



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

May 22, 2015

LOCATION:

DLA Piper (Canada) LLP
Suite 1000, Livingston Place West,
250 - 2nd Street SW,
Calgary, AB T2P 0C1

BOARD MEMBERS PRESENT:

Dr. Lorne Taylor - Chair
Dr. Gregory Taylor - Vice-Chair
Arlyn Hackman
Dr. Robert Page
Sheila Leggett
Patricia McCunn-Miller

REGRETS

Mike Beaver
Sharilee Fossum,
VP Corporate
Services and CFO,
AEMERA

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
George Murphy, Agency Services, AEMERA
Kelly Ness, Senior Advisor to CEO, AEMERA
Brenda Latka, Finance Director, AEMERA (part)
Robert Seidel, DLA Piper (Canada) LLP (part)
Lauren Carlson, DLA Piper (Canada) LLP
Patti LaBoucane-Benson - Native Counselling Services of
Alberta (part)
Ginger Gibson - Native Counselling Services of Alberta
(part)
Dr. Art Hanson (part)

The Board participated in an *in camera* session.

1. Welcome and Call to Order

The Chair welcomed everyone to the meeting and called the meeting to order at 9:00 a.m.

(a) **Approval of Agenda**

Motion: That the agenda for the May 22, 2015 Board meeting be approved.

Moved: Mr. Hackman Seconded: Ms. Leggett

Carried unanimously

(b) **Approval of Minutes**

The Board gave guidance on the approach they would like to see reflected in the minutes going forward.

Motion: That the minutes of the April 1, 2015 Board meeting be approved, as amended

Moved: Dr. Page Seconded: Ms. McCunn-Miller

Carried unanimously

Action: Amend the April 1, 2015 minutes according to Board guidance.

Motion: That the minutes of the April 13, 2015 conference call be approved.

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

Carried unanimously

2. Committee, Management Updates/Reports and Board Business

(a) **Report from CEO**

Mr. Nagendran presented the CEO Report (“**Report**”). A copy of the Report is contained in the package of materials provided to the Board in advance of the meeting.

The CEO introduced the Board to the four (4) new Vice-Presidents of AEMERA, as follows:

- Mr. Fred Wrona, VP and Chief Scientist;
- Ms. Sharilee Fossum, VP Corporate Services and CFO;
- Mr. Bill Donahue, VP Monitoring; and
- Ms. Val Mellesmoen, VP Strategy and External Relations.

The Board also specifically recognized Mr. Murphy’s contributions, hard work and professionalism with the AEMERA.

(b) **Governance and HR Committee Update**

Dr. G. Taylor gave a verbal report of the Governance and HR Committee, including that the governance review has been put on hold until the committee’s next meeting.

Mr. Seidel provided an update to the Board in respect of the Science Advisory Panel (“**SAP**”) Member Agreements.

Action: *DLA Piper (Canada) LLP (“DLA Piper”) to work with the CEO to prepare a document for the SAP members consistent with immigration Canada and applicable legislation.*

The Board discussed the governance work of DLA Piper with respect to the legislative and governance gaps present in the current documents. The Board gave guidance that the next steps are now to fill the acknowledged gaps.

Action: *DLA Piper to prepare revised governance documents.*

Action: *DLA Piper to look into the implications of the legislation that does not apply to AEMERA.*

(c) **Finance and Audit Committee Update**

Dr. Page provided a verbal update from the Finance and Audit Committee’s (“**FA Committee**”) meeting, including that the Office of the Auditor General (“**OAG**”) is recommending a clean audit of AEMERA to the Auditor General of Alberta, without any recommendations.

The FA Committee indicated that the risk report will now be a standing agenda item and that the minutes of the March 31, 2015 meeting were not approved. Revised minutes will be brought forth at the next FA Committee meeting.

The Chair expressed that the AEMERA staff and the Chair of the FA Committee are to be congratulated with their work done in connection with the recommended clean audit by the OAG.

Action: *CFO to prepare a few point synopsis on the financial statements prior to approval to include in Committee and Board packages.*

(d) **Approval of Financial Statements**

Ms. Latka presented the 2014-2015 financial statements (“**Financial Statements**”) to the Board. A copy of the Financial Statements was included in the package of materials provided to the Board in advance of the meeting.

The CEO and the Board took time to thank Ms. Latka for her work in connection with the audit and preparation of the Financial Statements.

Motion: That the Board approve the 2014-15 Financial Statements.

Moved: Dr. Page Seconded: Mr. Hackman

Carried unanimously

[Ms. LaBoucane-Benson and Ms. Gibson entered the meeting]

(e) **Aboriginal Participation and TEK Strategy**

Ms. LaBoucane-Benson and Ms. Gibson, from Native Counselling Services of Alberta, presented to the Board on Aboriginal Participation and TEK Strategy, for discussion purposes. The presentation was distributed to the Board at the meeting.

The Chair thanked both Ms. LaBoucane-Benson and Ms. Gibson for their very informative presentation.

[Ms. LaBoucane-Benson and Ms. Gibson left the meeting]

[Mr. Seidel left the meeting]

3. Strategic and Business Planning

(a) Strategy Discussion

Dr. Art Hanson presented on the future of AEMERA from a strategic perspective. The Board participated in a general discussion regarding strategy for AEMERA and thanked Dr. Hanson for his helpful presentation.

The CEO also expressed his appreciation to Dr. Hanson for his presentation.

***Action:** Provide copies of Dr. Hanson's presentation to the Board.*

[Mr. Hackman left the meeting]

4. Management Updates/Reports

(a) Update on Strategy for MER Partners

Ms. Mellesmoen presented an update on the Strategy of MER partners. This update included a short-term update and also a general discussion in respect of a long-term partnership strategy. This update was presented for information purposes.

***Action:** That principles for the strategy for MER partners be brought forth to the Board in June.*

***Action:** That the wholesome strategy for MER partners be completed for September.*

5. Communications

(a) Communications Update

Ms. Mellesmoen presented an update on communications. The update was included in the materials provided to the Board in advance of the meeting.

This update was provided for information purposes.

6. Remaining Board Business

(a) Governance Review

Struck from the Agenda. The Board will revisit this item at its next meeting.

(b) Fall meeting schedule

The Board discussed its fall meeting schedule with respect to dates and locations.

Action: *Send out "go to meeting" to the Board to determine scheduling of fall meetings.*

[Dr. Page left the meeting]

(a) **TEK Panel Nominees**

The Board deferred discussion of this agenda item until next meeting.

There being no further business, the meeting was adjourned at 3:17 p.m.