

Alberta Conservation Association



Minutes of the December 15, 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, Business Representative
 - Chuck Priestley (Secretary) – Public At Large – NE Region
 - Vince Aiello (Director) – Public At Large, CE Region
 - Ken Bailey (Director) – Pheasants Forever Alberta Council
 - Robin Barnes (Director) – Public At Large, NW Region
 - Tony Blake (Director) -Nature Alberta

 - Mark Boyce (Director) – ACA / U of A Chair in Fisheries & Wildlife
 - 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
 - Marlene Montgomery – Executive Assistant to VP, ACA
 - Lori-Jeanne Edwards – CFIO, ACA
- VIA ZOOM:**
- Rick Blakeley (Director) – Alberta Fish & Game Association
 - Richard Stamp (Director) – Public At Large, SO Region
- REGRETS:**
- Gordon Burton (Alternate Director) – Alberta Professional Outfitters Society
 - Sue Cotterill – EPA
 - Vacant – ACA Academic Representative
 - Vacant – Indigenous Board Liaison
 - Vacant - Treaty 8

1. CALL TO ORDER

Chairman Bill Abercrombie called the meeting to order December 15, 2022 @ 9:01 AM

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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 #48/22

Moved by: Chuck Priestley
Seconded by: Neil Keown

Move that the December 15, 2022 agenda be accepted as amended.

MOTION CARRIED

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

4. ACCEPTANCE OF THE MINUTES

a. August 17, 2022 Board of Directors' Meeting – Electronic Motion: 44/22EV

(Attachment A – Minutes of the August 17, 2022 BOD Meeting)

MOTION #49/22

Moved by: Fred Calverley
Seconded by: Neil Keown

Move that the ACA Board of Directors' agree that this is an accurate reflection of the votes placed and therefore ratify Electronic Motion: 44/22EV stating: **"Move that the Minutes of the August 17, 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.

6. COMMITTEE REPORTS

a. Chairman / Executive Committee

Bill Abercrombie, Chairman, provided a report to BOD:

Discussion on questions from board members stemming from NW Region Strategic Planning meeting in June 2022 took place at the Executive Committee meeting, following points are being relayed to Board of Directors:

- Questions: What is the future and end game in terms of our programs and associated operations? Discussion around lands and ACA's purpose in regard to acquisition of properties to provide recreational access to all Albertans. Several other ACA programs (research and granting).

- On and off discussions at the board level have taken place several times with the uncertainty and concerns never being resolved.
- The future of the conservation movement and community depends on a strong united Conservation Organization (ACA).
- The Executive Committee will take the lead to begin the process to create a clear vision with regard to land acquisitions, programs, research and granting, boards member will be prompted to provide comment on a series of questions, prior to the Strategic Planning meeting in June 2023. The process will begin earlier in the new year and the Board of Directors will plan for a full day at the June 2023 meetings to review the gathered information, drill down and arrive at a united clear direction to support how ACA will proceed, end goal for the Board of Directors to be confident with what ACA is doing.

MOTION #50/22

Moved by: Rick Blakeley
Seconded by: Tony Blake

Move that the ACA Board of Directors' review the ACA Strategic Business Plan

MOTION CARRIED
1 OPPOSED

ACTION ITEM: Strategic Plan Review:

- *Executive Committee take the lead on Strategic Plan Review,*
- *Initiate preliminary questions*
- *Board members to respond and provide any additional questions.*
- *March 2023 board meeting – finalize process.*
- *June 2023 – 1 full day Strategic Planning meeting to be scheduled to develop clear direction going forward.*

b. President & CEO *(Attachment C)*

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

Late summer/fall has been busy. Field staff completed all required summer work and fisheries crews now have all aeration fencing installed and ready to go. We received a significant amount of funding from ECCC (\$6.5 million) towards the securement of habitat, which has kept land staff busy. We also became the lead on a \$5.2 million project related to carbon sequestration, with Agriculture and Agrifoods Canada, which has kept our CFIO busy.

Partner revenues have done very well, but levy revenue has been a decline this year. Resident fishing license sales are now lower than seen prior to COVID. We are hopeful this will turn around next year.

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

c. Finance & Audit Committee
(Attachment D)

Financial Overview to November 30, 2022 - (Attachment D)

Sandra Mellon, Treasurer, presented the Financial Overview to November 30, 2022 points noted:

Total revenue decreased from the prior fiscal year by \$ (318,310).

