

Alberta Conservation Association



Minutes of the August 17, 2022 Board of Directors Meeting

Four Points By Sheraton Edmonton South
7230 Argyll Road, Edmonton, AB T6C 4A6
9:00 AM – 4:00 PM

PRESENT: Bill Abercrombie (Chairman) – Alberta Trappers Association
Robert Gruszecki (Vice Chairman) – Alberta Hunter Education Instructors Association
Sandra Mellon (Treasurer) – Public At Large, NW Region
Vince Aiello (Director) – Public At Large (CE Region)
Ken Bailey (Director) – Pheasants Forever Alberta Council
Tony Blake (Director) -Nature Alberta
Fred Calverley (Director) – Trout Unlimited Canada
Randy Collins (Director) – Northern Board Liaison
Neil Keown (Director) – Alberta Backcountry Hunters and Anglers
Richard Mellon (Director) – Wild Sheep Foundation Alberta
Brent Watson (Director) – Alberta Bowhunters Association

Todd Zimmerling – President & CEO, ACA
Debora Dueck – Recording Secretary, ACA
Lori-Jeanne Edwards – CFIO, ACA

VIA ZOOM: Jeana Schuurman (Director) – Alberta Professional Outfitters Society

REGRETS: Chuck Priestley (Secretary) – Public At Large – NE Region
Mark Boyce (Director) – ACA / U of A Chair in Fisheries & Wildlife
Richard Stamp (Director) – Public At Large, SO Region
Vacant – AEP
Vacant – ACA Academic Representative
Vacant – ACA Business PAL Representative
Vacant – Indigenous Board Liaison
Vacant – Northern Board Liaison
Vacant - Treaty 8

1. CALL TO ORDER

Chairman Bill Abercrombie called the meeting to order August 17, 2022 @ 9:05 AM

Conserving Alberta's Wild Side

2. **Welcome and Introductions**

Chairman Bill Abercrombie welcomed the newly appointed and current board members to the meeting.

3. **APPROVAL OF THE AGENDA & MEETING TIME LIMIT**

MOTION # 33/22

**Moved by: Randy Collins
Seconded by: Robert Gruszecki**

Move that the August 17, 2022 agenda be accepted as amended.

MOTION CARRIED

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

4. **ACCEPTANCE OF THE MINUTES**

a. **June 11, 2022 Board of Directors' Meeting – Electronic Motion: 32/22EV**

(Attachment A – Minutes of the June 11, 2022 BOD Meeting)

MOTION # 34/22

**Moved by: Brent Watson
Seconded by: Fred Calverley**

Move that the ACA Board of Directors' agree that this is an accurate reflection of the votes placed and therefore ratify Electronic Motion: 32/22EV stating: **"Move that the Minutes of the June 11, 2022 Board of Directors' meeting, be accepted as presented"**.

MOTION CARRIED

5. **BUSINESS ARISING**

a. **Review of Action Items**

(Attachment C – Action Items)

- a) Action Items were reviewed and updates were provided.
- b) Land Management – Site selection process/criteria (Action Item from Strategic Planning Session): President & CEO provided a presentation on the proposed site selection process/criteria. Discussion on ACA contribution to the endowment fund; more detail in the summary of proposed purchase; working on options for tracking usage on sites (phone providers), "QR" codes, etc.

Regular board meeting break @ 11:00 am to receive delegation.

Delegation: Alberta Trappers Association outreach team (Ross Hinter, Perry Kulmatyski, Tracey Fedorovich), provided presentation on programs and activities.

6. COMMITTEE REPORTS

a. Chairman / Executive Committee

Bill Abercrombie, Chairman, provided a report to BOD:

- Thank you to the ATA for providing the presentation on their programming. In an effort to provide information and promote cooperation between our groups and a deeper understanding of the other organizations, the board should plan on inviting other Members Groups to attending and provide presentations.

b. President & CEO

(Attachment C)

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

The summer has been going well with respect to field work. We have also done well with respect to grant funding. Our Land Management Team was successful in a \$2.7 million (over 5 years) grant application for habitat purchase. As well, the \$5.7 million Ag Canada grant is moving forward and we entered into discussion with APOS regarding yearly funding for wildlife conservation activities.

On the negative side, we have so far seen an approximate significant decline in the number of fishing licenses sold (down by 50,000). However, we are hopeful we will be able to make up some of the shortfall in August and into September.

Refer to the President and CEO Report for updates in all the program areas.

c. Finance & Audit Committee

(Attachment D)

Financial Overview to July 31, 2022 - *(Attachment D)*

Sandra Mellon, Treasurer, presented the Financial Overview to July 31, 2022 points noted:

Total revenue decreased from the prior fiscal year by \$ 1,109,394.

- Levy revenues are \$(834,714) lower than received in the prior year.
- Resident Fishing license sales have decreased by \$(899,097) or 20.9% (approximately 49,131 less licenses over the prior year).
- Partner Contributions are \$(255,187) lower than received in the prior year.
- Miscellaneous revenue is \$(19,598) lower than prior year, included is advertising fees for the Conservation Guide and magazine, event sponsorship/registration and rental revenue.

