



Minutes: Board of Directors Meeting #4 September 17, 2014

LOCATION:

The Crossing at Ghost River, Cochrane, 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:

Kelly Ness, Board Secretariat; George Murphy, Lead, Human Resources and Governance; Val Mellesmoen, Communications Consultant; Morna Hussey, Lead, Field Monitoring, Prasad Valupadas, Lead, Evaluation and Reporting; Roger Burns, Lead IM/IT; Krista Tremblett, Engagement.

1. Welcome

1.2 Chair's opening remarks – Lorne Taylor

LT called the meeting to order at 8:30am and Kelly Ness recorded the minutes. A quorum of directors was present. The Board moved to an in camera session at 8:30 and invited staff back in at 9:30.

A new Cabinet was sworn in on September 15th, which resulted in a number of Deputy Ministers being reassigned to new portfolios. Brad Pickering was reassigned to the Ministry of Municipal Affairs. As a result, the Board is immediately initiating recruitment of a permanent CEO for AEMERA, and will be appointing a CEO for an interim period of up to one year while the recruitment process is underway.

The Board wishes to thank Brad Pickering for his excellent work over the past ten months and wishes him well on his next assignment.

To ensure continuity, the Board is establishing a Transition Committee to provide guidance to staff until a CEO is in place. Recruitment had commenced for two of the four executive management positions for AEMERA. The Transition Committee will review the process and candidates to determine whether AEMERA should proceed to hire or wait for the permanent CEO to recruit his/her executive management team.

Resolution 18/14: Bob Page moved that the Board establish a Transition committee comprised of Lorne Taylor, Patricia McCunn-Miller, Sheila Leggett, and Arlin Hackman to provide guidance to staff until a CEO is in place. Gregory Taylor seconded. Motion CARRIED.

In response to a discussion about IRMS at the Strategic Planning Session on September 16th, the Board directed that staff confirm AEMERA's approach to public reporting and communication before entering into discussion about an Integrated Resource Management System (IRMS) reporting and communications protocol to ensure AEMERA delivers on its commitment to transparency and timeliness.

Actions:

- *Lead, Human Resources to arrange a conference call with the Transition Committee to review short lists of candidates for executive management positions.*
- *Lead, Communications to draft a reporting and communications protocol for AEMERA that will support and address AEMERA's commitment to transparent and timely reporting of data and information. This will be reviewed at the October Board meeting.*

1.3 Approval of agenda and minutes

Resolution 19/14: Sheila Leggett moved that the agenda be accepted as presented. Bob Page seconded. Motion CARRIED.

Resolution 20/14: Arlin Hackman moved that the minutes be accepted as amended. Bob Page seconded. Motion CARRIED.

2. Reports and Information

2.1 Report from CEO –

The board heard an update from senior staff, on behalf of the former CEO, on: establishment of the Science Advisory Panel, executive recruitment, executive salary structure, union, IRMS, discussions with the Alberta Biodiversity Monitoring Institute (ABMI) and the Joint Oil Sands Monitoring (JOSM) program.

The Board provided direction that it would like to see an overarching framework for future relationships with organizations that provide environmental monitoring, evaluation and/or reporting that falls under AEMERA's mandate. The Board recognized that there may be differences in approach depending on whether an organization receives the vast majority of funding from AEMERA or whether it is funded by other sources. The Board encouraged staff to continue discussions with organizations that have expressed interest in engaging with AEMERA, however, identified that any potential "mergers" will require Board approval.

The Board heard that with expiry of the JOSM agreement at the end of March 2015, the CEO had been working with the federal government to negotiate a diminishing role for Environment Canada in governance of oil sands monitoring over the next three years, while maintaining their involvement in the scientific components of the plan. The 2015/16 oil sands monitoring plan will be co-developed but will be brought to AEMERA's board for final approval rather than the federal and provincial co-chairs, as under JOSM. The 2013/14 annual report (Phase 1) is scheduled to be released in early October to coincide with release of the findings from Office of the Auditor General (OAG) review of the JOSM program. The Board will review the annual report at its October meeting.

Actions:

- *Staff to brief the Governance and HR committee at their next meeting on the Terms of Reference for the SAP, the recruitment process and timelines, the criteria for choosing members, and the list of potential candidates.*
- *Human Resources staff to solicit proposals from Recruitment Agencies regarding the search for AEMERA's permanent CEO. Proposals will be discussed with the Transition Committee and a recommendation will be brought to the Board at the next meeting.*
- *Human Resources staff to brief the Governance and HR committee on the process and recommendations regarding Executive salary structure at the next meeting.*
- *Oil Sands Monitoring staff to invite the federal government representatives to attend the meeting at which the Board reviews/approves the 2015/16 oil sands monitoring plan.*

2.2 Report from Finance and Audit Committee – Bob Page

The Board heard a report on the Finance and Audit Committee meeting, which was held Monday, September 15, 2014, 1:00-4:30pm in Calgary. The Committee discussed a revised Terms of Reference and draft work plan and the status of AEMERA's 2014/15 budget, including uncertainty related to the "demarcation" exercise with ESRD. Demarcation and the budget transfer associated with it, are a key risk for AEMERA. Staff from the OAG joined the meeting by conference call to discuss their performance review of year one of the JOSM program. OAG staff also held an *in camera* session with committee members. Their audit findings will be included in the public report to the legislature in October. Report recommendations will be helpful to AEMERA in establishing its processes. The Committee also discussed a communications strategy proposed related to release of the report.

2.3 Draft Minutes from Governance Committee – Greg Taylor

A committee meeting was not held this month. The draft minutes of the previous meeting will be revised to reflect comments received.

3. Board Administration and Organization

3.1 Accommodations

The Board provided direction that resources should be focused on other priorities at this time and recommended scaling back the search for consolidated accommodations for office staff. Staff is directed, however, not to enter into any long-term leases. The

Board recognizes that there may be instances where space is a pressing issue and has recommended that these be addressed on a case-by-case basis through the Transition Committee or CEO, when in place.

3.2 Approval of Signing Authority and Expense Disclosure policies

Resolution 21/14: Gregory Taylor moved that the Board approve the Signing Authority policy, Sheila Leggett seconded. Motion CARRIED.

Interim signing authority:

Resolution 22/14: Bob Page moved that the SFO be granted interim signing authority up to \$1 million until a CEO is appointed. Sheila Leggett seconded. Motion CARRIED.

Expense Disclosure:

Resolution 23/14: Bob Page moved that the Board approve the Expense Disclosure Policy. Patricia McCunn-Miller seconded. Motion CARRIED.

3.3 Roll out of AEMERA web presence

As a follow up from the last meeting, the Board heard an overview of the plan to publicly launch AEMERA's interim digital business presence in conjunction with AEMERA's six month anniversary. The Board reiterated its support for the digital business presence as a key component of AEMERA's ongoing work.

3.4 Plan for stakeholder engagement with the Board of Directors

As follow up from the last meeting, the Board was provided information on determining priorities for stakeholder engagement (for the Board, the CEO and AEMERA staff), and questions that could be asked of groups invited to meet with the Board. Over the coming months the Board will meet with external groups at each of its board meetings – one at dinner, one at breakfast.

Actions:

- *Staff to send invitations to the Alberta Airsheds Council and ABMI to meet with the Board at its October meeting.*
- *Staff to prepare an engagement plan for the next two years, which would include Board engagement.*
- *Staff to brief the board on aboriginal engagement at the next meeting.*

4. Communications

4.1 Communications update – Val Mellesmoen

The Board heard an update on the staff and stakeholder events being planned to recognize AEMERA's six month "anniversary."

5. Strategic Planning

5.1 Outcomes from Strategy session

The Board will discuss the results of the strategy session and next steps at the October board meeting.

6. In Camera

3:45PM MEETING ADJOURNED