- Levy revenues are \$(887,251) lower than received in the prior year.
- Resident Fishing license sales have decreased by \$(772,077) or 15.7% (approximately 42,190 less licenses over the prior year).
- Hunting licenses overall are down \$(226,189) or 1.3% at the same time last year
- Partner Contributions are \$546,626 higher than received in the prior year.
- Miscellaneous revenue is \$2,654 lower than prior year, included is advertising fees for the Conservation Guide and magazine, event sponsorship/registration and rental revenue.

Revenues are \$184,986 higher than year to date budgeted amounts.

- Levy revenue was lower than budgeted levels by \$(940,353).
- Partner revenue is higher than the year-to-date budget by \$1,013,110.
- Grants and funds are under budget by \$ (27,759).
- Miscellaneous revenue is higher than budget by \$73,463.

Operating expenses (expenses that are controllable by management) are \$1,041,709 higher than previous year levels. Although the individual expense categories vary, the overall expenditure is consistent with prior years as COVID.

The organization is \$(903,471) 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 \$3,910,383 exists compared to the results of the prior year where a surplus of \$5,270,401 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 \$3,838,539 for the period compared to \$5,757,674 in the prior year.

ACA reported an accounting or total organizational surplus of \$3,838,539, 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 \$45,225; the unrealized loss on investments was \$(214,032). Investment income was \$35,195. Exchange rate gain was \$48,773.

Once these are removed from the total organizational results, the operational surplus that is in direct control of management (including the interest revenue which is outside of management control) is \$3,838,539 compared to a prior period operational surplus of \$5,757,674.

Cash Flow Statement

- Cash flows from operating activities resulted in a cash increase of \$4,424,252. Inflows were used to maintain operating expenditure with amounts that are not restricted.
- The net cash balance after asset purchases, dept repayment and other operating cash uses is \$8,027,182. Of this amount, \$2,103,273 is restricted and not available for operating expenditures, which includes the In Trust, Restricted and RAP accounts. USD funds available for use are \$260,373 USD. No further USD cash was purchased in the month.

Statement of Financial Position

As an overview of the financial position as at November 30, 2022, ACA reports:

- Current assets have increased by 11.6% from recorded levels at November 30, 2021. Accounts Receivable is comprised of receivables from partners, contributors and levies.
- The Endowment Fund balance is \$3,239,892 down (1.1%) 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 \$1,987,967 compared to the previous year balance \$552,317 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 \$129,086.
- 48,526 total acres are held by ACA.
- The total fair market value of the investments is \$3,794,036 representing an decrease of (2.5%) over the fair market value at November 30, 2021.

MOTION #51/22

Moved by: Rick Blakeley

Seconded by: Mark Boyce

Move that the ACA Board of Directors concur with management and accept the Financial Overview for the period ended November 30, 2022, as presented.

MOTION CARRIED

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d. **Communications Committee**

Randy Collins, Committee Chair provided update, points noted:

- Welcomed the new committee members.
 - Winter projects – information provided.
 - Updates from Member Groups on their scheduled fundraising events and meetings.
 - RAP Trailer activities were discussed.
 - ACA has identified the Tradeshows they are registered to attend for this fiscal. For information the confirmed tradeshows will be added to the BOD calendar.
 - 25 Anniversary book has been completed, printed and distributed.
 - Subcommittee – looking at engagement opportunities and social media engagement and different formats for social media, recommendation that the Communications Manager connect with Gibson.
- Regular board meeting break @ 11:30 am to receive delegation.

Delegation – 11:30 AM: ACA Managers (Natalia McPhee – HR , Lori-Jeanne Edwards - CFIO, provided updates on programs and activities.

ACTION ITEM: *Lori-Jeanne Edwards and Robert Gruszecki will review the options for WINCARD Reimbursement.*

Delegation – 1:00 PM: Alberta Chief Scientist – Jonathan Thompson provided a presentation to the Board of Directors on the programs and projects currently under his portfolio.

e. **ACA Grants Program Committee**

Committee Chair, Chuck Priestley provided an update from the committee meeting held:

- ACA Research Grant Applications 2023-2024 “CONFIDENTIAL” – the list of research grant applicants was reviewed at the committee.
- For-profit are eligible to apply, a level of scrutiny is applied around budgets and criteria.
- Balance of applications received, advertising is completed equally across the province.

