

Alberta Conservation Association

Minutes of the December 14, 2017 Board of Directors Meeting



Four Points by Sheraton
7230 Argyll Road, Edmonton, AB
9:00 AM – 4:00 PM

PRESENT Bill Abercrombie (Vice Chairman) – Alberta Trappers Association
Greg Shyba (Secretary) – Public At Large, CE Region
Robert Gruszecki (Treasurer) – Alberta Hunter Education Instructors Association
Patrick Long (Past Chairman) – Wild Sheep Foundation Alberta
Randy Collins (Director) – Alberta Fish and Game Association
Carla Rhyant (Director) – Alberta Professional Outfitters Society
Michael Perkins (Director) – Pheasants Forever Alberta Council
Fred Calverley (Director) – Trout Unlimited Canada
Brian Joubert (Director) – Nature Alberta
Sandra Mellon (Director) – Public At Large, NW Region
Chris Fowler (Director) – Public At Large, NE Region
Ken Ambrock (Vice Chair) – Public At Large, Northern Alberta Board Liaison
Brian Bildson (Director) – Public At Large, Business Representative
Travis Ripley (Director) – Alberta Environment and Parks

Todd Zimmerling – President & CEO, ACA
Debora Dueck – Recording Secretary, ACA

REGRETS Rob Duncan (Director) – Public At Large, SO Region
Lee Foote (Director) – Academic Representative
Mark Boyce (Director) – ACA / U of A Chair in Fisheries & Wildlife Treaty 8

1. CALL TO ORDER

Vice Chairman Bill Abercrombie called the meeting to order December 14, 2017 at 9:02 AM.

2. WELCOME AND INTRODUCTIONS

Vice Chairman Bill Abercrombie welcomed everyone to the meeting. Round table introductions were made for the benefit of any new or returning representatives.

Conserving Alberta's Wild Side

3. APPROVAL OF THE AGENDA & MEETING TIME LIMIT

MOTION # 53/17

Moved by: Robert Gruszecki
Seconded by: Greg Shyba

Move that the December 14, 2017 agenda be accepted as presented:

MOTION CARRIED

The meeting is anticipated to conclude by 4:00 PM.

4. ACCEPTANCE OF THE MINUTES

- a. August 16, 2017 Board of Directors' Meeting – Electronic Motion: 50/17EV
(Attachment A – Minutes of the August 16, 2017 BOD Meeting)

MOTION # 54/17

Moved by: Randy Collins
Seconded by: Brian Joubert

Move that the ACA Board of Directors' agree that this is an accurate reflection of the votes placed and therefore ratify Electronic Motion: 50/17EV stating: "Move that the Minutes of the August 16, 2017 Board of Directors' meeting, be accepted as presented".

MOTION CARRIED

5. BUSINESS ARISING

- a. Review of Action Items
(Attachment B – Action Items)

Action Items were reviewed and updates were provided.

Action Item #3: ACA Representation on AGPAC.

MOTION # 55/17

Moved by: Robert Gruszecki
Seconded by: Randy Collins

Move that the ACA Board of Directors' agree that Todd Zimmerling, President and CEO represent Alberta Conservation Association at the AGPAC Table.

MOTION CARRIED

ACTION ITEM: Travis Ripley will adjust the TOR and update the member list of AGPAC.

Conserving Alberta's Wild Side

6. COMMITTEE REPORTS

a. Chairman / Executive Committee

Bill Abercrombie, Vice Chairman, provided a report to BOD:

- Business Representative, NO BOD Liaison presented their quarterly reports and Director Emeritus submitted a report to the Executive Committee.
- Business Representative review was conducted and appointment recommended for an additional 2 years.

b. President & CEO (Attachment C)

The President & CEO report was reviewed and highlights were discussed and noted:

