



Minutes of the Board of Directors of Alberta Environmental Monitoring, Evaluation and Reporting Agency (“AEMERA”)

April 1, 2015

LOCATION:

Courtyard by Marriott Edmonton Downtown,
One Thornton Court, 99th and Jasper Avenue
Thornton Room

BOARD MEMBERS PRESENT:

Dr. Lorne Taylor - Chair
Dr. Gregory Taylor - Vice-Chair (via
Skype)
Arlin Hackman
Dr. Robert Page
Sheila Leggett
Mike Beaver
Patricia McCunn-Miller

REGRETS

STAFF PRESENT:

Jay Nagendran, CEO
Erin Tessier, ESRD
Val Mellesmoen, Communications
Jennifer Cleall, Davis LLP
Robert Seidel, Davis LLP
George Murphy, Lead Agency Services
Bob Myrick, Field Monitoring (part)
Maurya Braun, Midwinter Consulting (part)
Krista Tremblett, MER Partners
Representatives from the Office of the Auditor General (part)

1. Welcome and Call to Order

The Chair welcomed everyone to the meeting and called the meeting to order at 8:47 a.m. The Chair invited Mr. Seidel to introduce himself to the Board.

- (a) Approval of Agenda

Motion: That the agenda for the April 1, 2015 Board meeting be approved.

Moved: Ms. Leggett Seconded: Dr. G Taylor

Carried unanimously

- (b) Approval of Minutes

Motion: That the minutes of the January 20, 2015 conference call be approved as amended.

Moved: Dr. Page Seconded: Mr. Hackman

Carried unanimously

Motion: That the minutes of the February 24, 2015 Board meeting be approved as amended.

Moved: Ms. Leggett Seconded: Mr. Hackman

Carried unanimously

2. Reports

(a) Report from CEO

Mr. Nagendran presented the report of the CEO ("**Report**"). A copy of the Report is contained in the package of materials provided to the Board in advance of the meeting. Mr. Nagendran provided the Board with information regarding his meeting with the Premier's Governance Review Panel ("Panel"). Dr. Page wanted to know if the report from the Panel would impact the future of AEMERA. The Board had a discussion regarding the potential of the results of the Panel.

Mr. Nagendran confirmed that two more VPs have been selected and their contracts would be run through the Governance and HR Committee.

The Board had a general discussion regarding AEMERA's mobile unit and the effective deployment of same. The Board considered whether someone in Fort McKay could be trained to operate the unit and providing monitoring services. The balance of items are contained in the Report.

(b) Governance and HR Committee Update

Dr. G. Taylor gave a verbal report of the Governance and HR Committee. The committee had had a discussion about the Science Advisory Panel, the fact that it should be populated in an efficient manner and that its terms of reference should provide clarity of its role.

Population of the TEK panel will follow the same process which was used for the Science Advisory Panel. Recommendation will come out with a total of seven proposed members. Letters have gone out to the first set of candidates. Mr. Beaver is assisting with the population of this panel.

Mr. Murphy provided an update on the selection of employees and pensions.

(c) Finance and Audit Committee Update

Dr. Page provided an update from the Finance and Audit Committee's ("**FA Committee**") meeting the previous day. Dr. Page reported that the FA Committee is having a risk management plan developed for the Board as a whole. The risk management plan will address interaction of risks factors. The FA Committee has also requested that a monthly (or quarterly) enterprise risk management report be prepared. The FA Committee also reported that its Terms of Reference were reviewed and accepted.

3. Board Business

(a) Office of the Auditor General - Results Analysis and Reporting

The Board welcomed the following people from the Office of the Auditor General (“OAG”): Monica Jeske, Don Easton, Ram Rajoo.

The OAG provided a presentation to the Board which was circulated at the meeting. Following the presentation, the Board had a general discussion about AEMERA’s mandate which was set when the financial resources were greater. When we come to report, AEMERA will be facing that type of challenge/gap. Mandate is wider and expanding across the province in the coming years. There is a short, medium and longer term perspective that the Board is wrestling with.

(b) **Review of Governance Documents**

(i) **Bylaws**

Motion: That the bylaws, a copy of which are contained in the package of materials provided to the Board in advance of the meeting, be approved.

Moved: Dr. G Taylor Seconded: Mr. Hackman

Carried unanimously.

(ii) **Governance Documents**

Ms. McCunn-Miller provided background to the Board regarding the Board’s governance journey to date. Mr. Seidel gave the Board an overview of a proposed governance package and the Board’s options for moving forward. A copy of the governance package is contained in the package of materials provided to the Board in advance of the meeting.

Motion: that (a) the proposed governance package be approved on an interim basis and (b) the package go to the governance committee for review and further comment.

Moved: Dr. G Taylor Seconded: Dr. L Taylor

Motion defeated.

Motion: that management and Davis LLP review and revise the governance package in the context of the governance work that has previously been done and bring forward recommendations to the Governance and HR Committee for review and recommendation to the Board for its next meeting.

