAT:

- 1. The Agency do enter into the Indemnity upon the terms and conditions set out in the Agreement.
- 2. The Indemnity is hereby approved and the Chief Executive Officer (the "**Approved Signatory**") be and he is hereby authorized and directed to execute and deliver the Indemnity in the name and on behalf of the Agency under its corporate seal or otherwise.
- 3. The Approved Signatory be and he is hereby authorized and directed to do all such things as may be necessary or desirable in order to give effect to the foregoing, including, without limitation, the execution and delivery of such other documents, agreements and certificates as may be necessary or desirable for the purpose of bringing the proposed transaction into effect and of performing the terms and conditions of the Agreement and the obligations of the Agency set out therein.

SCHEDULE "A"
TO DIRECTOR'S RESOLUTION

INDEMNITY

WHEREAS [Name of Director] (the "**Director**") has, at the request of Alberta Environmental Monitoring, Evaluation and Reporting Agency (hereinafter called the "**Agency**") accepted the position of director of the Agency provided that the Agency indemnifies and saves him/her harmless as hereinafter provided;

IN CONSIDERATION of the Director having acceded to the aforesaid request of the Agency, and in further consideration of the sum of Ten (\$10.00) Dollars now paid by the Director to the Agency, the receipt and sufficiency of which is hereby acknowledged by the Agency, the Agency shall, at all times and without limitation, indemnify and save harmless the Director, against all costs, charges, and expenses including an amount paid to settle an action or satisfy a judgment if reasonably incurred by him or her in respect of any civil, criminal, or administrative action or proceeding to which he or she is made a part by reason of being or having been a Director, of the Agency, if:

- (a) he or she acted honestly and in good faith with a view to the best interests of the Agency; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that such conduct was lawful.

IN WITNESS WHEREOF the Agency has executed this Indemnity effective the _____ day of _____, 20____.

ALBERTA ENVIRONMENTAL MONITORING, EVALUATION AND REPORTING AGENCY

Per:

Per:
