



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

June 17, 2015

LOCATION:

DLA Piper (Canada) LLP
Suite 1201 Scotia 2 Tower
10060 Jasper Avenue
Edmonton, AB T5J4E5

BOARD MEMBERS PRESENT: REGRETS

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

GUESTS PRESENT:

Jay Nagendran, CEO, AEMERA
Fred Wrona, VP and Chief Scientist, AEMERA
Val Mellesmoen, VP Strategy and External Relations, AEMERA
Bill Donahue, VP Monitoring, AEMERA
Sharilee Fossum, VP Corporate Services and CFO, AEMERA
Kelly Ness, Senior Advisor to CEO, AEMERA
Jennifer Cleall, DLA Piper (Canada) LLP
Tracy Howlett, AEMERA (part)
Howie Thomson, National Public Relations (part)
Neil Babaluk, VP National Public Relations (part)

The Board participated in an *in camera* session with various CEO candidates.

1. Welcome and Call to Order

(a) Chair’s Opening Remarks

The Chair welcomed everyone to the meeting.

(b) Determination of Quorum and Call to Order

The Chair confirmed quorum and called the meeting to order at 12:12 p.m.

(c) Approval of Agenda

Motion: That the agenda for the June 17, 2015 Board meeting be approved.

Moved: Dr. Taylor **Seconded:** Dr. Page

Carried unanimously

(d) Approval of Minutes

Motion: That the minutes of the May 22, 2015 Board meeting be approved as amended.

Moved: Dr. Page **Seconded:** Mr. Hackman

Carried unanimously

2. Communications

(a) Update/Presentation on Website Redevelopment

Ms. Mellesmoen provided an update on AEMERA's website redevelopment and introduced Tracy Howlett from AEMERA who gave an introduction on the need for website redevelopment. Mr. Thomson and Mr. Babaluk from National Public Relations, which was the successful bidder following an RFP process for website redevelopment, provided the Board with a presentation regarding the proposed updates to the website.

Ms. Mellesmoen provided some updates regarding the website and indicated that for AEMERA the intention is to make the website as interactive as possible.

The Board gave guidance that the:

- The website should be made mobile friendly;
- There should be separation between AEMERA and AEMERIS, although they should relate to one another;
- The website should be accessible and understandable to the average Albertan;
- AEMERA should be able to make changes to its own website;
- The website should be integrated across all AEMERA platforms.

(b) Communications Update and Strategy

Ms. Mellesmoen provided an update on communications and strategy. The Board had a general discussion on the status of both the Alberta government's governance review and the Stratos Review. The Board also generally discussed AEMERA's relationship with the AER in terms of the data it is supplying and requiring back.

The Board gave guidance that it is important to frame the conversation around AEMERA so that people have a consistent understanding of what AEMERA is. It is important to emphasize evaluation and reporting. This update was provided for information purposes.

3. **Board Business**

(a) **Review of Finance and Audit Committee (“FAC”) Terms of Reference**

Ms. Fossum presented on the Finance and Audit Committee (“FAC”) Terms of Reference. A copy of the updated FAC Terms of Reference were contained in the package of materials. Ms. Fossum confirmed that the OAG has provided their positive feedback around the FAC Terms of Reference .

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

Moved: Dr. G Taylor **Seconded:** Dr. Page

Carried unanimously

(b) **Governance Package**

Dr. G Taylor presented on the updated Governance Package, a copy of which is contained in the package of materials provided to the Board in advance of the meeting. The Governance and Human Resources committee went through the documents one at a time and is recommending them. The Chair recommended that having regard to the committee’s thorough and diligent work, the Board, having reviewed the updates, pass the package of documents. The Chair specifically thanked Ms. McCunn-Miller and Ms. Ness for their collective efforts.

Motion: That the Governance Package be approved, as presented.

Moved: Ms. Leggett **Seconded:** Ms. McCunn-Miller

Carried unanimously

(c) **TEK Panel Nominees**

The CEO presented on the TEK Panel Nominees. A briefing note with background on each individual is contained in the package of materials provided to the Board in advance of the meeting. Mr. Nagendran confirmed that the proposed individuals had been approached and confirmed their interest.

Motion: That the Board endorse the TEK Panel Nominees for appointment to the TEK Panel.

Moved: Dr. Page. **Seconded:** Mr. Beaver.

Carried unanimously

The Board discussed the potential for the TEK panel to add more members in the future. .

(d) **AEMERA Annual Report**

Ms. Mellesmoen presented on the draft Annual Report that was included in the package of materials provided to the Board in advance of the meeting. Ms. Fossum indicated that she has booked time with the OAG to review the draft. The board will schedule a call to approve the annual report in the summer. The Annual Report must be submitted to the Minister not later than July 29, 2015. This presentation was provided for information purposes.

(e) Strategic Planning Session

Ms. Mellesmoen provided an update on the proposed Strategic Planning Session in the fall. The presentation was provided for information purposes. The Board participated in a general discussion regarding same. The Board gave guidance that the session should focus on risk and sustainable funding. The Board requested that the executive team do a deep dive on strategy to identify enterprise risk. What are the funding options and what is the analysis of those options? AEMERA will produce a document for the strategy session which will focus on funding priorities.

The Board gave guidance that the Minister should be invited to attend some part of the session.

4. Committee and Management Updates/Reports

(a) Finance - Management Report/Forecast Review

Information was brought forward from the committee meetings yesterday. Dr. Page indicated that the key message is about looking forward and taking steps to increase transparency.

(b) Governance and HR Committee report

Dr. G Taylor provided an update on the ongoing review of board governance materials. The Terms of Reference for the Science Advisory Panel will be reviewed this fall to bring it up to date.

(c) Risk Report

The risk report was provided in the package of materials provided to the Board in advance of the meeting. The risk report will be more fulsome in the future and will include a focus on enterprise risk and will be sent to the Board every Board Meeting.

The Chair thanked all the staff for their efforts over the past two days.

The meeting was adjourned at 2:31 pm followed by an *in camera* session.