

BOARD MEETING MINUTES
10:00 am Thursday, February 27, 2014
CFWY Office, Hinton AB

PRESENT:

Johannes Zwart	Chair, Town of Grande Cache
Tammy Strang	Secretary/Treasurer, Town of Edson
Shawn Berry	IRC Chair, Yellowhead County
Marcel Michaels	Director, Town of Hinton
Helen Kelleher-Empey	Director, Municipality of Jasper
Gilbert Wall	Vice Chair, Municipality of Jasper
Trevor Bevan	Director, Town of Edson
Anthony Giezen	Director, Yellowhead County

STAFF AND GUESTS PRESENT:

Nancy Robbins	General Manager
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APOLOGIES:

Shawn Moulun	Director, Town of Grande Cache
Matthew Young	Director, Town of Hinton

1. CALL TO ORDER:

Chair **ZWART** called the meeting to order at 10:02 AM.

2. ADDITIONS TO THE AGENDA

Add December statements to 9.1 and 9.2
Add 10. Round Table

3. APPROVAL OF THE AGENDA

BERRY That agenda be accepted as amended. **CARRIED**

4. APPROVAL OF MINUTES

4.1 IRC Minutes – December 13, 2013

STRANG Minutes accepted as presented
CARRIED

4.2 Board Minutes – December 13, 2013

BERRY Minutes accepted as presented
CARRIED

4.3 IRC Minutes – January 21, 2014

MICHAELS Minutes accepted as presented
CARRIED

4.4 Board Minutes – January 22, 2014

GIEZEN Minutes accepted as presented
CARRIED

4.5 IRC Minutes – January 23, 2014

KELLEHER-EMPEY Minutes accepted as presented
CARRIED

4.6 Executive Minutes – February 14, 2014

STRANG Minutes accepted as presented
CARRIED

5. NEW BUSINESS

5.1 WD Operating Template for 2014-2015 and Changes to CF Programming

Nancy reviewed the 2014-2015 WD Operating Template and discussed changes to CF programming in Alberta for 2014-2015.

MICHAELS Motion to accept 2014-0215 WD Operating Template as information.
CARRIED

5.2 RRSP

CFNA is working on a provincial RRSP program. Nancy discussed the importance of a RRSP program as a staff recruitment and retention tool in our organization. Nancy will share more information about this program as it becomes available.

5.3 Automatic Payroll

WALL Motion for CFWY to move payroll from a dual signature on cheques to a single signature transaction through the automated CAFT system

ZWART (2nd)
CARRIED

6. OLD BUSINESS

6.1 Board of Directors Governance and Articles of Association

The Town of Edson presented a proposal on draft amendments for discussion with the Board of Directors. The proposal is as follows:

Current:

8. A Member shall designate two Directors to exercise the Member's entitlement to vote.

Change:

8. A Member shall designated a minimum of one (1) Director to exercise the Member's entitlement to vote.

Current:

29. Directors shall be appointed by resolution of the Members and shall be comprised as follows:

- a. Two (2) Directors representing the Town of Edson
- b. Two (2) Directors representing the Municipality of Jasper
- c. Two (2) Directors representing the Town of Hinton
- d. Two (2) Directors representing the Town of Grande Cache; and
- e. Two (2) Directors representing Yellowhead County.

Change:

29. Each Member shall have two (2) Directors which represents the Member's interest in the Corporation. The Directors shall be appointed as follows:

- a. One (1) Director representing the Member
- b. One (1) Director representing the Member OR if the Member does not wish to appoint a second Director, the Member will notify the Corporation in writing. The second Director to represent the Member will then be selected by the remaining Directors.

Current:

31. Each Member shall designate not more than two (2) representatives and one (1) alternate to act as Directors.

Change:

No change suggested

Additions to the Articles of Association

Addition to Election of Directors (insert after 31.)

Directors will serve a minimum length of term of three (3) years.

Directors shall be serve a maximum length of term of nine (9) years. In the event that the two (2) Directors representing the same Member are at their maximum length of term in the same year, the first Director shall serve a maximum length of term of nine (9) years and the second Director shall serve a maximum length of term of ten (10) years.

Discussion ensued about the proposal and were mainly focused on the option of 29 (b) where a second director could either be appointed by the municipality or appointed by the Board of Directors. It was decided that the proposal would be accepted as a draft in principle.

STRANG Motion to accept the proposal as a draft and submit it for legal advice on current wording and to bring forward to next board meeting for more discussion
WALL (2nd)

Discussion continued on the consequences of the municipality relinquishing their second director appointment and then length of time that this would remain in effect. It was decided that the minimum length of term of three years would be removed from the proposal to reflect this discussion

WALL Amendment to the motion to accept the proposal as a draft with the removal of the addition of "Directors will serve a minimum length of term of three (3) years". The rest of the proposal would remain as is and be submitted to our lawyer for legal advice on wording.

STRANG (2nd)
CARRIED (unanimous)

Recess called at 11:00am
Call to order at 11:05 am

7. IN CAMERA

MICHAELS Motion to go in camera at 11:05 am
KELLEHER-EMPEY (2nd)
CARRIED

7.1 Loan Portfolio review and Delinquency Report – December 2013 and January 2014

WALL Motion to leave in camera at 11:15 am
MICHAELS (2nd)
CARRIED

8. GENERAL MANAGER’S UPDATES

Nancy shared the monthly and quarterly reports with the board. The following items were highlighted:

- NW managers decided to recommend centralized collections to the CFNA board as part of their strategic planning for 2014-2015
- Our training grant was approved from AB Human Services
- Our BRE project grant was approved from AB Human Services which will allow a 6 month coordinator to be hired
- Talisman project is starting between CFNA and three other CF offices
- NAYEC is not proceeding for 2014 but has changed its look in the north. We will have to do some local initiatives in the region

9. FINANCIAL REPORTS

9.1 Financial Statements – December 2013 and January 2014

BERRY
WALL (2nd) The financial statements be accepted as presented
CARRIED

9.2 Cheque Log – December 2013 and January 2014

BEVAN
STRANG (2nd) The cheque log for December and January be accepted as presented.
CARRIED

ZWART identified an interest in cheques #7489.

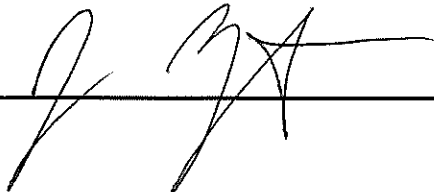
10. ROUND TABLE

Directors discussed community issues around the region.

11. NEXT MEETING DATE: March TBD – Investment Review Committee Planning Meeting in Hinton; April TBD – Board Orientation and Regular Meeting; May TBD – Regular meeting in Jasper; June TBD – Regular Meeting and Annual General Meeting

12. ADJOURNMENT

GIEZEN Meeting was adjourned at 12:03 pm
CARRIED

Chair  Secretary/Treasurer 