

Alberta Conservation Association

Minutes of the March 22, 2018 Board of Directors Meeting



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

- PRESENT**
- Bill Abercrombie (Chairman) – Alberta Trappers Association
 - Robert Gruszecki (Vice Chairman) – Alberta Hunter Education Instructors Association
 - Greg Shyba (Secretary) – Public At Large, CE Region
 - Sandra Mellon (Treasurer) – Public At Large, NW Region
 - Patrick Long (Past Chairman) – Wild Sheep Foundation Alberta
 - Randy Collins (Director) – Alberta Fish and Game Association
 - Perry McCormick (Alternate) – Pheasants Forever Alberta Council
 - Fred Calverley (Director) – Trout Unlimited Canada
 - Brian Joubert (Director) – Nature Alberta
 - 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**
- Lee Foote (Director) – Academic Representative
 - Mark Boyce (Director) – ACA / U of A Chair in Fisheries & Wildlife
 - Ken Ambrock (Vice Chair) – Public At Large, Northern Alberta Board Liaison
 - Vacant - Treaty 8
 - Vacant – Alberta Professional Outfitters Society
 - Vacant –Public At Large, NE Region
 - Vacant – Public At Large, SO Region

1. CALL TO ORDER

Chairman Bill Abercrombie called the meeting to order March 22, 2018 at 9:02 AM.

2. WELCOME AND INTRODUCTIONS

Chairman Bill Abercrombie welcomed everyone to the meeting. Round table introductions were made.

3. APPROVAL OF THE AGENDA & MEETING TIME LIMIT

MOTION # 04/18

Moved by: Brian Bildson
Seconded by: Travis Ripley

Move that the March 22, 2018 agenda be accepted as presented:

MOTION CARRIED

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

4. ACCEPTANCE OF THE MINUTES

- a. December 14, 2017 Board of Directors' Meeting – Electronic Motion: 03/18EV
(Attachment A – Minutes of the December 14, 2017 BOD Meeting)

MOTION # 05/18

Moved by: Randy Collins
Seconded by: Patrick Long

Move that the ACA Board of Directors' agree that this is an accurate reflection of the votes placed and therefore ratify Electronic Motion: 01/18EV stating: "Move that the Minutes of the December 14, 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.

6. COMMITTEE REPORTS

- a. Chairman / Executive Committee

Bill Abercrombie, Chairman, provided a report to BOD:

- Good Executive Committee meeting held on March 21, 2018.
- SO Region PAL Representative has submitted his resignation, Recruitment Committee will be initiating the recruitment process.
- Reviewed the results of the granting process.

- Final AOP document was reviewed, very impressive document.
- Business Represent presented a proposal for the Phillip Curry Dinosaur Museum, which the Executive Committee supports.
- President & CEO Annual Performance review was completed. President & CEO confirmed a 5 year commitment to the organization.
- ***ACTION ITEM: In conjunction with the Governance Committee, the Executive Committee will formalize the process for conducting the President & CEO Annual review.***

b. President & CEO
(Attachment C)

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

- The winter months have gone along fairly smoothly. The aeration project ran without any major issues and the first season of the mountain whitefish project has been completed successfully. A significant amount of effort was put into preparation for the Vegas SHOT Show and of course into preparation of the 2018/19 AOP.
- Relationships/Partnerships: We have identified several new potential corporate partners over the last few months and we are working on turning our introductory meetings at the SHOT Show into corporate partnerships.
- 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 (Land Management projects); ConocoPhillips (Communications projects); University of Calgary (Peregrine Camera Project); Cenovus (fish stocking); NuVista (opportunities in the Grande Prairie region).
- Grants: Business Development applies for and supports project leads in applying for grants. Summary of grants submitted in the 2017-18 fiscal year, as per the President & CEO Report. Please note: the summary does not include grants that were submitted in past fiscal years that are still active in the 2017-18 fiscal year.

c. Finance & Audit Committee
(Attachments D)

Sandra Mellon, Treasurer, presented the Financial Overview and Financials to February 28, 2018. Points noted:

Total revenue decreased from the prior fiscal period by \$(302,369). All categories of revenue are less than received in the prior year except for donations.

- Levy revenues are \$(129,847) lower than received the prior year. This indicates a steady level in license sales over the two years.
- Partner Contributions are lower by \$(95,920). Most current funds come through the MULTISAR project and appear to be on track.

