

Alberta Conservation Association

Minutes of the June 12, 2020 Board of Directors Meeting



ACA Boardroom/Via Zoom/Teleconference
9:00 AM – 4:00 PM

PRESENT: Bill Abercrombie (Chairman) – Alberta Trappers Association – Via Zoom/ACA Boardroom
Robert Gruszecki (Vice Chairman) – Alberta Hunter Education Instructors Association – Via Zoom
Greg Shyba (Secretary) – Public At Large, CE Region – Via Zoom
Sandra Mellon (Treasurer) – Public At Large, NW Region – Via Zoom
Mark Boyce (Director) – ACA / U of A Chair in Fisheries & Wildlife – Via Zoom
Fred Calverley (Director) – Trout Unlimited Canada – Via Teleconference
Randy Collins (Director) – Alberta Fish and Game Association – Via Zoom/ACA Boardroom
Brian Joubert (Director) – Nature Alberta - Via Zoom
Perry McCormick (Director) – Pheasants Forever Alberta Council – Via Zoom
Chuck Priestley (Director) – Public At Large – NE Region – Via Teleconference
Jeana Schuurman (Director) – Alberta Professional Outfitters Society – Via Teleconference
Richard Stamp (Director) – Public At Large, SO Region – Via Teleconference
Brent Watson (Director) – Alberta Bowhunters Association – Via Zoom

Todd Zimmerling – President & CEO, ACA – Via Zoom/ACA Boardroom
Debora Dueck – Recording Secretary, ACA – Via Zoom/ACA Boardroom

REGRETS: Ken Ambrock (Director) – Public At Large, Northern Alberta Board Liaison
Robert Grandjambe (Director) – Indigenous BOD Liaison
Matt Mellon – Wild Sheep Foundation Alberta
Travis Ripley (Director) – Alberta Environment and Parks
Vacant - Treaty 8

1. CALL TO ORDER

Chairman Bill Abercrombie called the meeting to order June 12, 2020 @ 9:15 AM

Chairman Bill Abercrombie welcomed the board members to the meeting, round table introductions were made of those participating via Zoom and via teleconference.

Conserving Alberta's Wild Side

2. APPROVAL OF THE AGENDA & MEETING TIME LIMIT

- 7 a) Golden Ranches – Update
- 9 a) RAP Proposal

MOTION # 07/20	Moved by: Randy Collins Seconded by: Robert Gruszecki
Move that the June 12, 2020 agenda be accepted as amended.	
MOTION CARRIED	

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

3. ACCEPTANCE OF THE MINUTES

- a. December 12, 2019 Board of Directors' Meeting – Electronic Motion: 01/20EV
(Attachment A – Minutes of the December 12, 2019 BOD Meeting)

MOTION # 08/20	Moved by: Robert Gruszecki Seconded by: Sandra Mellon
Move that the ACA Board of Directors' agree that this is an accurate reflection of the votes placed and therefore ratify Electronic Motion: 01/20EV stating: "Move that the Minutes of the December 12, 2019 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:

- ABP (Alberta Beef Producers) requested support from ACA on the initiation of Predator Compensation proposal. Todd Zimmerling with forward the response provided to ABP advising of ACA's position in regard to the request.
- Discussed MOU process.
- RAP – discuss later in agenda.
- Employee – newly hired CFIO has been a great asset to the organization, doing an outstanding job.
- Pres & CEO year end employee evaluation conducted. Confirmation that the Pres & CEO will continue on in this role for a few more years.

b. **President & CEO**
(Attachment C)

