

BOARD MEETING MINUTES
10:00 am Thursday, May 22, 2014
Emergency Services Building, Jasper

PRESENT:

Johannes Zwart	Chair, Town of Grande Cache
Tammy Strang	Secretary/Treasurer, Town of Edson
Shawn Berry	IRC Chair, Yellowhead County
Helen Kelleher-Empey	Director, Municipality of Jasper
Trevor Bevan	Director, Town of Edson
Anthony Giezen	Director, Yellowhead County
Shawn Moulun	Director, Town of Grande Cache
Matthew Young	Director, Town of Hinton
Dwain Wacko	Alternate, Municipality of Jasper

STAFF PRESENT:

Nancy Robbins	General Manager
Tim Shain	Business Analyst
Stephen Novak	Small Business Advisor, RABC
Morgan Roberts	Business Visitation Coordinator, Business Visitation Program

INVITED GUESTS PRESENT:

Vonna Arsenault	Councilor, Municipality of Jasper
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APOLOGIES:

Gilbert Wall	Vice Chair, Municipality of Jasper
Marcel Michaels	Director, Town of Hinton
Richard Ireland	Mayor, Municipality of Jasper

1. CALL TO ORDER:

Chair **ZWART** called the meeting to order at 10:05 AM.

2. ADDITIONS TO THE AGENDA

6.2 Community Futures National Conference
6.7 Nominations for Executive for AGM
Regional Round Table was moved to after the In Camera session

3. APPROVAL OF THE AGENDA

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

4. WELCOME TO OUR INVITED GUESTS FROM THE CHAIR

5. APPROVAL OF MINUTES

5.1 IRC Minutes – April 23, 2014

STRANG Minutes accepted as presented
CARRIED

5.2 Board Minutes – April 23, 2014

KELLEHER-EMPEY Minutes accepted as presented with amendment to correct location and parties present

CARRIED

5.3 IRC Minutes – May 5, 2014

BERRY Minutes accepted as presented with amendment to correct parties present
CARRIED

6. NEW BUSINESS

6.1 CFNA Provincial Conference

Nancy presented information about the CFNA Provincial Conference to be held in Canmore in October 2014. All directors are invited and CFWY will pay for the registration.

6.2 CF National Conference

Nancy presented information on the CF National Conference in Quebec on June 3 to 5, 2015. CFWY has traditionally sent the manager and the chair to the national conference.

6.3 Presentation – RABC (Rural Alberta Business Centre), Grande Cache, Small Business Advisor, Stephen Novak

Stephen presented year 2 evaluation of the pilot project and discussed the RABC office in Grande Cache. Discussion and questions ensued.

6.4 Presentation – Business Visitation Coordinator, Business Visitation Program, Morgan Roberts

Morgan presented plans for the Business Visitation Program for Jasper and Grande Cache. Discussion and questions ensued.

6.5 Draft Financial Statements

STRANG

BERRY (2nd) Motion to approve the draft audited financial statements as presented
(Carried)

Clayton Seely will attend the Annual General Meeting in June to present the financial statements.

6.6 Changes to Board of Directors and Policy

It was decided that the board would evaluate themselves at the June meeting. Nancy would prepare an evaluation and bring it to the meeting. The results would be discussed at the September meeting.

Nancy's evaluation is coming up in September. **STRANG** will head the review and ask the board for feedback. Nancy requested a 360 degree evaluation where the staff were asked to contribute. **STRANG** will follow up with the staff.

The travel policy for the board of directors was discussed. Current policy states (General policy page 61):

The Cost for travel by Directors will be shared by the Stakeholders they represent and the Corporation. Directors will be reimbursed as per the rates of who is reimbursing them for the travel. Costs will be shared accordingly to the following breakdown:

- i. Regular Board Meetings – travel to Board meetings will be reimbursed by the stakeholder for up to 6 meetings per year. Travel to any meetings over and above this number will be reimbursed by the Company.

- ii. Community Futures Provincial Conference – Community Futures West Yellowhead will cover the registration cost for Directors to the annual provincial conference. Travel and Accommodation for these events is covered by the Stakeholder.
- iii. Professional Development – Registration and travel for professional development for directors will be paid by the company with approval of the Board.
- iv. Other travel – All other travel reimbursements will be at the discretion of the Board and must be approved at a meeting.

Nancy will examine the travel policy and also look at policy alternatives with regards to the possible changes to the Articles of Association. The Board of Directors will need to discuss a board director recruitment package if the changes are passed to the Articles of Association. These will be addressed at the June and September meetings.

Recess called at 11:30am
Call to order at 12:00 pm

6.7 Nominations for Executive at AGM

Executive terms are one year so nominations are open at the AGM for all executive positions. **ZWART** asked directors to consider where they are planning to stay in their positions or step down. Nominations can be declared at the AGM in June and are open for Chair, Vice Chair, Secretary/Treasurer and IRC Chair.

7. OLD BUSINESS

7.1 Board of Directors Governance and Articles of Association

The current proposal for the Articles of Association Amendments were discussed and presented.

Current:

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

Change:

8. Each Member shall have two Directors appointed to exercise the Member's entitlement to vote. A Member may elect to appoint both Directors or, should it choose, may elect to appoint only 1 of the 2 Directors. If the Member chooses the latter, the already appointed Directors shall be at liberty, at their sole discretion, to appoint the second Director from the Member's municipality.

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. Further to para. 8 herein, each Member shall have two (2) Directors which will represent the Member's interest in the Corporation. The Directors shall be appointed as follows:

a. Two (2) Directors representing the Member as appointed by the Member; or

b. The Member may appoint one (1) Director to represent the Member and will notify the Corporation in writing that it does not wish to appoint a second Director. If this is the case, the already appointed Directors will then be at liberty, at their sole discretion, to appoint a second director to exercise the Member's entitlement to vote from the Member's municipality.

Current:

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

Change:

31. Each Member shall designate not more than two (2) representative and one (1) alternate to as Directors. Should the Member decide to only appoint one (1) representative to the Board of Directors, that Member must also appoint one (1) alternate for that Director.

Additions to the Articles of Association

Addition to Election of Directors (insert after 31.)

Directors shall 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.

After much discussion the following addition was also added to amend Article #31.

8. GENERAL MANAGER'S UPDATES

Nancy shared the monthly report with the board. The main focus of the past month was working with the auditors and preparing for the May audit.

9. IN CAMERA

KELLEHER-EMPEY Motion to go in camera at 12:30 pm
MOULON (2nd)
CARRIED

9.1 Loan Portfolio review and Delinquency Report – April 2014

YOUNG Motion to leave in camera at 12:40 pm
WACKO (2nd)
CARRIED

10. QUESTIONS FROM INVITED GUESTS

ARNSEAUULT discussed how much she enjoyed the meeting and how she has learned a lot about Community Futures West Yellowhead by attending today's meeting.

11. FINANCIAL REPORTS

Due to the audit last week, there are no financial statements to present to the Board of Directors at this time.

12. REGIONAL ROUND TABLE

Directors discussed community issues around the region.

13. NEXT MEETING DATE:

June 11 – teleconference and Adobe Connect to review Annual Performance Report
June 19 – AGM and Regular Meeting (Hinton)

14. ADJOURNMENT

GIEZEN Meeting was adjourned at 1:00 pm
CARRIED

Chair  Secretary/Treasurer 