

BOARD OF DIRECTORS MEETING

Thursday, April 23, 2015

Ausable Bayfield Conservation Authority Boardroom
Morrison Dam Conservation Area

DIRECTORS PRESENT

Ray Chartrand, Doug Cook, Wayne Hall, George Irvin, Burkhard Metzger, Don Shipway, Ute Stumpf, Mike Tam

DIRECTORS ABSENT

Dave Frayne

STAFF PRESENT

Jenna Allain, Geoff Cade, Bev Brown, Brian Horner, Kate Monk, Judith Parker, Alec Scott

OTHERS PRESENT

Grant Inglis, Little, Inglis, Price & Ewer
Jeremy Giles, CA, MacNeill Edmundson

CALL TO ORDER

Chair Mike Tam called the meeting to order at 10:01 a.m. and welcomed everyone to the meeting.

ADOPTION OF AGENDA

MOTION #BD 32/15

**Moved by Ute Stumpf
Seconded by Wayne Hall**

“RESOLVED, THAT the agenda for the April 23, 2015 Ausable Bayfield Conservation Authority Board of Directors meeting be approved.”

Carried.

DISCLOSURE OF PECUNIARY INTEREST

There were no disclosures of pecuniary interest at this meeting or from the previous meeting.

DISCLOSURE OF INTENTION TO RECORD PROCEEDINGS

None

ADOPTION OF MINUTES**MOTION #BD 33/15**

**Moved by Doug Cook
Seconded by Ute Stumpf**

“RESOLVED, THAT the minutes of the Board of Directors meeting held on March 19, 2015 and the motions therein be approved as circulated.”

Carried.

BUSINESS OUT OF THE MINUTES

None

PRESENTATIONSDirector's Roles and Responsibilities

Solicitor Grant Inglis provided an overview on the roles and responsibilities of a Director on the Board. ABCA directors come to the boardroom table as a member representing their municipality; as a director for the conservation authority; and as a judge when convened as a Hearing under Ontario Regulation 147/06.

As an organization, the Authority conducts business under the *Corporations Act*. In 2010, the government proclaimed the *Not-for-Profit Corporations Act* but it has been delayed for five years. There is indication it may be passed by the end of 2015 with different duties and standards expected for non-profit Boards that will align closer to the *Corporations Act*.

The object of the *Corporations Act* and common law duties of a director are to:

- have knowledge of the organization;
- act honestly and in good faith with loyalty to the corporation - not who made the appointment;
- be diligent;
- be obedient;
- comply with legislation;
- avoid conflict of interest;
- continue membership on the Board and fulfill the term;
- carry out fiduciary duties as a trustee responsible for property and assets received from donors;
- avoid apprehension and bias when sitting as a Hearing Board. The director sits as a judge and should act in the best interest of the corporation without viewing or discussing evidence pertaining to any potential Hearing.

A director is entitled to be protected from liability in two ways. The Act allows for indemnification of a Board member who has acted in a reasonable and prudent manner. Directors and Officers insurance is available to cover not only damage,s but also associated legal costs.

A Board member is appointed by a member municipality, however the municipality cannot direct the Board member how to vote on any matter. In a recent OMB decision in Kawartha Lakes, the Commissioner determined that the Director owes duty to the Board in the best interest of this Corporation and not the municipality.

Chair Tam thanked Mr. Inglis for outlining the responsibilities and duties of a director.

Investment Income Quarterly Report

Adam Skillen of Gary Bean Securities attended the meeting to provide an update on the investment income portfolio over the past seven months. He advised that Gary Bean Securities is now affiliated with Raymond James Inc. and will be changing its name to Skillen Investment Management as of May 11, 2015. He advised that a review of the investment income policy will be discussed with the General Manager and a report will be brought back for the Board to consider in the fall.

PROGRAM REPORT

1. 1st Quarter Profit & Loss Statement

General Manager Brian Horner presented the profit and loss statement to March 31, 2015 with comparisons to the budget.

Brian Horner left the meeting at 10:45 a.m.

2. (a) Development Review

On behalf of Andrew Bicknell, Geoff Cade presented the Development Review report pursuant to *Ontario Regulation 147/06 Development, Interference with Wetlands and Alterations to Shorelines and Watercourses*. Through the application process, proposed developments within regulated areas are protected from flooding and erosion hazards. Staff granted permission for 3 *Applications for Permission* and one *Minor Works Permit* to construct works within regulated areas.

2. (b) Violation/Appeals Update

Staff advised that the court date was held over from April 7, 2015 to May 19, 2015 for the violation matter in the Municipality of Bluewater.

MOTION #BD 34/15

**Moved by Don Shipway
Seconded by Ray Chartrand**

“RESOLVED, THAT the Board of Directors affirm the approval of applications as presented in Program Report # 1 - Development Review.”

Carried.

3. Armstrong West Repair Tender Report

This project was approved in the 2015 budget with the costs coming from the Flood and Erosion Control Structure Maintenance Reserve. A funding request for a WECEI grant of 50% has also been submitted. The material needs to be taken by barge which limited the number of contractors able to do the repair work.

MOTION #BD 35/15

**Moved by George Irvin
Seconded by Ute Stumpf**

“RESOLVED, THAT the tender submitted by Huron District Contracting Limited be accepted at a price of \$24,837.40 including HST, subject to environmental approvals and the final checking of the quality of rock riprap material, and

FURTHER, THAT staff be authorized to proceed to sign the agreement for the work and complete the project.”

Carried.

PRESENTATION

Mari Veliz, Healthy Watersheds Supervisor gave a presentation on the healthy soils initiatives the ABCA will be undertaken during 2015 International Year of Soils. The interface of land and water was discussed and how landscapes and water quality are linked. It was determined that samples taken during low rain events were high in phosphorus. However, during high flows the phosphorus levels rose 10 fold because water making its way into channels had more sediment carrying phosphorus.

The preferred hierarchy for undertaking best management practices is to A-C-T (Avoid, Control, Trap & Treat) using cover crops, crop rotation and conservation tillage that holds the soil on the landscape. A one percent increase in organic matter holds 27,000 gallons of water and stops the formation of channels across the landscapes. The United Nations have recognized the importance of healthy soils around the globe by declaring 2015 as International Year of Soils. The ABCA staff are planning events and opportunities throughout the year to bring education and awareness to the importance of healthy soils.

GENERAL MANAGER’S REPORT

Acting General Manager, Jenna Allain presented the General Manager’s report on behalf of Brian Horner. Highlights were given on the progress of various projects, staff training and development, upcoming meetings and activities held over the previous month. This report is distributed to the municipalities for their councillors’ information.

CORRESPONDENCE

a) Reference: Funding

File: F.22.1

Brief: Correspondence from the Fred A. & Barbara M. Erb Family Foundation advising that the 2nd installment of funding has been paid in support of implementing actions to improve Bayfield River and Lake Huron water quality.

NEW BUSINESS

None

ADJOURNMENT

The meeting was adjourned at 11:12 a.m.

Mike Tam
Chair

Judith Parker
Corporate Services Coordinator

*Copies of Program Reports are available upon request.
Contact Judith Parker, Corporate Services Coordinator.*