



## Minutes: Board of Directors Meeting #3 August 7, 2014

### LOCATION:

Matrix Hotel, 10640-100 Avenue, Edmonton, AB

### MEMBERS PRESENT:

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

### STAFF:

Brad Pickering, CEO; Kelly Ness, Recording; George Murphy, Lead, Human Resources and Governance; Val Mellesmoen, Communications Consultant; Paul Leeder, Lead, Agency Services; Shelly Little, Senior Financial Officer; Morna Hussey, Lead, Field Monitoring, Prasad Valupadas, Lead, Evaluation and Reporting, Roger Burns, Lead, Information Management/Information Technology; Maurya Braun, Information Technology Consultant - web presence; Tim Jantzie, Senior Business Advisor, Office of the CEO.

## 1. Welcome

### 1.2 Chair's opening remarks – Lorne Taylor

The Chair 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

Names of those making motions 9/14 and 10/14 were reversed in the June minutes so are to be amended.

**Resolution 15/14:** Arlin Hackman moved that the agenda be accepted as presented. Robert Page seconded. Motion CARRIED.

**Resolution 16/14:** Sheila Leggett moved that the minutes be accepted as amended. Robert Page seconded. Motion CARRIED.

## 1. Reports and Information

### 2.1 Report from CEO – Brad Pickering

The CEO discussed: upcoming publication of a paper by one of AEMERA's staff in a peer reviewed journal; development of a staff compensation framework; search for accommodations for AEMERA separate from Environment and Sustainable Resource Development (ESRD); the CEO's recent meetings and presentations; release of the South Saskatchewan Regional Plan (SSRP); Integrated Resource Management System (IRMS) Committee discussions; and membership in the Institute of Corporate Directors.

#### *Actions:*

- CEO to circulate a copy of the paper to the Board.
- CEO to develop options for location for AEMERA head office for discussion at the next board meeting. Options should consider cost of space and implications for moving staff
- CEO to develop an inventory and plan for board engagement with stakeholders, including a recommendation on three key questions that should be asked of each organization.

### 2.2 Report from Governance and Human Resources (HR) Committee – Gregory Taylor

The Board heard an overview of the first Governance and HR Committee meeting. The official written report will form part of the package for the next board meeting. Items discussed included proposed Vision, Mission, Values language for use in communication materials such as executive search organization description; update on establishment of the Science Advisory Panel; planned review of all board governance documents including draft committee Terms of Reference; and recruitment of executive management. The Committee agreed with the CEO's approach to retaining executive recruitment support for key positions. The Committee recommended retaining external governance consulting support in managing the redrafting of by-laws, key policies and TOR and would consider the benefit of a governance workshop to assist the Board in its review of the revised governance structure.

### **2.3 Report from Finance and Audit Committee – Bob Page**

The Board heard an overview of the first Finance and Audit Committee meeting. The official written report will form part of the package for the next board meeting. Items discussed included: the complex relationship of AEMERA within the Government of Alberta (GoA) financial system; presentation by Merwen Saher, Auditor General, on the way the Office of the Auditor General functions and his expectations of AEMERA, Committee Terms of Reference; overview of process and timelines for Joint Oil Sands Monitoring (JOSM) program audit.

*Actions:*

- *Secretariat to circulate written materials provided by the Auditor General to the Finance and Audit Committee to other Board members.*

### **2.4 Overview of 2014 budget – Shelly Little**

The Board received a presentation on the budget and assumptions for the \$59 million in confirmed funding for 2014/15. AEMERA anticipates receiving an addition \$15-20 million from ESRD for monitoring, evaluation and reporting activities that are still to be transferred from ESRD through the demarcation process. This will form an ongoing part of AEMERA's annual budget. The 2014/15 budget will be tabled with the Finance and Audit Committee at its next meeting for review and will be brought to a subsequent board meeting for approval.

### **2.5 Data/Information management and reporting – Roger Burns/Mauyra Braun**

The Board received an overview of the current state and future desired state of data, information management and technology within AEMERA, including discussion of a digital business/web presence. The long term intent is to create a digital presence that establishes AEMERA as the authoritative source of environmental monitoring data and information for Alberta by enabling access to a multi-functional, multi-audience digital business platform/presence. AEMERA has assumed responsibility for the Oil Sands Information Portal (OSIP) that had been developed by ESRD. In the short term, work is underway to rebrand OSIP to provide an interim digital solution to providing access to environmental data and information. The board was provided a demonstration of the transitional portal that is being developed. The Board directed that IRMS and regional plans be used as a frame for presentation of the information. The Board recognized the work on a digital/web presence as central to AEMERA's mandate.

*Actions:*

- *CEO to target October to launch the interim/transitional web presence and develop a launch strategy for the board's review at the next meeting.*

## **5. Strategic Planning**

### **5.1 Current State of Monitoring – Prasad Valupadas**

As background for strategy discussions, the board received a presentation on monitoring activities/networks currently in place across Alberta through partner agencies, governments, and now through AEMERA. Decisions on what to monitor have been guided by transboundary agreements and strategy documents developed by government and partners over time, e.g. Water for Life, Clean Air Strategy, Land Use Framework, Alberta Strategy for Management of Species at Risk, among others. Collection of baseline information will be an increased focus for AEMERA to enable better monitoring of changes over time. AEMERA is building on the existing monitoring and focusing building on public and user needs into monitoring planning to ensure we are monitoring the "right" things. As well AEMERA will be focusing on developing more integrated evaluation and reporting to be able to "tell the story" of what's happening in each region of the province.

### **5.2 Strategy/business planning 2015/16 - Brad Pickering**

The CEO provided background information and introduced some initial thinking on strategy development and business planning—intent, process, drivers, gaps, path forward—to elicit Board feedback. He described AEMERA's development in two phases: a "transitional phase" focused on building/stabilizing the organization 2015/16, and a "transformational" phase in 2016/17 and beyond, where AEMERA moves forward to provide fully integrated monitoring, evaluation and reporting of cumulative effects of activities. The Board identified a need to develop a long-term (5-20 year) strategy for AEMERA to guide development of business and operational plans and guide strategic decisions i.e. long-term relationships with monitoring organizations, however, recognized that because of timelines related to government budget planning, strategy development and business planning may occur simultaneously with cross-linkages rather than sequentially.

*Actions:*

- *CEO to organize a facilitated one day strategy session for September 16<sup>th</sup> to begin developing AEMERA's long term strategy.*

### **5.3 Review of recent papers related to monitoring – Brad Pickering**

The Board discussed recent papers related to monitoring and their implications for AEMERA's development.

## **3. Board Administration and Organization**

### **3.1 Mandate and Roles document (MRD) – Brad Pickering**

The Board discussed the most recent version of MRD, which has been redrafted with less detail to focus on key points. The revised draft has been discussed with the Minister who is expected to agree to the wording.

**Resolution 17/14: Bob Page moved that the Board ratify the agreement and authorize the chair to sign the agreement on behalf of the Board. Sheila Leggett seconded. Motion CARRIED.**

## **4. Communications**

### **4.1 Communications update – Val Mellesmoen**

The Board heard an update on: JOSM communications; brand materials; the planned AEMERA newsletter; and next steps for communications. AEMERA will use the GoA clippings service to generate a subset of information to be emailed each morning to AEMERA staff and Board of Directors. Key messages and FAQs will be made available to board members based on language in the Vision, Mission, Values document, once approved.

## **6. In Camera Session**

**3:15PM MEETING ADJOURNED**