Revenues are \$(770,340) lower than year to date budgeted amounts.

- Levy revenue was lower than budgeted levels by \$(778,332).
- Partner revenue is lower than the year-to-date budget by \$(8,231).
- Grants and funds are under budget by \$ (6,557).

- Miscellaneous revenue is higher than budget by \$15,516.

Operating expenses (expenses that are controllable by management) are \$257,197 higher than previous year levels. Although the individual expense categories vary, the overall expenditure is consistent with prior years as COVID.

The organization is \$(1,359,284) under budgeted year to date expenditures.

An operating surplus (excess of revenue over expenditures for management-controlled items including actual interest revenue which is outside of management control) of \$3,110,826 exists compared to the results of the prior year where a surplus of \$4,477,417 was recorded.

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 \$2,844,596 for the period compared to \$4,931,024 in the prior year.

ACA reported an accounting or total organizational surplus of \$3,110,826, 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 \$18,855; the unrealized loss on investments was \$(331,885). Investment income was \$17,187. Exchange rate gain was \$13,876.

Once these are removed from the total organizational results, the true operational surplus that is in direct control of management (including the interest revenue which is outside of management control) is \$3,110,826 compared to a prior period operational surplus of \$4,477,417.

Cash Flow Statement

- Cash flows from operating activities resulted in a cash increase of \$2,068,123. Inflows were used to maintain operating expenditure with amounts that are not restricted.
- The net cash balance after asset purchases, debt repayment and other operating cash uses is \$5680,574. Of this amount, \$848,711 is restricted and not available for operating expenditures, which includes the In Trust, Restricted and RAP accounts. USD funds available for use are \$442,501 USD. No further USD cash was purchased in the month

Statement of Financial Position

As an overview of the financial position as at February 28, 2022, ACA reports:

- Current assets have increased by (9.7%) from recorded levels at July 31, 2021. Accounts Receivable is comprised of receivables from partners, contributors and levies.
- The Endowment Fund balance is \$3,166,374 down (2.1%) from last year. A contribution in the amount of \$24,000.00 was made to the fund related to the East Reno land purchase. 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 enhancements 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 minimum match the rate of inflation for the previous year).

- The Internally Restricted Fund is at \$754,377 compared to the previous year balance \$495,587 held in the restricted bank account with TD Bank. These are funds segregated from general operating cash and typically are carried through from year to year with pending land deals. Funds in this account consist of Scheerschmidt and Suncor donations which will be used for future land purchases as well as cash for the CWD 5 year grant toward oral vaccine research.
- Equipment purchases this period were \$96,444.
- 48,277 total acres are held by ACA.
- The total fair market value of the investments is \$3,706,841 representing an decrease of (3.3%) over the fair market value at July 31, 2021.
- The Habitat Securement Fund has a balance of \$778,993 as of July 31, 2022.

Long Term Investment and Endowment Policy – Revisions

Recommendation that the Long Term Investment and Endowment Policy be revised as noted:

MOTION # 35/22

**Moved by: Tony Blake
Seconded by: Richard Mellon**

Long Term Investment Policy Section: Income Requirements

“Up to one-half of the gains earned on this Fund on a yearly basis will be directed towards ACA operation and **the remainder** will be retained to grow the Fund on an annual basis (to allow for gains to be removed from the Fund, the gains retained must at minimum match the rate of inflation for the previous year)”.

Endowment Investment Policy Section: Income Requirements

“Up to one-half of the gains earned on this Fund on a yearly basis will be directed towards enhancements and/or management of ACA Lands and **the remainder** will be retained to grow the fund on an annual basis (to allow for gains to be removed from the Fund, the gains retained must a minimum match the rate of inflation for the previous year). The gains removed from the fund will first be directed to cover taxes and other fees. Any excess generated by then be directed to other enhancements or management initiatives related to ACA Lands”

MOTION CARRIED

Communications Committee

Randy Collins, Committee Chair provided update, points noted:

- Communications Department is promoting Member Group online raffles.
- ACA Communications Department is more than willing to assist Member groups.
- \$10,000 in billboard advertising purchased for \$2300 to promote ACA brand this fall.
- 25th Anniversary book scheduled to be released.
- Harvest Your Own: ongoing contest and content development; podcast – increased to 2 per month (Brad Fenson Outdoors); video recipes uploaded to YouTube 2 per month (Brad Fend Outdoors).
- Kids Can Catch event at Fort Lions Community Pond in Fort Saskatchewan: Over 50 volunteers assisted; Many fish caught – too many to count, quite a few kids caught their first fish; Lots of great feedback – many will participate again.

d. ACA Grants Program Committee

Acting Committee Chair, Randy Collins provided an update from the committee meeting held:

