

Alberta Conservation Association

Minutes of the March 28, 2019 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
Ken Ambrock (Director) – Public At Large, Northern Alberta Board Liaison
Brian Bildson (Director) - Public At Large, Business Representative
Mark Boyce (Director) – ACA / U of A Chair in Fisheries & Wildlife
Fred Calverley (Director) – Trout Unlimited Canada
Randy Collins (Director) – Alberta Fish and Game Association
Lee Foote (Director) – Academic Representative
Brian Joubert (Director) – Nature Alberta
Matt Mellon – Wild Sheep Foundation Alberta
Jeana Schuurman (Director) – Alberta Professional Outfitters Society
Richard Stamp (Director) – Public At Large, SO Region
Chuck Priestley (Director) – Public At Large – NE Region

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

REGRETS Travis Ripley (Director) – Alberta Environment and Parks
Michael Perkins (Director) – Pheasants Forever Alberta Council
Vacant - Treaty 8

1. CALL TO ORDER

Chairman Bill Abercrombie called the meeting to order March 28, 2019 at 9:00 AM.

2. WELCOME AND INTRODUCTIONS

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

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3. APPROVAL OF THE AGENDA & MEETING TIME LIMIT

Additions: No additions

MOTION # 02/19

Moved by: Lee Foote
Seconded by: Randy Collins

Move that the March 28, 2019 agenda be accepted as presented.

MOTION CARRIED

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

4. ACCEPTANCE OF THE MINUTES

a. December 13, 2018 Board of Directors' Meeting – Electronic Motion: 01/19EV

(Attachment A – Minutes of the December 13, 2018 BOD Meeting)

MOTION # 03/19

Moved by: Brian Joubert
Seconded by: Ken Ambrock

Move that the ACA Board of Directors' agree that this is an accurate reflection of the votes placed and therefore ratify Electronic Motion: 01/19EV stating: "Move that the Minutes of the December 13, 2018 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:

- Attended the AFGA Conference in Calgary, presented on engagement and unity among members groups. There were half a dozen excellent presentations delivered by ACA.

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- Attended the Global Citizen Science Expo in North Carolina with Robert Anderson presenting on the wolverine project.
- ACTWS Conference this past week in Canmore.
- The Executive Committee conducted the President and CEO annual performance review and are happy to report that there are no changes for the coming year.

MOTION # 04/19

Moved by: Randy Collins
Seconded by: Brian Bildson

Move that the ACA Board of Directors' move to "Closed Session" @ 9:42 AM.

MOTION CARRIED

MOTION # 05/19

Moved by: Mark Boyce
Seconded by: Randy Collins

Move that the ACA Board of Directors' revert back to the regular board meeting @ 10:01 AM.

MOTION CARRIED

b. President & CEO
(Attachment C)

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

- It has been a busy winter as staff have been working on developing the new AOP, revised SBP and working with AEP on developing new program agreements. With spring rapidly approaching, preparations are beginning for the new fiscal year and the start of a new field season.
- Relationships/Partnerships: In the last quarter of this fiscal year we have added a number of corporate partners. In addition, we have had several conversations with member groups regarding potential partnership projects in the near future.
- Sponsorship / CPIC: We recruit new sponsor/partner dollars for ACA projects with a focus on multi-year commitments as Corporate Partners in Conservation. We have the following new partnerships: City of Medicine Hat; HUVAN Construction; MD of Greenview; Nutrien; County of Warner; Taber Irrigation District; Canadian Cattleman's Association and Stoger Canada Ltd.
- Grants: Business Development applies for and supports project leads in applying for grants. Summary of the grants submitted in the 2017-18 fiscal year, as per the President & CEO Report.

c. Operations Standards Review Committee

- Camera tracking: ABMI/AEP/U of A/U of C are meeting to coordinate and share data of wildlife monitoring. Discussion on the benefits of camera tracking and potentially moving that way to save costs ensued.