- The fall has been fairly busy with the wrap-up of summer field projects and the start of winter projects. The provincial pheasant release and the Taber Pheasant Festival both resulted in a large number of very positive comments being submitted to ACA. The lake aeration program has started up again for this winter, however, warm temperatures are once again creating a few logistical issues for our field crews attempting to install fence in the ice.
- Relationship/Partnerships – Although the major oil and gas players are still dealing with depressed commodity prices, we are seeing a number of smaller corporate partners express interest in partnering and sponsoring ACA projects.
- Sponsorship / CPIC – New: AltaLink (MULTISAR Taber & Kids Can Catch); Heritage Inn (WiN Card Program); Yeti Roughrider Rentals Ltd (Waterfowl Warmup); Town of Taber (Kids Can Catch). Pending: Silvacom; ConocoPhillips; University of Calgary; Cenovus; Nu Visita
- Grants: Awarded – HSP SAR (\$72,000); Non-Profit Energy Efficiency Program (\$4,500); Forest Resource Improvement Association of Alberta FireSmart Program (\$120,000). Pending: CFEP (19,093); Alberta Land Trust (\$225,700); Saddle Hills County Program and Activity Grant (\$9,895).

c. Finance & Audit Committee (Attachments D)

Robert Gruszecki, Treasurer, presented the Financial Overview and Financials to October 31, 2017. Points noted:

Total revenue decreased from the prior fiscal period by \$(112,281). Partner contributions and grants and refund revenue are lower than the prior year while levies are very slightly higher.

- Levy revenues are \$(102,718) lower than received the prior year. This indicates a steady level in license sales over the two years.

- Partner Contributions are lower by \$(29,726). Most current funds come through the MULTISAR project and will be monitored as the year progresses. Both current partner funds and amounts carried forward from the previous year are lower. This is offset by Summer Student Funding.
- Miscellaneous revenue includes money from sales on raffles for the Pheasant Festival. Income seems to be on par with prior year amounts.
- Donations include amounts donated for Kids Can Catch and Syncrude's contribution to the Biodiversity Challenge Grants.

Revenues are \$(433,335) lower than the year to date budgeted amounts.

- Levy revenue is under budgeted levels by \$(90,079). Revenue is analyzed weekly to quickly identify negative trends so that adjustments can be made to spending when required. This indicates stable license sales.
- Partner revenue is lower than budgeted by \$(361,781). The revenue received mainly came from partners in conservation site maintenance carried forward from the prior year and the Ridge Reservoir Habitat project. Predator Compensation expenses are much lower than budget which reduces revenue from reimbursement received.
- Grant revenue is significantly lower than anticipated. An amount for the Biodiversity grants was budgeted but has not materialized.

Operating expense (expenses that are controllable by management) were \$(166,482) lower than previous year levels. Although individual expense categories vary, the overall expenditure is consistent with anticipated expenditures with the exceptions explained in the Financial Overview report.

The organization is \$(2,212,458) under budgeted expenditures. Explanations of the major item variances are provided in the Financial Overview report.

An operating surplus (excess of revenue over expenditures for management controlled items including actual interest revenue which is outside of management control) of \$4,480,024 exists, which is comparable to the results of the prior year where a surplus of \$4,425,823 was recorded. This is typical as levy revenue is collected earlier in the year while expenses occur at different times of the year, but this variance should even out as the year goes forward.

When adjustments are made to recognize realized and unrealized investment gains and losses, asset disposals, and removing revenue from donations that was allocated to land purchases, the result ends in an accounting surplus of \$4,781,601 for the period compared to \$4,880,710 in the prior year. The bulk of the variances is due to Unrecognized Gains and Losses, in that prior year unrecognized gain of \$404,255 was recorded last year at this time where we are experiencing an unrealized gain of \$196,815 in the current year.

ACA reported an accounting or total organizational surplus of \$4,781,601, an amount that includes interest income, realized (actual changes from sold investments) and unrealized (changes in book value due to cost versus market fluctuations) results for investments and asset disposals that are not in management control. The realized gain on investments was \$95,544; the unrealized gain on

investments was \$196,815. Interest revenue was \$37,529, and the gain on asset disposal (amount received for sold assets over the remaining book value of the asset) was 9,219.