- Miscellaneous revenue includes money from sales on raffles for the Pheasant Festival.
- Donations include amounts donated for Kids Can Catch, which increased this year and Syncrude's contribution to the Biodiversity Challenge Grants.

Revenues are \$599,199 higher than year to date budgeted amounts. All categories are higher than budget except for Partner Contributions and Grants and Refunds.

- Levy revenue exceeds budgeted levels by \$392,454. Revenue is analyzed weekly to quickly identify negative trends so that adjustments can be made to spending when required. This indicates stable license sales and that we underestimated levy revenue in our budget.
- Partner revenue is higher than the year to date budget by \$32,114, but still fall short by \$(231,610) of annual budgeted amount. The revenue received mainly came from partners in conservation site maintenance carried forward from the prior year and the Ridge Reservoir Habitat project.
- Grants and refunds are under budget by \$(370,834). These were funds primarily budgeted as offsets to our Predator Compensation Program, which align with compensation requests. That is, the amount underspent directly reduces the amount of revenue associated from the federal reimbursement. Unbudgeted revenue including interest offset this shortage.

Operating expense (expenses that are controllable by management) were \$(318,386) 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 \$(1,899,192) 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 \$3,656,465 exists, which is comparable to the results of the prior year where a surplus of \$4,069,002 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 will dramatically decrease as the year ends.

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 \$3,656,465, 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 \$127,571; the unrealized loss on investments was \$83,318. Interest revenue was \$243,297, and the gain on asset disposal (amount received for sold assets over the remaining book value of the asset) was \$10,717.

- Current assets have decreased by (7.7)% from recorded levels at February 28, 2017. Cash decreased from unexpected asset replacements and repairs, and from principal and interest payments on additional financing for Golden Ranches. Accounts Receivable is comprised of receivables from partners and contributors and is expected to be collected in the next 30 days. The decrease from the prior year accounts receivable balance is due to funding for Predator Compensation flowing in a timely manner.
- The Endowment Fund balance is \$1,911,232 up from \$1,820,411 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) is 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 period were \$1,372,076. This is the amount on record after partial title transfer to AFGA. Equipment comprises the remaining asset additions. The largest equipment additions were in vehicles (additional quad and trucks purchased), trailers (purchase of new travel trailers) and fisheries equipment.
- The total fair market value of the investments is \$6,148,399 representing an increase (or gain) of 4.5% over the fair market value at February 28, 2017. Of the total 58.58% 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.
- 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 \$200,000 balloon payment on the Golden Ranch funding.

MOTION # 06/18

**Moved by: Sandra Mellon
Seconded by: Robert Gruszecki**

Move that the Financial Overview Management Report for the period ending February 28, 2018 be received and filed.

MOTION CARRIED

e. Communications Committee

Randy Collins, Committee Chair provided an update from the Communications committee meeting held on March 21, 2018.

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- Don Myhre, Communications Manager attended the committee meeting and provided updates.
- Distributed the Shot Show brochure to the group for information.
- Guide have gone to print, 50K being printed, printed numbers have been reduced in the last couple of years due to the cost of printing and reduction in advertising participants.
- Currently the Communications Department employs 6 staff members.

e. ACA Grants Program Committee

Robert Gruszecki (on behalf of Committee Chair Lee Foote) provided an update from the ACA Grants Program Committee meeting.

Safe guards in place for the granting process:

- BOD reviews list of applicants for any red flags or potential removal if any board members are not comfortable with an application.
- Vetting of adjudicators.
- Tracy Stewart and Amy MacKinven bring continuity to the process.
- Review of applicants and results at the committee level.
- Build in review of adjudication process.
- Cross population of board members.
- Conflict of interest was declared by member groups (2), where the applicant was associated with the group.

e-1. Grants in Biodiversity.

Funds are provided to the University of Alberta, they approve the recipient list.

e-2. Research Grants

This successful recipient list for the Research Grants were provided for review.

MOTION # 07/18

Moved by: Robert Gruszecki
Seconded by: Brian Bildson

Move that the ACA Board of Directors' award the funds allocated to the successful recipients of the Research Grants Fund in the amount of \$329,724.34 (Three Hundred and Twenty Nine Thousand, Seven Hundred and Twenty Four Dollars and Thirty Four cents).