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- Research going on Multispecies work at Elk Island, camera tracking etc.
- Discussion on Wild Boar issues in Alberta.
- Teaching a workshop on the analysis of camera tracking Friday, April 12, 2019.
- Open Access Journals – NSERC is refining the policy that data has to be made available. (There is a huge issue with data not being available). If the work is receiving grant funds – the information must be available in an open access journal. Most journals are requiring that data is available by some means.

d. Finance & Audit Committee
(Attachments D)

Sandra Mellon, Treasurer, presented the Levy Revenue Analysis Year to Date report as at October 31, 2018. Points noted:

Total revenue decreased from the prior fiscal year by \$ (937,870).

- Levy revenues are \$ (957,000) lower than received in the prior year. This demonstrates the impact of lower fishing license sales, as well as the effects of the reduction in senior's hunting license cost imposed by the Provincial Government. We expect a significant shortfall in levies this year and are looking at cost savings to offset the impact.
- Miscellaneous revenue includes advertising fees for the Conservation Guide, magazine and raffles. Revenue should approximate last year in the next quarter with a slight decrease anticipated.
- Donations include amounts donated for Kids Can Catch which increased this year.

Revenue are \$ (860,724) lower than annual budgeted amounts.

- Levy revenue fell short of the budgeted levels by \$(795,903). In looking at prior year's receipts, we anticipate being under budget with levy revenues this year, possibly up to \$1,000,000 less than budget. Measures are in place to reduce spending to diminish the impact.
- Partner revenue is lower than the year-to-date budget by \$ (601,449). The revenue received mainly came from partners in conservation site maintenance carried forward from prior year and the MULTISAR group of projects. The offset for Predator Compensation from the Federal Government is contained in this budget and will show a variance if predator claims decrease from previous levels. Currently \$250,000 of the shortfall is stemming from reduced Predator Compensation claims as compared to budget.
- Grants and funds are under budget by \$ (292,513). These were funds primarily budgeted for partner offsets to our CCE Grants and Biodiversity Challenge Grant.

Operating expenses (expenses that are controllable by management) were \$998,567 higher than previous year levels. Although individual expense categories vary, the overall expenditure is consistent with anticipated expenditures with the exceptions noted in the Financial Overview report.

- The organization is \$(1,402,672) under budgeted year to date expenditures. Explanations of the major item variances as noted 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 \$1,665,056 exists, which is lower compared to the results of the prior year where a surplus of \$3,601,493 was recorded. We expect there will be impacts from senior hunting license changes made by the Province and reduced fishing license sales of approximately \$1,000,000. Management continues to monitor progress to ensure we are reducing expenditures where possible in anticipation of reduced levies.

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 \$2,009,072 for the period compared to \$3,656,463 in the prior year. This surplus demonstrates the discrepancy between revenue inflows and expense outflows in that levy revenue inflows create artificial surplus results until the end of the fiscal year.

ACA reported an accounting or total organizational surplus of \$2,009,072, an amount that included 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 \$241,063; the unrealized loss on investments was \$(550,617). Interest revenue was \$473,808, and the gain on asset disposal (amount received for sold assets over the remaining book value of the asset) was \$653,571, which occurred from sales of surplus assets through an online auction with the bulk gains on our investments as we sold them to retire debt.

Cash Flow Statement

- Cash flows from operating activities resulted in a cash decrease of \$(182,972) for the period. Inflows were used to purchase capital assets, the largest being our land assets. The resulting decrease of cash provides a cash position of \$592,713. This balance is mainly held in the designated accounts not available for operating expenses, such as the Restricted account and Land Trust fund.

Statement of Financial Position

- Current assets have decreased by 56.6% from recorded levels at February 28, 2018. Our cash position is reflective of our decreased levy receipts this year. Accounts Receivable is comprised of receivables from partners and contributors, with the majority being the accrual for levy revenue that spanned month end and for Predator Compensation reimbursement. These amounts are expected to be collected in the next 30 days.
- The Endowment Fund balance is \$2,055,043 up 7.5% from last year. Contributions to the fund this year were for the ALT Grant and Suncor money designated from 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 is 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 a minimum match the rate of inflation for the previous year). Management is not transferring this amount this year as the fund had unrealized losses in excess of the amount of interest earned.