- Current assets have decreased by (29.7)% [phones, equipment, Golden Ranches payment], from recorded levels at October 31, 2016. Cash decreased from unexpected asset replacements and repairs, principal and interest payments on additional financing for Golden Ranches. Cash flow is being monitored to ensure active management. Accounts receivable is comprised of receivables from partners and contributors and is expected to be collected in the next 30 days. The largest portion of this account is amounts receivable from the Alberta Cattlemen's Association and reimbursement for Predator Compensation.
- The Endowment Fund balance is \$1,915,620 up from \$1,745,623 last year. Contributions to this fund were made through funds designated for land purchases. Half the increase in the fund on a yearly basis due to interest and gains (not including increase because of additional principle investment) are directed towards enhancement and/or management of ACA lands, and half will be retained to grow the fund on an annual basis (to allow for monies to be removed from the fund the interest and gains retained must at minimum match the rate of inflation for the previous year). The interest and gains removed from the fund will first be directed to cover taxes and other fees. Any excess generated may then be directed to other enhancements or management initiatives related to ACA lands. This transfer happens in January based on December balances.
- Land purchases and donations in this year were \$1,082,085. Equipment comprises the remaining asset additions. The largest additions were vehicles (additional quad and trucks purchased), trailers (purchase of new travel trailers) and fisheries equipment.
- The total fair market value of the investments is \$6,193,132 representing an increase (or gain) of 8.7% over the fair market value at June 30, 2016. Of the total 57.89% are held in equities with the remainder held in Cash and Fixed Income instruments which meets the Investment Policy set by the Board of Directors. This also meets the contingent minimum balance requirement from the board for wind up activities as well as the bank covenant for lending purposes.

Discussion: A recommendation for Management to discuss with the investment advisor if ACA should take some of the funds off the table, pull out of the fund and reinvest somewhere else.

- The Habitat Securement Fund had a balance at prior year end of \$376,182. Transfers were made to replenish the fund to \$576,182 of which \$299,371 is designated to fund land deals in 2017-2018. The balance consists of \$276,811 for additional land purchases and one remaining \$400,000 balloon payment on the Golden Ranch funding.

Conserving Alberta's Wild Side

MOTION # 56/17

Moved by: Robert Gruszecki
Seconded by: Greg Shyba

Move that the ACA Board of Directors' agree that Todd Zimmerling, President and CEO meet with the investment portfolio advisor to discuss investment options of some of the surplus monies in the fund.

MOTION CARRIED

ACTION ITEM: Todd Zimmerling directed meet investment portfolio advisor to discuss investment options of some of the surplus monies in the fund.

ACTION ITEM: Todd Zimmerling directed to investigate the property taxes in Strathcona County.

d. **Delegation 10:00 – 11:00 AM – Ronda Goulden, ADM Policy AEP.**

ABC Review – ACA was part of Part 2 of the review. Treasury has decided to retain ACA and have the areas of duplication and areas of alignment reviewed.

ACTION ITEM: Over the next 2 months, Travis Ripley (AEP) and Todd Zimmerling (ACA) have been tasked with doing a review:

Step 1: What AEP does and what ACA does?

Step 2: Where is there duplication and where is there alignment?

Step 3: What are the recommendations? Relate back to the MOU and Mandate and Roles document.

Caribou is taking significant portion of the ADM's time.
The DAO Review document can be released as of now.

e. **Communications Committee**

Randy Collins, Committee Chair advised that no committee meeting was scheduled or held.

- Advised that Michael Short's feed numbers are going up continually.

e. **ACA Grants Program Committee**

Chris Fowler provided an update from the ACA Grants Program Committee meetings.

- a. Proposed Statement in regard to adjudicator requirements:

Statement/question to potential adjudicators:

Have you or are you engaged in any activities (illegal or fraudulent) or been convicted currently or investigated for an offense that would preclude you from participating in the grant adjudication process. Are there any challenges that might hinder you from participating in the grant adjudication process.

Criteria for BOD members to consider before submitting a name for the adjudicators list:

- Alberta Resident
- Short biography for candidate/person
- Current contact information.
- Alignment with ACA core values.
- Knowledge of priorities.

Consensus by the Board of Directors that this process is agreeable with the recommendation for the adjudicator's requirements.

- b. Greg Shyba volunteered to act as the PAL Member on the adjudication committee.
- c. Chris Fowler, NE PAL Representative resigned from the ACA Board of Directors due to work requirements.
- d. The CONFIDENTIAL list of ACA Research Grant Applications 2018-2019 were presented for information only. (*Attachment E*)

f. **Operations Standards Review Committee**
(*Attachment 6f*)

No Operations Standard Review Committee meeting was conducted. Committee Chair Mark Boyce provided a report on the Alberta Conservation Association Chair In Fisheries and Wildlife dated June 2017.

g. **Recruitment Committee**

No Recruitment Committee meeting was scheduled or held. In light of the resignation received for the NE PAL Position. Direction was given to initiate the PAL Recruitment Process. Robert Gruszecki volunteered to chair the Recruitment Committee until such time a new chair is appointed.