MOTION CARRIED

e-3. CCE Grants

This successful recipient list for the Conservation, Community and Education Grants were provided for review.

MOTION # 08/18

**Moved by: Robert Gruszecki
Seconded by: Brian Bildson**

Move that the ACA Board of Directors' award the funds allocated to the successful recipients of the Conservation, Community and Education Grants Fund in the amount of \$969,983.40 (Nine Hundred and Sixty Nine Thousand, Nine Hundred and Eighty Three Dollars and Forty cents).

MOTION CARRIED

f. **Operations Standards Review Committee**

No Operations Standard Review Committee meeting was conducted.

g. **Recruitment Committee**

The PAL Recruitment process was activated in February to fill the NE PAL position. 41 applications were received, reviewed and short listed. Interviews will be scheduled and NE PAL position will be filled prior to the June 2018 BOD meetings.

SO PAL has submitted their resignation.

ACTION ITEM: Recruitment process to be activated to fill the SO PAL position.

ACTION ITEM: Board of Directors' request that the Governance Committee review the TOR for the Recruitment Committee in regard to the Non-PAL members.

h. **Governance Committee Report**

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

- No committee meeting was held.
- Direction has been received from the Board of Directors and the Executive to review some of the documentation (TOR's/Policies) for clarification and revision.

i. **PAL Member Committee**

No PAL Member Committee meeting was scheduled or held.

j. **Organizational Risk Report**
(Attachment H)

Organizational Risk Report was presented by Todd Zimmerling, President & CEO, no major risks were identified at this time. President & CEO advised the Board of Directors of the Drug/Impairment Policy at ACA the remains applicable with regard to the pending legalization of cannabis.

k. **Northern Board Liaison Report – Ken Ambrock**
(Attachment I)

Ken Ambrock submitted an update to the Board of Directors on the activities of the Northern Board Liaison from December 2017 - March 2018.

l. **Director Emeritus Report**
(Attachment J)

Tom Bateman, Director Emeritus submitted a report on his activities from December 2017 – March 2018.

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

Brian Bildson provided an update on the activities of the Business Representative from December 2017 – March 2018

- The business proposal (Agenda Item 7c) on the Philip Curry Museum project was presented to the Board of Directors for discussion and direction.

MOTION # 09/18

Moved by: Brian Bildson
Seconded by: Sandra Mellon

Move that the ACA Board of Directors' move into a 5 year agreement to develop a conservation education room at the Phillip J. Currie Museum as per the project proposal (Agenda Item 7c).

MOTION CARRIED

m. **AEP Representative Report**

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

- Eric Denhoff has been appointed as Deputy Minister of AEP effective March 21, 2018.
- The policy for harvesting by Metis people is under review, in the process of starting regional engagements (Red Deer north).
- Caribou – Minister announced a pause in the process, problem is very difficult – the province is pushing the federal government for a resolution.

- Sport Fishing Regulations – engagement process was extended into January 2018, there will be a delay in the publication of the guide (won't be available in April. Full approval of the new regulation package has been received. Regulations will be posted on-line.
- Received approval from the federal government - Tiger Trout made the federal regulations for Alberta, can now officially regulate the Tiger Trout fish species.
- Hunting regulations are in final review, in preparation for Ministers approval – consultation process has been completed.
- Endangered Species Conservation Committee has been re-activated.
- Whirling Disease- positive hits in the North Saskatchewan River. Vegreville laboratory has received certification and has come on line. Primarily fish focus at this point.

7. Old Business

a. Golden Ranches - Update

Project is moving ahead, Strathcona County requires a draft drainage plan in order to proceed to public consultation and development permits. A consultant has been hired to develop drawings.

b. DAO Review - Update

1st meeting – discussed the criteria for deciding who does what, separate and duplication of programs/projects/duties. 2nd meeting – recommendations have been passed up to the ADM, waiting for response. Discussion at the AEP meeting regarding funds – rather than transferring funds, transfer programs back to ACA to make it fair.

c. Dinosaur Museum - Update

Updated in Business Representative Report – Agenda Item 6m.

9. Reports

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

The 2018-2019 Annual Operating Plan Final Draft was presented for review and approval – minor changes noted.

- Moose APP project has been removed. Discussion on the use of the Moose APP – benefits of the data, the cost to use APPs is not effective if no one is going to use the APP – AEP is not going to use the APP. Comment that citizen science has value. AEP is working on a process to monitor wildlife – less expensive than aerial surveys.