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- Land purchases and donations in this period were \$2,733,925 from Porter, Chinook and MacConnachie property purchases and title transferred from and to AFGA. Equipment comprises the remaining asset additions. The largest equipment changes were in vehicles and trailers, with adjustments stemming from the 2017-18 audit, and purchases of computer equipment.
- The total fair market value of the investments is \$3,031,620 representing a decrease of 50.7% over the fair market value at February 28, 2018. Just over three million was withdrawn from the fund in order to retire debt on the Sherwood Park building and the Golden Ranches purchases. Of the total 57.79% 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.
- The Habitat Securement Fund had a balance at prior year end of \$276,811. Transfers were made to replenish the fund to \$476,811. This was used to fund the Chinook Property purchase in June with a remaining balance of \$40,410.

e. Communications Committee

Randy Collins, Committee Chair advised that no committee meeting was held, other comments noted:

- Discover Guide – still copies available to take for distribution.
- AFGA Conference in Calgary – excellent ACA representation at the conference.

f. ACA Grants Program Committee

Lee Foote, Committee Chair updated the BOD on the committee meeting:

- Discussion on double blind reviews.
- Open access journals.
- Overload of adjudicators.

The list of successful recipients for the ACA Grants in Biodiversity 2019-2020 was provided for information.

ACA Research Grants

MOTION # 06/19

Moved by: Robert Gruszecki
Seconded by: Randy Collins

Move that the ACA Board of Directors' award the funds allocated to the successful recipients of the ACA Research Grants Fund in the amount of \$329,388.00 (Three Hundred and Twenty Nine Thousand, Three Hundred and Eighty Eight Dollars).

MOTION CARRIED

ACA Conservation, Community and Education Grants

Clarification requested on Proposal #72, Flowering Rush - once clarification of application is received , it will be provided to the Board of Directors for approval. A potential of \$969,984.76 (Nine Hundred and Sixty Night Thousand, Nine Hundred and Eighty Four Dollars and Seventy Six cents are to be awarded.

MOTION # 07/19

Moved by: Lee Foote

Seconded by: Randy Collins

Move that the ACA Board of Directors' award the funds allocated to the successful recipients of the ACA Conservation, Community and Education Grants with the exception of Proposal #72 in the amount of \$30K, pending clarification.

MOTION CARRIED

ACTION ITEM: ACA Grants Committee to develop a proposal for open source journals (requirement for publishing in open access journals) for presentation to the BOD.

Grants Committee Chair appointment – Randy Collins has been appointed to the role of Committee Chair. Lee Foote advised that he is planning on retiring in the next 18 months.

g. Recruitment Committee

Committee meeting points brought forward:

- Looking into a succession planning process for board members who are potentially resigning from a position. ***ACTION ITEM: Recruitment Committee directed to develop a proposal regarding succession planning process for BOD members.***
- ACA Chair in Fish and Wildlife review is to be conducted this year.

h. Governance Committee Report

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

- Review of policies and procedures to ensure no revisions are required.
- Final review of new policies being recommended to the BOD for final approval.
- Review of BOD per diem rates in comparison to similar DAO's.
- Oath of Confidentiality form has been archived.
- ***ACTION ITEM: Forward "Acknowledgement of Fiduciary Duties and Responsibilities policy" to the BOD for comment and present for final approval at the June BOD meetings.***
- ***ACTION ITEM: Direction to develop a TOR for the Indigenous BOD Liaison Position.***
- ***ACTION ITEM: Governance Committee to review TORs – Executive Committee, Governance Committee and F&A Committee.***

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The following policies were presented for approval:

- President & CEO Annual Review Process Policy – New
- President & CEO Annual Review – BOD Questionnaire – New
- Board/Staff Relationship & Communications Policy - Revised

MOTION # 09/19

Moved by: Lee Foote
Seconded by: Brian Bildson

Move that the ACA Board of Directors' approved the following policies as presented with revisions.

Policy/BOD017-Rev0-20190328 - President & CEO Annual Review Process Policy – New

Policy/BOD017-1F-Rev0-20190328 - President & CEO Annual Review – BOD Questionnaire – New

Policy&Procedures/BOD007-Rev2-20190328Board/Staff Relationship & Communications Policy - Revised

MOTION CARRIED

i. PAL Member Committee

Lee Foote, PAL Member Committee Chair provided an update:

- Discussed work plans and the purpose of a work plan and the purpose of the self-evaluation form. Will be a combined document.
- Recommendation the PAL members provide a compiled quarterly report to the BOD.

j. Organizational Risk Report
(Attachment H)

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

k. Northern Board Liaison Report – Verbal Report

Ken Ambrock provided an update to the Board of Directors on the activities of the Northern Board Liaison from December 2018 – March 2019.