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

- It has been a spring like no other spring. As an immediate response to COVID-19 we shut down our offices in March and they will remain closed until June 15 when we will start a partial reopening. Owing to our concerns over what work we would be able to accomplish and what funds we would have coming in this summer we eliminated 14 summer positions and 3 permanent positions. In order to follow AHS recommendations and ensure the safety of our staff we were force to make significant changes to our summer field programs, including eliminating any electrofishing projects, creel surveys, Kids Can Catch events, as well as much more. Fortunately, our Management Team has done an excellent job at re-tasking staff to ensure everyone still has work to do, so no layoffs have occurred. Based on levies year to date it appears that fishing and hunting license sales have not been negatively impacted by COVID-19 (in fact it appears there has been a positive impact); however, we are still cautious of the potential impacts of a second COVID wave and the lack of Non-resident and Non-resident aliens hunters and anglers, who would normally add approximately \$1 million in levy revenue. So far, we are in good shape financially and we have had no staff or family members directly impacted by COVID
- Relationships/Partnerships: ACA has signed a contract to take over accounting services for AFGA. ACA has also signed an agreement with WSFA to assist with their website. ACA will continue to look for opportunities to provide value added services to their member groups that will save member groups money and strengthen ACA's relationships. In addition to our partnerships with member groups, the Business Development team has signed on a number of new corporate partners in the last few months.
- Sponsorship / CPIC: We recruit new sponsor/partner dollars for ACA projects with a focus on multi-year commitments as Corporate Partners in Conservation.
- Corporate Involvement in Events: Worked to maintain and increase financial, in-kind and corporate volunteer contributions at ACA-led and affiliated events. Kids Can Catch – all events for June 2020 have been cancelled until further notice due to Covid-19 precautions; Waterfowl Warmup – August 20, 2020. Proceeds to support Report A Poacher. The event is still being planned but may change due to Covid-19 precautions. Harvest Your Own – Mother's Day contest complete, Father's Day contest scheduled, webpage has a new look. Prize packages donated by corporate partners.
- Grants: Business Development applies for and supports project leads in applying for grants. Summary of the grants submitted in the fiscal year, as per the President & CEO Report.

c. Finance & Audit Committee

Financial Overview to May 31, 2020 - (*Attachment D*)

Sandra Mellon, Treasurer, presented the Financial Overview to May 31, 2020. Points noted:

- Total revenue decreased from the prior fiscal year by \$ 294,817
- Levy revenues are \$ 321,641 higher than received in the prior year. This demonstrates the impact of an increase in fishing and hunting license sales. (approximately 17,000 more fishing licenses, 900 resident bowhunting certificates, 1000 Black Bear licenses and 3,300 Wildlife certificates).
- Partner contributions are \$ 39,649 higher than received in the prior year.
- Miscellaneous revenue includes advertising fees for the Conservation Guide, magazine, event sponsorship and raffles.

Revenue are \$ (51,362) lower than year to date budgeted amounts.

- Levy revenue fell short of the budgeted levels by \$(100,551).
- Partner revenue is higher than the year-to-date budget by \$166,687.
- Grants and funds are under budget by \$ (119,137). The Predator Compensation revenue is included in this line and is billed on a quarterly basis. Also, Syncrude revenue is included in the budget but recorded in Partner Revenue.

Operating expenses (expenses that are controllable by management) were \$ (294,494) below previous year levels. ACA management is practicing restraint in spending from the start of the fiscal year until enough information on anticipated levy inflows can be determined as well as overall impacts of COVID-19. This delay in work where it made sense will create timing variances that may recover as the year goes on. Although individual expense categories vary, the overall expenditure is consistent.

The organization is \$(1,129,496) under budgeted year to date expenditures. COVID-19 has impacted the ability for ACA to conduct planned work for April and May, resulting in multiple categories being under budget. As the year continues it is likely that these costs will catch up as the province continues to move through the re-opening phases. 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 \$594,538 exists compared to the results of the prior year where a surplus of \$5,228 was recorded. This demonstrates the results of continued focus on expenditure reduction due to COVID 19 and the uncertainty of levy revenue.

When adjustments are made to recognize realized and unrealized investment gains and losses, asset disposals, investment income and removing revenue from donations that was allocated to land purchases, the result ends in an accounting surplus of \$1,083,704 for the period compared to (6,949) in the prior year. The positive increase year over year is mainly due to the unrealized gain on investments. Management continues to focus on advertising and promotion related to fishing and hunting to increase levies.

ACA reported an accounting or total organizational surplus of \$1,083,704, 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 loss on investments was (\$5,093); the unrealized gain on investments was \$489,462. Interest revenue was \$572, investment income was \$5,387 and no gain/loss on assets has been recorded for the year. Exchange rate gains incurred were (\$590).

Once these are removed from the total organizational results, the true operational surplus that is in direct control of management is \$594,538 compared to a prior period operational surplus of \$5,228.