MOTION # 10/18

Moved by: Brian Joubert
Seconded by: Sandra Mellon

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

MOTION CARRIED

10. New Business

a. Employee Survey Results 2017

The 2017 Employee Survey Results were reviewed and discussed, following points notes:

- Management Team is in the process of reviewing salary adjustments and bonuses.
- President & CEO launched a Harassment and Gender Equality Committee this year to develop a policy and define Harassment. Will be implemented into Health and Safety program and the annual Fresh Start Meetings.

b. TD Banking Resolution – Appointment of Signing Officers.
(Attachment L)

Discussion:

Two Schedules – one for ACA Account and one for the RAP Account.

Signing authorities – signing for incurred debt, any two can sign. Any cheques \$100K or more require BOD approval.

MOTION # 11/18

Moved by: Brian Bildson
Seconded by: Randy Collins

Move that the ACA Board of Director's approve the TD Canada Trust Corporate Resolution identifying the signing officers as presented in Schedule "A".

MOTION CARRIED

Electronic Banking has different signing authorities that cheque signing.

ACTION ITEM: Direction to review the DNO and insurance package for fraud coverage, what are the limits in regard to staff and formalize the process for electronic signatures to ensure staff are protected.

ACTION ITEM: President & CEO – Ensure that electronic signatures match exactly what the signing documents reflect, arrange for more tokens (Pres & CEO and VP).

ACTION ITEM: President & CEO to conduct a review with the insurance provider, of the insurance policy in regard to fraud/harassment for the next BOD Meeting.

c. Electronic Motions: 02/18EV – Ratification – Chinook Conservation Site (Vossler) Purchase
(Attachment M)

MOTION # 12/18

Moved by: Brian Joubert
Seconded by: Greg Shyba

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:

Electronic Motion: 02/18EV – Chinook Conservation Site (Vossler) Purchase

"Move that the ACA Board of Directors' approve \$285,000.00 (Two Hundred and Eighty Five Thousand Dollars) from the 2017/2018 Habitat Securement Fund and \$200,000.00 (Two Hundred Thousand Dollars) from the 2018/2019 Habitat Securement Fund to contribute to the purchase of the Chinook Conservation Site (Vossler). SW 1-11-3-W4M; E ½ 1-11-3-W4M (464 Acres). Environment Canada (HSP Funding – 2 years) and contributions from other conservation organizations will be used for the balance of the purchase, for a total of \$1,220,000.00 (One Million, Two Hundred and Twenty Thousand Dollars)."

MOTION CARRIED

1 Abstention – AEP Representative
declared a conflict of interest

d. Alternative Means of Financing

Director Greg Shyba advised that there is a group investigating options for alternative means of financing. For example: Pitman Robertson format / structure

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11. In-Camera Session

MOTION # 13/18

Moved by: Brian Bildson
Seconded by: Randy Collins

Move that the ACA Board of Directors' move to an in-camera session @ 1:33 PM

MOTION CARRIED

MOTION # 14/18

Moved by: Brian Bildson
Seconded by: Randy Collins

Move that the ACA Board of Directors' revert back to the regular BOD meeting @ 2:00 PM

MOTION CARRIED

MOTION # 15/18

Moved by: Fred Calverley
Seconded by: Brian Bildson

Move that the ACA Board of Directors' direct the Governance Committee to formulate the process/criteria for a Director Emeritus Role/Position

MOTION CARRIED

12. Date and Location of Next Meeting

2018 Meeting Calendar (*Attachment N*)

The next scheduled BOD Meeting – June 7-9, 2018 – Edmonton, AB

- June 7, 2018 (Thursday) – Strategic Planning Meeting
- June 7, 2018 (Thursday Evening) – AHEIA Spring Fling Event
- June 8, 2018 (Friday) – Regular BOD Meeting
- June 8, 2018 (Friday Evening) – NE Region Meet & Greet
- June 9, 2018 (Saturday) – BOD Activity – Golden Ranches and KCC Fort Saskatchewan

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13. ADJOURNMENT

MOTION # 16/18

Move that the BOD Meeting be adjourned.

Moved by: Fred Calverley
Seconded by: Brian Bildson

MOTION CARRIED

The Board of Director's meeting was adjourned at 2:04 PM.



(Chairman)



(Secretary)