Carried

Dr. Page and Ms. Leggett opposed.

Dr. G Taylor thanked Davis for its contributions to date.

Action: Management and Davis LLP to review and revise the governance package in the context of the governance work that has been previously done, and to work with Ms. McCunn-Miller on the recommended next steps.

(iii) **Approval of Governance and HR Committee Terms of Reference**

Motion: that the Governance and HR Committee Terms of Reference be approved.

Moved: Dr. G. Taylor Seconded: Mr. Hackman

Carried unanimously

(iv) **Approval of the Finance and Audit Committee Terms of Reference**

Motion: that the Finance and Audit Committee Terms of Reference be approved.

Tabled.

(v) **Board of Directors Board Planning and Reporting Schedule**

Mr. Seidel gave guidance that the Board Planning and Reporting Schedule should be bundled with the previous motion on the entire governance package. Dr. L. Taylor recommended that the Board hold five meetings a year. The Board also had a discussion regarding the timing of committee meetings relative to the Board meetings. That particular issue was tabled pending the next Board meeting.

(vi) **Approval of Accommodation**

Motion: that the proposed lease for the premises located at 9888 Jasper Avenue be approved.

Moved: Dr. Page Seconded: Ms. Leggett

Carried unanimously

Ms. McCunn Miller requested that all future briefing notes contain all the relevant information to enable the Board to make an informed decision based on the information contained therein.

The Board held a short in camera session

4. Strategic and Business Planning

(a) **Review of Strategic Plan**

The Board reviewed the strategic plan and asked Mr. Nagendran and Ms. Mellesmoen to provide their thoughts. The document was prepared by Framework Partners. A copy of the draft document is contained in the materials provided to the Board in advance of the meeting. Ms. Mellesmoen asked the Board to provide any specific comments on the Strategic Plan to her.

The Board had a general discussion about AEMERA's position relative to government departments whose mandates overlap with AEMERA's. The Board indicated that this type of overlap presented some credibility risk to AEMERA, but that reference to that should be removed from the Strategic Plan. The Chair gave guidance that there needs to be a clear connection between the Business Plan and the Strategic Plan.

Action: *Management to take a critical look at the Strategic Plan to ensure that it can be a public document.*

(b) **Business Plan and Budget**

Ms. Mellesmoen presented the draft Business Plan and Budget to the Board. She confirmed that the Business Plan would be consistent with OAG comments. Dr. Wrona will review the Business Plan as well before a final draft is presented to the Board. Davis provided advice that the Business Plan should be sent to the Minister within the time prescribed in the Mandates and Roles Document.

[Ms. McCunn-Miller left the meeting]

5. Management Updates

(a) **Progress Report on Strategy for MER Partners**

Ms. Tremblett provided a progress report on the strategy for MER Partners to the Board. A copy of the report is contained in the package of materials provided to the Board in advance of the meeting. Dr G. Taylor indicated that air sheds should not coordinate the discussion about the entire integrated resource management (IRS) system. Mr. Hackman provided guidance that AEMERA should arrive at some successes we want to have in the next year, which are within AEMERA's mandate, and ensure that it has the resources available to achieve them.

Stratos is conducting an oil sands monitoring governance review. The review and recommendations from them are expected in mid-July. The hope is that the document will help inform the MER partners piece. What is expected are practical suggestions on how to improve processes for how we make decisions.

Action: *MER Partners report to be a standing item on the Board agenda.*

The Board gave guidance that the information is helpful, but it would like the information in a more streamlined and succinct format going forward.

[Maurya Braun joined the meeting.]

6. Communications

The Board had a general discussion regarding how to manage communications. The communications piece between AEMERA and its service providers can be managed contractually. Davis provided advice that the service provider agreements will also address the issues which the office of the OAG identified as shortcomings. Part of a typical communications piece, whether there is a grant agreement or a service provider agreement, is approval or control of the message. In a grant agreement it would require both parties to sign off on the communications. There will be different types of relationships, but the big picture needs to be driven by clear articulation of the products and services AEMERA wants to provide to fulfill its role.

(a) **Digital Business Presence Update**

Ms. Braun provided a Status Report: Digital Business Presence and AEMERA.org website. A copy of the presentation was provided to the Board at the meeting.

Dr. G Taylor asked if there are internal barriers to data posting and Ms. Braun confirmed that there are very few internal barriers. The Board gave guidance that AEMERA needs to work with entities who are interested in fully sharing data.

(b) **Science Forum Post Event Symposium**

Ms. Tremblett provided a summary to the Board the Science Forum Symposium hosted by AEMERA.

(c) **Six Month Action Plan**

Ms. Mellesmoen indicated that the six month action plan is being finalized with a view to having it ready for the May 21 stakeholder meeting in Calgary.

Staff was complimented by the Board on their hard work.

Meeting adjourned at 3:09 p.m.