ACTION ITEM: Deb Dueck directed to revise documentation and initiate the PAL Recruitment process in regard to the vacant NE PAL position.

h. **Governance Committee Report**
(*Attachment F*)

Brian Joubert, Committee Chair provided an update from the Governance Committee noted:

- No committee meeting was held.

- Procedure for Removal or Suspension of a Member was reviewed and agreed to via email circulation and included for presentation in the BOD Agenda package as ATTACHMENT "F" for acceptance.

MOTION # 56/17

Moved by: Greg Shyba
Seconded by: Pat Long

Move that the ACA Board of Directors' approve the "Procedure for Removal or Suspension of a Member" as amended.

MOTION CARRIED

i. PAL Member Committee

No PAL Member Committee meeting was scheduled or held.

j. Organizational Risk Report
(Attachment E)

Organizational Risk Report was presented by Todd Zimmerling, President & CEO, no major risks were identified at this time.

k. Northern Board Liaison Report – Ken Ambrock
(Verbal)

Ken Ambrock updated the Board of Directors on the activities of the Northern Board Liaison from August 2017 – December 2017.

l. Director Emeritus Report

Tom Bateman, Director Emeritus submitted a report on his activities from August 2017 – December 2017.

Other Discussion:

- Recommendation from email discussion in regard to "Alberta Order of Excellence" nomination correspondence received from the province.

MOTION # 57/17

Moved by: Robert Gruszecki
Seconded by: Fred Calverley

Move that the ACA Board of Directors' move forward with the nomination of Tom Bateman for the "Alberta Order of Excellence" award.

MOTION CARRIED

- Landowner issues have been identified in the SO Region as per Tom Bateman's report.
ACTION ITEM: Todd Zimmerling, Pres & CEO directed to look into organizing a public meeting in the region to identify issues.

m. Business Representative Report
(Agenda Item "6m")

Brian Bildson provided an update on the activities of the Business Representative from August 2017 – December 2017, points noted:

- Received direction from the BOD to bring back a business proposal on the Philip Curry Museum project. Get all the players together to discuss the options.

ACTION ITEM: Brian Bildson, Business Representative directed to develop a business proposal on the Philip Curry Museum project for presentation to the BOD.

MOTION # 58/17

Moved by: Greg Shyba
Seconded by: Randy Collins

Move that the ACA Board of Directors' approve the dedication of the necessary resources for the Business Representative to develop a business plan with regard to the Phillip Curry Museum.

MOTION CARRIED

- Executive Committee conducted the Business Representative's position review (conducted every 2 years). Recommendation by the Executive Committee, appointment of Brian Bildson to the position of Business Representative for another term (2 years).

MOTION # 59/17

Moved by: Brian Joubert
Seconded by: Robert Gruszecki

Move that the ACA Board of Directors' accept the recommendation of the Executive Committee and that Brian Bildson be appointed to the position of Business Representative for another term (2 years).

MOTION CARRIED

m. AEP Representative Report

Travis Ripley, AEP Representative provided an update, points noted:

- Association of Fish and Wildlife Agencies

Conserving Alberta's Wild Side

- Chronic Wasting Disease opportunity
- Pittman Robertson Wildlife Restoration Act opportunity
- Showcasing Canada Wildlife Management in the US
- Alliance for restoring America's Wildlife – House Bill
- Allocation policy
 - Received feedback from AGPAC on the draft ideas – we continue to collect information prior to drafting any proposed policy
- National Conservation Summit Update
 - Increasing relevancy, thinking big, partnerships, finances
- Pike and Walleye Frameworks and NCNT consultations underway
- Hunting regulation changes being updated for review
- Human Dimensions focus moving forward in the Fish and Wildlife Policy portfolio
- AB NAWMP and the Wetland Policy
- Executive changes in AEP

7. Delegations

- a. Delegation 10:00 – 11:00 AM – Ronda Goulden, ADM Policy AEP. – previously in agenda.
- b. Delegation 11:30 AM – 12:00 PM – H.A. Kostash School (Hal Ziprick) – Presentation on CCE Granting Program funds received for their Outdoor Education Program.
- c. Delegation 1:00 – 2:00 PM – ACA HR & Finance Managers - Natalia McPhee and Kelly Hudson – Annual update on HR and Finance departments.