Cash Flow Statement

- Cash flows from operating activities resulted in a cash decrease of (\$210,799) for the period. Inflows were used to maintain operating expenditure with amounts that are not restricted.

Statement of Financial Position

As an overview of the financial position as at May 31, 2020, ACA reports:

- Current assets have decreased by 29.1% from recorded levels at May 31, 2019. Accounts Receivable is comprised of receivables from partners and contributors.
- The Endowment Fund balance is \$2,623,861 up 25.1% from last year. 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).
- Equipment purchases this period were zero. Land was purchased in the amount of \$461,250 (HSF Enviro Can \$425,000, \$36, 250 Scheerschmidt) related to Timber Ridge Expansion.
- The total fair market value of the investments is \$3,184,680 representing a decrease of 3.6% over the fair market value at May 31, 2019.
- The Habitat Securement Fund had a balance at prior year end of \$243,347. A transfer of \$200,000 at fiscal yearend March 31, 2020 was made to replenish the fund increasing the balance to \$443,347.

Draft Financial Statements for the Year Ended March 31, 2020

Management Representation Letter - *(Attachment E)*

Reviewed by the BOD, received and filed.

Final Audit Finds – (Attachment F)

Sandra Mellon, Treasurer, presented the Final Audit Findings prepared by Kingston Pasnak Ross LLP for review to the Board of Directors.

MOTION # 09/20

Moved by: Sandra Mellon
Seconded by: Robert Gruszecki

Move the recommendation from the Finance and Audit Committee, that the Final Audit Findings 2020, be submitted for information and accepted by the Board of Directors.

MOTION CARRIED

Draft Financial Statements, Year Ended March 31,2020 – (Attachment G)

Sandra Mellon, Treasurer, presented the Draft Financial Statements Year Ended March 31,2020 prepared by Kingston Pasnak Ross LLP for review to the Board of Directors.

MOTION # 10/20

Moved by: Sandra Mellon
Seconded by: Robert Gruszecki

Move the recommendation from the Finance and Audit Committee, that the audited Financial Statements Year Ended March 31, 2020, be accepted as presented by the Board of Directors.

MOTION CARRIED

Call for Audit Proposals

Sandra Mellon provided recommendation from the Finance and Audit Committee regarding Audit Proposals received.

- 4 companies submitted proposals
- Recommendation to accept the proposal submitted by Kingston Pasnak Ross for a 3 year appointment, subject to approval at the 2020 AGM by the Member Groups.

MOTION # 11/20

Moved by: Sandra Mellon
Seconded by: Randy Collins

Move the recommendation from the Finance and Audit Committee, to accept the proposal submitted by Kingston Pasnak Ross to provide audit services for a 3 year appointment, subject to approval at the 2020 AGM by the Member Groups.

MOTION CARRIED

ACTION ITEM: *Include appointment of Kingston Pasnak Ross as ACA Auditor for a 3 year term at the ACA 2020 AGM.*

d. Communications Committee

Randy Collins, Committee Chair provided update – no committee meeting conducted:

- Kudos to the Communications Department for providing excellent updates.
- Launched HYO website.

e. ACA Grants Program Committee

Randy Collins, Committee Chair provided update – no committee meeting conducted:

In light of COVID 19:

- ACA acknowledges that other organizations have been hard hit.
- The way that the granting process has been laid out makes sense. ACA could possibly look at allowing some of the grant dollars be allocated to administration. No requests for administration costs have been received, but the BOD is in agreement that it could be allowed for this granting year.
- Grant funding is available at this point.
- ACA should conduct themselves in an understanding way, be cognizant of the circumstances of other organizations.

f. Operations Standards Review Committee

Mark Boyce, Committee Chair provided update, points noted:

- U of A – New president (July 1).
- U of A – New Dean (wildlife biologist).
- 11% budget cut (changes coming at the U of A).
- Wild Boar – program extended and will continue.
- Wild Horses – discussions ongoing with at the AEP level.
- ACA Workshop on grazing – lots of participation, good discussion.
- Avoided conversion program - staff are reviewing possibilities in regard to CAR.
- Engaged conversation at the committee meeting related to diversity and equal opportunity, discussion of option for ACA to have a statement on diversity on the website. Consensus to: Maintain current efforts.

