



Minutes of the AEMERA Board of Directors (the “Board”)

Meeting #8

February 24, 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 -
(teleconference)

Arlin Hackman

Dr. Robert Page

Sheila Leggett

Mike Beaver

Patricia McCunn-Miller

REGRETS

Krista Tremblett, Engagement
and Stakeholder Relations

STAFF PRESENT:

Jay Nagendran, CEO, *ex-officio*

Kelly Ness, Senior Advisor to CEO

Val Mellesmoen, Communications
Brenda Latka, Senior Financial Officer
(part)

Prasad Valupadas, Evaluation and
Reporting

Lauren Carlson, Davis LLP

Erin Tessier, AEMERA secretariat

George Murphy, Lead Agency Services

Bob Myrick, Field Monitoring (part)

1. Welcome and Call to Order

The Chair welcomed everyone to the meeting and called the meeting to order at 10:37 a.m.

1.1 Chair’s opening remarks

The Chair discussed the Oil Sands Monitoring Symposium that the Board attended in advance of the meeting. The Board proceeded to an *in camera* session.

1.2 *In camera* session

1.3 Approval of agenda and minutes

Motion: That the agenda for the February 24, 2015 Board meeting be approved.

Moved: Mr. Hackman

Seconded: Dr. Page

Carried unanimously

Motion: That the minutes of the December 10-11, 2014 Board meeting be approved.

Moved: Ms. Leggett

Seconded: Dr. Page

Carried unanimously

2. Reports

2.1 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. The Board accepted the Report for information purposes.

Actions:

- *CEO to provide Dr. Gregory Taylor with a copy of Dr. Long Fu’s innovative monitoring graphs.*

2.2 Governance and Human Resources Committee Update

Dr. G. Taylor provided the report of the Governance and Human Resources Committee (the “GHRC”). The motion to approve Davis LLP as recording secretary was moved to Board Business below (agenda item 3.3).

The Board heard that AEMERA is shaping the process for filling the Traditional Ecological Knowledge (“TEK”) panel. Once proposed candidates for the panel have been identified, it will be presented to the Board. A terms of reference document for the TEK panel is being developed. The GHRC expressed interest in candidates for the TEK panel who “have walked the land”.

The GHRC discussed the Institute of Corporate Directors (“ICD”) courses as related to Board education. To participate in ICD workshops, Board members are to approach the Chair for approval. Each member shall write the Chair with the dates, costs and location of the workshop. The Chair must provide approval prior to participation in workshops. The Chair encourages Board members to participate in ICD workshops.

The Board heard that the GHRC discussed a need for quick action on development of AEMERA's strategy for working with Monitoring, Evaluation and Reporting ("MER") partners.

Actions:

- *CEO to ensure that each Board meeting shall contain a standing Agenda item providing the Board with a MER partnership strategic update. Strategic updates shall be written, not verbal, perhaps by way of a briefing note.*

2.3 Finance and Audit Committee Update

Dr. Page provided report the report of the Finance and Audit Committee (the "F&A Committee"). The cross cutting elements of the 2015-2016 Oil Sands Monitoring ("OSM") Work Plan and Budget were deferred in the December 18, 2014 F&A Committee meeting. The Board is being asked to approve the budget for the deferred cross cutting elements in the amount of \$4.833 million.

The Chair indicated that AEMERA currently has staff members whose salaries are not included in the OSM budget. There is concern from the F&A Committee that this does not represent the true costs of the OSM project. The Board gave guidance that staff salaries should be reflected in the 2016-2017 OSM budget.

Dr. Page provided three main updates from the F&A Committee meeting:

1. The meeting with the Office of the Auditor General (the "OAG") was a productive meeting. As a result of the meeting with the OAG, the engagement letter and audit plan (the "Audit Plan") has been revised. The Audit Plan requires approval of the full Board.
2. With respect to accommodations, Dr. Page provided an overview of the process for acquiring AEMERA office space and on the two buildings that have been selected as finalists. As a result of follow up questions, the F&A Committee is not in a position to recommend any accommodations to the Board at this time.
3. Dr. Page provided an update on the Business Plan. The F&A Committee is not in a position to recommend approval of the business plan as the business plan was not finalized at the time of the Board meeting.

Motion: That the cross cutting elements of the 2015-16 OSM Work Plan and Budget, as presented at the February 23, 2015 F&A Committee meeting, be approved.

Moved: Dr. Page

Seconded: Mr. Hackman

Carried unanimously

Actions:

- *That the CEO arrange to have the OAG attend a Board meeting to provide an education regarding the OAG results management and analysis approach.*
- *CEO to provide a written update on accommodations at the next Board meeting.*

3. Board Business

3.1 Approval of AEMERA 2015-2018 Business Plan and AEMERA Strategic Plan

Mr. Nagendran presented on the strategic plan and 2015-2018 business plan (“Business Plan”), a copy of which is contained in the materials provided to the Board in advance of the meeting. General comments were received from the Board with respect to the Business Plan. With the uncertainty surrounding the provincial government’s allotment to AEMERA, the Board suggested that this agenda item be tabled until AEMERA knows the budget it is working within.

The Board deferred approval of the Business Plan until more information was obtained from the government of Alberta. The Board expressed its concern at the potential risks to the organization to deliver on its mandate should the budget as requested from the Alberta government not be delivered. The Board was concerned that the budget is not sufficient to deliver on AEMERA’s legislative mandate.

Action:

- *CEO to amend the current Mandate and Roles Document to replace the word “announcement” with “approval”. The Chair is to present this updated Business Plan to Minister Fawcett for his consideration at their February 25, 2015 meeting.*

3.2 Update and Work Related to First Nations and TEK

Mr. Nagendran provided an update on the work related to First Nations and TEK. The Board heard that the process to establish the TEK Panel mirrors the process used to appoint the members of the Science Advisory Panel. The Board identified that the TEK Panel should include First Nations and Metis members who understand Alberta’s land.

Action:

- *CEO to arrange Board attendance at a day of cultural awareness on First Nations in the latter part of June.*
- *CEO to send to the Board the two information slides provided by Ms. Mellesmoen on Aboriginal Relations.*

The Board requested an in camera session.

3.3 Approval of Davis LLP as Recoding Secretary

Motion: That Davis LLP be appointed as a Recording Secretary for 2015.

Moved: Dr. G. Taylor

Seconded: Mr. Beaver

Carried, with Ms. Leggett opposed

4. Communications

4.1 Communications Update

Ms. Mellesmoen provided an update on communications, outlining the next steps for AEMERA's digital business presence. Ms. Mellesmoen also identified other upcoming communications activities such as stakeholder discussions and meetings, surveying public opinion and reporting on stakeholder needs.

Action:

- *CEO to release an RFP respecting website updates.*
- *CEO to add an update on website and AEMERIS to the next Board agenda.*

5. Other discussion items

- Environment Canada is interested in coming to the Board to speak.
- The OAG's Audit Plan has been revised according to the F&A Committee's instructions.

Motion: That the revised engagement letter from the Office of the Auditor General be approved and that that Dr. Page be authorized to execute the revised engagement letter on behalf of the Board.

Moved: Dr. Page

Seconded: Ms. Leggett

Carried unanimously

Action

- *CEO to arrange meetings between the AEMERA Board and both Environment Canada and WPACs to coincide with the dates of the next Board and committee meetings.*

In Camera session followed.

There being no further business, the meeting was adjourned at 3:06 p.m.