



## Minutes: Board of Directors Meeting #6 November 7, 2014

### LOCATION:

Sutton Place Hotel, 10135 100 St NW, Edmonton, AB

### MEMBERS PRESENT:

Dr. Lorne Taylor, Chair; Dr. Gregory Taylor; Mike Beaver; Sheila Leggett; Patricia McCunn-Miller; Dr. Robert Page, Arlin Hackman, Jay Nagendran, CEO

### STAFF:

Sarah Dunn, Recording; Val Mellesmoen, Communications; George Murphy, Lead, Agency Services; Avy Wolf, Human Resources; Prasad Valupadas, Evaluation and Reporting; Morna Hussey, Field Monitoring

## 1. Welcome and Call to Order

### 1.1 Chair's opening remarks – Lorne Taylor

Lorne Taylor called the meeting to order at 9:15am and Sarah Dunn recorded the minutes. A quorum of directors was present.

### 1.3 Approval of agenda and minutes

**Resolution 29/14:** Bob Page moved that the agenda be accepted as presented. Arlin Hackman seconded. Motion CARRIED.

**Resolution 30/14:** Sheila Leggett moved that the minutes be accepted as presented. Bob Page seconded. Motion CARRIED.

## 2. Reports and Information

### 2.1 Report from stakeholder event and breakfast meeting – Lorne Taylor

The Board expressed its gratitude for the number of stakeholders that attended the reception on November 6, 2014. The Board reviewed the meeting held with representatives of the Canadian Association of Petroleum Producers (CAPP) and Canadian Oil Sands Innovation Alliance (COSIA): Terry Abel, CAPP; Dan Wicklum, COSIA; Kelly Munkittrick, COSIA. Monique Dube, Chief Scientist with the Alberta Energy Regulator (AER) also attended to hear the presentations.

#### Actions:

- CEO to circulate to Board members the slide decks presented by CAPP and COSIA.

### 2.2 Report from CEO – Jay Nagendran

The Board heard updates on: demarcation, revisions to the proposed functional alignment based on feedback received from the Governance and HR Committee, recruitment to the VP/Chief Scientist position, and progress on the strategic and business plans. The CEO also provided information on his recent meetings with stakeholders. The Board directed that the CEO's title be changed to "President and CEO" in keeping with hiring Vice-Presidents into the executive management positions.

#### Actions:

- CEO to send electronic copy of the proposed functional alignment to Board members.

### 2.3 Report from Finance and Audit Committee – Bob Page

The Board heard a verbal report of the November 6<sup>th</sup> committee meeting. Discussion included securing adequate resources for AEMERA into the future, risk assessment program and strategic risks, summary of the committee's meeting with the Auditor General. Based on an *in camera* discussion, the Finance and Audit Committee recommended that the Board approve a resolution to change AEMERA's relationship with the Government of Canada regarding oil sands monitoring (see item 3.1).

### 2.4 Report from Governance and Human Resources Committee – Gregory Taylor

The Board heard a verbal report of the November 6<sup>th</sup>, 2014 committee meeting. Agenda items included updates on union discussions, governance, agency executive structure, recruitment to the Science Advisory Panel, and recruitments to both the

President and CEO position and VP/Chief Scientist position. The committee recommended bringing the final list of proposed candidates for the Science Advisory Panel to the Governance and HR Committee for a final review on December 10, 2014 and to the Board at the December 11, 2014 meeting for endorsement.

### 3. Board Business

#### 3.1 Future roles for Environment Canada in oil sands monitoring– Prasad Valupadas

The Board discussed a process and timeframe for bringing Oil Sands Monitoring work plans to the board and discussed collaboration with Environment Canada on oil sands monitoring after March 31, 2015. A special board meeting on the Joint Oil Sands Monitoring (JOSM) program will be held the morning of December 10, 2014, primarily focused on reviewing the 2015/16 work plans from each Component Advisory Committee (CAC).

**Resolution 31/14:** Bob Page moved that AEMERA allow the current JOSM agreement to expire on March 31, 2015 and that AEMERA pursue a new means for collaboration with the Government of Canada, other than as co-chair, that is consistent with AEMERA's legislated mandate as an arm's length entity responsible for environmental monitoring, evaluation and reporting in Alberta. Sheila Leggett seconded. Motion CARRIED.

#### 3.2 Science Advisory Panel

As a fulsome discussion was had at the Governance and HR Committee meeting, and an update was provided to the Board through the Committee's report, further discussion on this item was deferred to the December 11, 2014 meeting.

#### 3.3 Executive organization, position descriptions and salary structure– Jay Nagendran/Avy Wolf

The Board heard a presentation that outlined three options for salary levels for the four Vice-President positions. The Board decided to implement a single salary range, with the expectation that the CEO will manage the placement of the VPs within the salary range.

*Actions:*

- CEO to use the Hay Group executive salary structure assessment to identify an appropriate initial placement of each position within the salary range depending on the points assigned to each position, in recognition of the varying responsibilities of each VP.

### 5. Strategic Planning

#### 5.1 Strategy Session– Jay Nagendran

The Board heard an update on development of the Strategic Plan. A session was held with staff, with participation of SL and BP from the Board, on October 21, 2014 and GT and BP will attend the follow-up meeting on Nov. 10. Drafts of the Strategic Plan and Business Plan will be presented to the Board at the December 11, 2014 meeting. Other interim governance documents, e.g. Bylaws, Code of Conduct, draft Communication and Reporting protocol, will be provided as context for the review.

### 4. Communications

#### 4.1 Draft AEMERA Communications and Reporting Protocol– Val Mellesmoen

The Board discussed principles related to release of data and information including categories of data and information and processes for each category.

#### 4.2 Communications Update Val - Mellesmoen

The Board heard an update on internal and external communications activities including the November 5, 2014 staff meeting and the November 6, 2014 stakeholder event.

*Actions:*

- CEO to draft a thank-you to staff to be electronically signed by the Board of Directors.

### In Camera Session

#### 3:30 PM MEETING ADJOURNED