



Minutes: Special Board of Directors Meeting January 20, 2015

LOCATION:

Conference Call

MEMBERS PRESENT:

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

REGRETS:

Patricia McCunn-Miller

STAFF:

Kelly Ness, Senior Advisor to the CEO and Lead Board Secretariat; George Murphy, Lead, Agency Services; Val Mellesmoen, Communications Consultant.

1. Call to Order

The meeting was called to order at 4:30pm and Kelly Ness recorded the minutes. A quorum of directors was present with Gregory Taylor joining via Skype from Japan.

Resolution 1/15: Sheila Leggett moved THAT the agenda be approved as presented. Arlin Hackman seconded. Motion CARRIED.

2. Update on CEO meeting with Deputy Minister of Executive Council – Jay Nagendran

The Board heard an update on the January 8, 2015 meeting that Richard Dicerni, Deputy Minister of Executive Council, called with the CEO to understand AEMERA's establishment. Bill Werry, DM of Environment and Sustainable Resource Development, Mike Percy, the Premier's Chief of Staff, and Brent Francis, Minister Fawcett's Executive Advisor also attended the meeting. The DM of Executive Council indicated that he would be as supportive as possible in allowing AEMERA to move quickly to becoming fully functional. As follow-up, AEMERA was asked to provide information on critical milestones regarding establishing a fully functional agency, which was sent to the DM on January 16th.

Actions:

- CEO to send to the Board the email and briefing that was provided to the DM of Executive Council.
- CEO to confirm AEMERA's estimated budget and human resource requirements for 2015/16, recognizing the need for restraint, and provide to the Board.

3. Update on executive recruitments – George Murphy

Negotiations have been completed and the CEO has sent an offer letter to the candidate for the Vice President (V-P) and Chief Scientist, who will start with AEMERA on April 7, 2015. There was discussion regarding the clause in the offer that the Chief Scientist would be allowed to maintain a lab at a university in Alberta and dedicate up to 10% of his time to directing the activities of that research lab. This would enable leveraging of infrastructure/systems and human resources and provide access to funding sources available to researchers. Patricia McCunn-Miller asked that it be noted in the minutes that she disagreed with this decision, concerned that AEMERA required 100% dedication from all of its senior executives.

The committee also heard updates on the recruitments for the other V-P positions. Bob Page has agreed to participate on the panel for the selection of the V-P, Finance and Administration. Patricia McCunn-Miller and Arlin Hackman have agreed to participate on the panel for selection of the V-P, Strategy and External Relations. Mike Beaver has been invited to participate, as and when possible, on either or both of these panels.

4. Science Advisory Panel announcement – Val Mellesmoen

All identified candidates have agreed to participate on the panel. The board discussed the merits of various approaches and timelines but agreed that the CEO and staff would make the final decision.

Actions:

- CEO to provide the communications plan, including questions and answers, to Board members in advance.

5. Proposed Strategy for CEO's meeting with Deputy Minister of Environment Canada on future role in oil sands monitoring – Jay Nagendran/Val Mellesmoen

The current *Canada/Alberta Implementation Plan for Oil Sands Monitoring* expires on March 31, 2015. Consistent with previous Board direction, the CEO has been proactive in signalling to ESRD and Environment Canada (EC) AEMERA's intent to have a different relationship with EC and that AEMERA assumes full administrative control of the program after March 31, 2015.

6. Governance workshop – Jay Nagendran/Patricia McCunn-Miller

Framework Partners will complete the review of AEMERA's governance documents and will facilitate a workshop on February 23, 2015 with the Board. A package of materials is being prepared and will be circulated to Directors 10 days in advance of the meeting. Any changes arising from the workshop will be brought to the board for approval at the March 31st/April 1st Governance and HR committee and Board meetings.

7. CEO search committee – Lorne Taylor

Jay Nagendran recused himself at 5:57pm. Conroy Ross will be scheduling updates for the CEO Search Committee and will communicate details directly with committee members. Next steps include:

- January/early February - Conroy Ross meets with stakeholders to confirm criteria/expectations with regard to the CEO
- February - Conroy Ross initiates search.
- March and April - Conroy Ross assesses potential candidates
- May – Committee conducts interviews with potential candidates
- June – Board makes a decision.

CEO search committee will provide a short list of candidates with a recommended candidate to the Board to support the decision. Jay Nagendran rejoined the meeting at 6:04pm.

8. Agency head office location

The Board discussed the merits of locating the head office in Edmonton or Calgary.

Resolution 2/15: Bob Page moved THAT AEMERA should have its permanent head office in Edmonton. Mike Beaver seconded. Patricia McCunn-Miller asked that her dissenting vote be recorded in the minutes.

6:37PM MEETING ADJOURNED