g. Recruitment Committee

Robert Gruszecki provided an update from the meeting was held, points noted:

- Discussion at the Strategic Planning Meeting regard vacant board positions.
- ***ACTION ITEM: Recruitment committee will develop a process for the needs/requirements for the positions and provide documents to the BOD at a future meeting.***

h. Governance Committee Report

Brian Joubert, Committee Chair provided updates from Governance Committee meeting, points noted:

- Policies reviewed by the committee: BOD Pre-Screening Policy, Directors and Senior Staff Acknowledgement Policy; BOD Pre-Screening Policy, Directors and Senior Staff Acknowledgement Form; Board Member Self-Assessment Form.

MOTION # 12/20

**Moved by: Fred Calverley
Seconded by: Randy Collins**

Move the recommendation from the Governance Committee, that the following documents having been reviewed with no revisions required, be maintained for an additional 3 years. After which time the documents will be brought forward for review by the committee.

1. BOD012-Rev1-20151210 – BOD Pre-Screening Policy, Directors and Senior Staff Acknowledgement Policy.
2. BOD012-1F-Rev0-20150818 – BOD Pre-Screening Policy, Directors and Senior Staff Acknowledgement Form.
3. BOD016-1F-Rev0-20130815 – Board Member Self-Assessment Form”.

MOTION CARRIED

- Discussion on Member Group Representative appointment process at the AGM. The following documents will be forwarded to the Member Group Executive Director, as information when appointing the respective representatives to the ACA BOD: Pre-Screening policies and criteria; Fiduciary Responsibility policy.

i. PAL Member Committee

Committee Chair Sandra Mellon provided updates from the meeting, points noted.

- Documents reviewed by the committee: BOD013-1F-Rev0-20190815 – “PAL Self Evaluation Form”; PAL Member – ACA Quarterly Report Form.

MOTION # 13/20

**Moved by: Sandra Mellon
Seconded by: Greg Shyba**

Move the recommendation from the PAL Member Committee, that the following documents having been reviewed with no revisions required, be maintained for an additional 3 years. After which time the documents will be brought forward for review by the committee.

1. BOD013-Rev1-20180815 – PAL Self Evaluation Form.

MOTION CARRIED

MOTION # 14/20

Moved by: Sandra Mellon
Seconded by: Chuck Priestley

Move the recommendation from the PAL Member Committee, that the ACA Quarterly Report Form be approved as presented.

MOTION CARRIED

ACTION ITEM: Administration directed to brand and issue document number for the PAL Member-ACA Quarterly Report Form.

ACTION ITEM: Sandra Mellon and Greg Shyba to develop a TOR for the PAL Member Committee.

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

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

k. **Northern Board Liaison Report**

No report provided.

l. **Indigenous BOD Liaison Report**
(Attachment 6l)

Robert Grandjambe, Indigenous BOD Liaison submitted a report on his activities from March 2020 - June 2020.

m. **Director Emeritus Report**
(Attachment L)

Tom Bateman, Director Emeritus submitted a report on his activities from March 2020 – June 2020.

n. **AEP Representative Report**

No report provided.

7. **Old Business**

a. **Golden Ranches - Update**

- Waiting on ruling from CRA regarding ECOgift portion of project.
- Currently in standby pattern.
- AHEIA is very excited and eager in regard to the opportunity.

8. Reports

a. No Reports

9. New Business

a. RAP Proposal

AEP proposal received to have Sol Gen take over the RAP Program. Discussion ensued with the following points noted:

- 150K in funds from ACA and the RAP Trailer would be turned over.
- Concerns with giving up a high profile program.
- Concerns that the program would be lost completed. The legislation states that ACA has to ensure that a program occurs.
- Executive Committee – feels that this is an important program and ACA should run the program. RAP is an educational component and should stay with ACA. AHEIA would be interested in working with ACA on the educational component.

Consensus: ACA is not keen on giving up a high profile and successful program unless there is a different/specific need from the Minister.

b. BOD019-1F-Rev0-20200612 – ACA Board of Directors' Profile Matrix
(Attachment M)

MOTION # 15/20

Moved by: Greg Shyba
Seconded by: Brian Joubert

Move that the ACA Board of Directors' accept the BOD019-Rev0-20200612 – ACA Board of Directors' Profile Matrix" as presented.