- Biodiversity Grants – guidelines, application forms A & B, adjudication committee list – recommend no changes, documents provided for information.
- ACA Research Grants – guidelines 2023-2024, application form / priorities, Project Agreement, 3 payment – recommend no changes, documents provided for information.
- ACA CCEG Grants – guidelines 2023-2024, application form / priorities – short and long form, Project Agreement, 3 payment – recommend no changes, documents provided for information.

f. Operations Standards Review Committee

Mark Boyce, Committee Chair - no meeting held.

g. Recruitment Committee

Neil Keown appointed committee chair provided an update from the meeting that was held, points noted:

- Review of vacant positions on the board.
- Board Positions: Academic Representative – Vacant (June 2022); Business Representative – Sandra Mellon, effective January 1, 2023; NW PAL – Robyn Barnes, effective January 1, 2023; Northern Board Liaison – Randy Collins appointed, effective August 16, 2022; Indigenous Board Liaison – Vacant; Southern Board Liaison - Vacant

h. Governance Committee Report

Neil Keown appointed committee chair provided an update from the meeting that was held, the following policies were presented for review and decision:

- BOD010-Rev3-20220817– Conflict of Interest Policy

MOTION # 36//22

Moved by: Randy Collins
Seconded by: Richard Mellon

Move that the ACA Board of Directors' approve policy "BOD010-Rev3-20220817- Conflict of Interest Policy" with revisions.

MOTION CARRIED

- BOD014-Rev2-20220817 – Procedure for Removal or Suspension of a Director

MOTION # 37//22

Moved by: Fred Calverley
Seconded by: Tony Blake

Move that the ACA Board of Directors' approve policy "BOD014-Rev2-20220817 – Procedure for Removal or Suspension of a Director" with revisions.

MOTION CARRIED

- BOD015-Rev1-20220817 – Appointment of Director Emeritus

MOTION # 38//22

Moved by: Sandra Mellon
Seconded by: Fred Calverley

Move that the ACA Board of Directors' approve policy "BOD015-Rev1-20220817 – Appointment of Director Emeritus" with revisions.

MOTION CARRIED

- BOD018-Rev1-20220817 – Acknowledgement of Fiduciary Duties and Responsibilities.

MOTION # 39//22

Moved by: Ken Bailey
Seconded by: Brent Watson

Move that the ACA Board of Directors' approve policy "BOD018-Rev1-20220817 – Acknowledgement of Fiduciary Duties and Responsibilities" with revisions.

MOTION CARRIED

i. **PAL Member Committee**
(Attachment N)

Sandra Mellon, provided an update from the meeting that was held.

- PAL Member quarterly reports were provided for information, reviewed and discussed.

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

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

k. **Director Emeritus Report**

No report provided.

l. **AEP Representative Report**

No report provided.

7. **Old Business**

- a. **Eagle Terrace Conservation Site** - Public Lands have submitted information to field staff who are to report back by the first week of July 2022.
- b. Fiduciary Duty – Board decisions clarification, where does fiduciary duty start and end? **Decisions made by the board “there is a responsibility by the board member to relay the message that is agreed upon!”**

8. **Reports**

a) **2021/2022 Annual Report**

Presented for review and approval.

MOTION # 40//22

**Moved by: Sandra Mellon
Seconded by: Neil Keown**

Move that the ACA Board of Directors' approve the 2021/2022 Annual Report as presented.

MOTION CARRIED

9. **New Business**

a) **Electronic Motion #08/22EV – Funds To Close Holden Conservation Site.**

MOTION # 41/22

**Moved by: Neil Keown
Seconded by: Richard Mellon**

Move that the Board of Directors' agree that this is a accurate reflection of the votes placed and therefore ratify Electronic Motion: 08/22EV stating:

"Move that the ACA Board of Directors' approve the wire transfer of \$256,250.00 (Two Hundred and Fifty Six Thousand, Two Hundred and Fifty Dollars) from the 2021/2022 Habitat Securement Fund to purchase the Holden Conservation Site (DUC). SW 27-50-16-W4M (160 Acres). Closing Date: March 30, 2022

MOTION CARRIED

10. **Closed Session**

MOTION # 42/22

**Moved by: Neil Keown
Seconded by: Fred Calverley**

Move that the ACA Board of Directors move into Closed Session at 2:44 PM

MOTION CARRIED

MOTION # 43/22

**Moved by: Neil Keown
Seconded by: Randy Collins**

Move that the ACA Board of Directors revert back to the regular meeting at 3:07PM

MOTION CARRIED

11. **Date and Location of Next Meeting**

- a) BOD Calendar Event List (Attachment L) – provided for information
- b) 2022 Meeting Calendar (Attachment M)

The next scheduled BOD Meeting – December 14-15, 2022

- **December 14, 2022 (Wednesday) – Committee Meetings**

- December 15, 2022 (Thursday) – Regular BOD Meeting

12. ADJOURNMENT

MOTION # 43/22

Move that the BOD Meeting be adjourned.

**Moved by: Tony Blake
Seconded by: Neil Keown**

MOTION CARRIED

The Board of Director's meeting was adjourned at 3:11 PM.



(Chairman)



(Secretary)