8. Old Business

- a. Golden Ranches - Update

Waiting on Strathcona County paperwork.

9. Reports

- a. 2018-2019 Annual Operating Plan
(Attachment J)

The 2018-2019 Annual Operating Plan was presented for review and approval.

MOTION # 60/17

Moved by: Brian Bildson
Seconded by: Sandra Mellon

Move that the ACA Board of Director's approve the 2018/19 Annual Operating Plan as presented.

MOTION CARRIED

10. New Business

a & b. Electronic Motions: 51/17EV; 52/17EV – Ratification
(Attachment K & L)

MOTION # 61/17

Moved by: Brian Bildson
Seconded by: Randy Collins

Move that the ACA Board of Director's agree that this is an accurate reflection of the votes placed and therefore ratify the following motions:

a. Electronic Motion: 51/17EV –Porter Property Purchase – Scheerschmidt Funds

“Move that the Board of Directors’ approve that the Scheerschmidt bequest funds received be used to backstop the Porter Property Purchase, to cover any shortfall in the fundraising and ensure that the Porter Property purchase can proceed at the end of this calendar year. In the amount of approximately \$350,000.00 (Three Hundred and Fifty Thousand Dollars).

b. Electronic Motion: 52/17EV – Release of Funds for Kure Lease, DLO – Raven Ridge

“Move that the Board of Directors’ release funds in the amount of \$100,000.00 to acquire the DLO (Departmental License of Occupation) of the Kure Lease (S 29-035-03-W5M – 280 Acres). Acquisition details: NCC contribution \$50,000.00; ACA Contribution \$25,000.00 (funds allocated from CSM), Landowner Donation \$25,000.00.

MOTION CARRIED

1 Abstention – AEP Representative
declared a conflict of interest

c. Election of Officers and Committee Appointments
(Attachment M)

For the position of Chairmain

- Brian Bildson nominated Bill Abercrombie.
- Bill Abercrombie accepted the nomination.
- Seeing no other nominations, nominations cease, **Bill Abercrombie** is appointed by acclamation to the position of **Chairman**.

For the position of Vice-Chairman

- Rob Duncan nominated Robert Gruszecki.
- Robert Gruszecki accepted the nomination.
- Seeing no other nominations, nominations cease, **Robert Gruszecki** is appointed by acclamation to the position of **Vice-Chairman**.

For the position of Treasurer

- Bill Abercrombie nominated Sandra Mellon.
- Sandra Mellon accepted the nomination.
- Seeing no other nominations, nominations cease. **Sandra Mellon** is appointed by acclamation to the position of **Treasurer**.

For the position of Secretary

- Robert Gruszecki nominated Greg Shyba.
- Greg Shyba accepted the nomination.
- Seeing no other nominations, nominations cease, **Greg Shyba** is appointed by acclamation to the position of **Secretary**.

Standing Committees were reviewed and the list of appointments to committees were discussed.

MOTION # 62/17

Moved by: Randy Collins
Seconded by: Pat Long

Move that the ACA Board of Director's accept the names put forward for the Standing Committees as presented.

MOTION CARRIED

11. In-Camera Session

No In-camera session required.

12. Date and Location of Next Meeting

2018 Meeting Calendar (*Attachment N*)

The next scheduled BOD Meeting – March 21 & 22, 2018 – Edmonton, AB

- March 21, 2018 (Wednesday) – BOD Committee Meetings
- March 22, 2018 (Thursday) – Regular BOD Meeting

13. ADJOURNMENT

MOTION # 63/17

Moved by: Brian Bildson
Seconded by: Sandra Mellon

Move that the BOD Meeting be adjourned.

MOTION CARRIED

The Board of Director's meeting was adjourned at 4:00 PM.



(Chairman)



(Secretary)