- Advised the BOD that he would be taking a 3 month leave for health reasons.

l. Director Emeritus Report
(Attachment I)

Tom Bateman, Director Emeritus submitted a report on his activities from December 2018 – March 2019.

m. **Business Representative Report - Handout**
(Attachment J)

Brian Bildson provided an update on the activities of the Business Representative from December 2018 – March 2019.

n. **AEP Representative Report**

No report.

7. **Old Business**

MOTION # 10/19

Moved by: Brian Bildson
Seconded by: Lee Foote

Move that the ACA Board of Directors' move to "Closed Session" @ 12:00 PM.

MOTION CARRIED

MOTION # 11/19

Moved by: Brian Bildson
Seconded by: Randy Collins

Move that the ACA Board of Directors' revert back to the regular board meeting @ 12:02 PM.

MOTION CARRIED

MOTION # 12/19

Moved by: Brian Bildson
Seconded by: Randy Collins

Move that Pat Long be approached to sit as Director Emeritus and be appointed if he is in agreement.

MOTION CARRIED

a. **Golden Ranches - Update**

Meeting is scheduled with Wetland Canada, meetings have been held with EALT and Strathcona County. Project is moving forward.

b. **MOU and Program Agreements - Update**

Draft MOU and Fisheries and Wildlife agreements have been received.

c. Phillip Currie Museum - Update

Speakers series are scheduled, 1 has been held, 2 more upcoming.

9. Reports

a. 2019-2020 Annual Operating Plan
(Attachment K)

The AOP 2019-2020 presented for final approval:

MOTION # 13/19

Moved by: Sandra Mellon
Seconded by: Fred Calverley

Move that the ACA Board of Directors' approve the 2019-2020 Annual Operating Plan as presented.

MOTION CARRIED

b. 2019-2029 Strategic Business Plan
(Attachment K)

The AOP 2019-2029 presented for final approval:

MOTION # 14/19

Moved by: Randy Collins
Seconded by: Brian Joubert

Move that the ACA Board of Directors' approve the 2019-2029 Strategic Business Plan as presented.

MOTION CARRIED

10. New Business

a. Employee Survey Results 2018
(Uploaded to BOD Website)

The 2018 Employee Survey Results were reviewed and discussed.

b. Requirement for publishing in open access journals

Discussed in agenda item 6e.

11. In-Camera Session

Board member disclosure.

MOTION # 15/19

Moved by: Greg Shyba
Seconded by: Brian Joubert

Move that the ACA Board of Directors' move to "Closed Session" @ 1:12 PM.

MOTION CARRIED

MOTION # 16/19

Moved by: Greg Shyba
Seconded by: Sandra Mellon

Move that the ACA Board of Directors' revert back to the regular board meeting @ 1:22 PM.

MOTION CARRIED

MOTION # 17/19

Moved by: Greg Shyba
Seconded by: Mark Boyce

Having heard the disclosure from a board member, the ACA Board of Directors' feel there is no action required.

MOTION CARRIED

1 Abstention

11. Date and Location of Next Meeting

2018 Meeting Calendar (*Attachment M*)

The next scheduled BOD Meeting – June 12 – 14, 2019 – Lethbridge, AB

- June 12, 2019 (Wednesday) 5:00 pm SO Region Meet and Greet – Lethbridge, AB
- June 13, 2019 (Thursday) 8:30AM – 12:00 PM Strategic Planning Session
1:00 PM – 7:00 PM BOD Property Tour
- June 14, 2019 (Friday) 8:30 AM – 4:00 PM Regular BOD Meeting

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12. ADJOURNMENT

MOTION # 18/19

Moved by: Ken Ambrock

Move that the BOD Meeting be adjourned.

MOTION CARRIED

The Board of Director's meeting was adjourned at 1:35 PM.



(Chairman)



(Secretary)