MOTION CARRIED

- c. Electronic Motion: 44/19EV – Relocation of Biodiversity Grants Administration
(Attachment N)

MOTION # 16/20

Moved by: Randy Collins
Seconded by: Fred Calverley

Move that the BOD agree that is a accurate reflection of the votes placed and therefore ratify Electronic Motion 44/19 EV, stating:

“Move that the ACA Board of Directors’ approve the relocation of the Administration of the Biodiversity Grants program from the University of Alberta to the Alberta Conservation Association Offices.”

MOTION CARRIED

- d. Electronic Motion: 02/20EV – 2020-2021 Annual Operating Plan
(Attachment O)

MOTION # 17/20

Moved by: Robert Gruszecki
Seconded by: Brent Watson

Move that the BOD agree that is a accurate reflection of the votes placed and therefore ratify Electronic Motion 02/20EV, stating:

“Move that the ACA Board of Directors’ approve the 2020-2021 Annual Operating Plan as presented.”

MOTION CARRIED

- e. Electronic Motion: 03/20EV – 2020-2021 ACA Research Grants
(Attachment P)

MOTION # 18/20

Moved by: Randy Collins
Seconded by: Richard Stamp

Move that the BOD agree that is a accurate reflection of the votes placed and therefore ratify Electronic Motion 03/20EV, stating:

“Move that the ACA Board of Directors’ award the funds allocated to the successful recipients of the ACA Research Grants in the amount of \$329,587.00 (Three Hundred and Twenty Nine Thousand, Five Hundred and Eighty Seven Dollars).”

MOTION CARRIED

f. Electronic Motion: 04/20EV – 2020-2021 CCE Grants
(Attachment Q)

MOTION # 19/20

Moved by: Randy Collins
Seconded by: Perry McCormick

Move that the BOD agree that is a accurate reflection of the votes placed and therefore ratify Electronic Motion 04/20EV, stating:

“Move that the ACA Board of Directors’ award the funds allocated to the successful recipients of the ACA Conservation, Community and Education Grants in the amount of \$961,652.90 (Nine Hundred and Sixty One Thousand, Six Hundred and Fifty Two Dollars and Ninety Cents.”

MOTION CARRIED

g. Electronic Motion: 05/20EV – Funds to Close – Timber Ridge
(Attachment R)

MOTION # 20/20

Moved by: Sandra Mellon
Seconded by: Mark Boyce

Move that the BOD agree that is a accurate reflection of the votes placed and therefore ratify Electronic Motion 05/20EV, stating:

“Move that the ACA Board of Directors’ approved the wire transfer to Dentons LLP (In Trust) in the amount of \$450,000.00 (Four Hundred and Fifty Thousand Dollars) representing the Funds to Close for the Timber Ridge Conservation Site Expansion (Halls). W ½ 04-015-29-W4M (310 Acres). Closing Date: April 8, 2020.”

MOTION CARRIED

10. In-Camera Session

MOTION # 21/20

Moved by: Randy Collins
Seconded by: Sandra Mellon

Move that the ACA Board of Directors’ move to “Closed Session” @ 1:50 PM.

MOTION CARRIED

MOTION # 22/20

Moved by: Robert Gruszecki
Seconded by: Fred Calverley

Move that the ACA Board of Directors' revert back to the regular board meeting @ 1:53 PM.

MOTION CARRIED

11. Date and Location of Next Meeting

2020 Meeting Calendar (*Attachment R*)

The next scheduled BOD Meeting – August 18 & 19 – Edmonton, AB

- August 18, 2020 (Tuesday) Committee Meetings
- August 18, 2020 (Tuesday) ACA AGM
- August 19, 2020 (Wednesday) 9:00 AM – 4:00 PM Regular BOD Meeting

12. ADJOURNMENT

MOTION # 23/20

Moved by: Robert Gruszecki
Seconded by: Brian Joubert

Move that the BOD Meeting be adjourned.

MOTION CARRIED

The Board of Director's meeting was adjourned at 2:00 PM.



(Chairman)



(Secretary)