MOTION #53/22

**Moved by: Sandra Mellon
Seconded by: Mark Boyce**

Move that the ACA Board of Directors move to into Closed Session at 1:45 PM.

MOTION CARRIED

MOTION #54/22

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

Move that the ACA Board of Directors revert back to the regular meeting at 1:50 PM.

MOTION CARRIED

f. Operations Standards Review Committee

Mark Boyce, Committee Chair provided updates from the meeting, points noted:

Wild Boar

- Recommendation to not shoot boars/pigs, trapping was more effective. Minister endorsed a bounty for Wild Boar, opposite of what Perry Abramenko recommended.
- Mark Boyce was tasked with creating a fact sheet with regard to Wild Boar, however there is no literature.
- Hanna MacKenzie is lead on wild boar/pigs, Mark Boyce will have a graduate student working with her.

Bear Smart

- Bear Smart has been discontinued, however AHEIA has a Bear Essentials program.
- Grizzly program is discontinued.
- Province is not doing anything with bear programs and there is a problem with bears in the province.

Wild Sheep

- Disease spreads easily between the domestic and wild sheep – this is an important issue.
- Would like to invite Ann Hubbs to present at the March 2023 BOD meeting on the Wild Sheep Program.

Sandhill Crane Project

- Monitoring nesting this summer, recording migration (ARUs).

g. Recruitment Committee

Neil Keown Committee Chair provided an update from the meeting that was held, following documents were reviewed and points noted:

Academic Representative – ***ACTION ITEM: Committee Chair will reach out to past representatives to discuss role.***

i. BOD002-Rev2-20160817 – Membership Criteria

MOTION #55/22

Moved by: Neil Keown
Seconded by: Fred Calverley

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

BOD002-Rev2-20160817 – Membership Criteria

MOTION CARRIED

ii. BOD003-Rev1-20120708 – Membership Criteria Process

MOTION #56/22

Moved by: Ken Bailey
Seconded by: Richard Mellon

Move that the following document be deemed obsolete and removed from the Board of Director's policy and procedures.

BOD003-Rev1-20120708 – Membership Criteria Process

MOTION CARRIED

ii. BOD004-Rev1-20060316 – Regional PAL Selection Process – Terms

MOTION #57/22

Moved by: Richard Mellon
Seconded by: Rick Blakeley

Move that the term limits for Regional PAL Representative positions be removed from the criteria.

MOTION DEFEATED

Discussion ensued with regard to the length of terms for all PAL representatives.

MOTION #58/22

Moved by: Vince Aiello
Seconded by: Ken Bailey

Move that the all PAL Representative positions have the same term limits, "Three year term with an option to be renewed for a second term", to a maximum of 2 – 3 year terms.

MOTION CARRIED

h. Governance Committee Report

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

- i. TOR002-Rev1-20190614-20190TO614 – Governance Committee TOR
- ii. TOR004-Rev2-20180815 – PAL Recruitment TOR
- iii. TOR010-Rev1-20141212 – Organizational Risk TOR

iv. TOR011-Rev1-20141211 – Habitat Securement Fund TOR

MOTION #59/22

Moved by: Fred Calverley

Seconded by: Tony Blake

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

TOR002-Rev1-20190614-20190TO614 – Governance Committee TOR

TOR004-Rev2-20180815 – PAL Recruitment TOR

TOR010-Rev1-20141212 – Organizational Risk TOR

TOR011-Rev1-20141211 – Habitat Securement Fund TOR

MOTION CARRIED

v. TOR007-Rev1-20130306 – ACA Demonstration Farm Feasibility Committee TOR

MOTION #60//22

Moved by: Sandra Mellon

Seconded by: Vince Aiello

Move the recommendation from the Governance Committee, that the following document be held in abeyance.

TOR007-Rev1-20130306 – ACA Demonstration Farm Feasibility Committee TOR

MOTION CARRIED

vi. TOR016-Rev0-20170610 – Habitat Securement, Enhancement, Management of Endowment Fund TOR

MOTION #61//22

Moved by: Richard Mellon

Seconded by: Ken Bailey

Move that the following document be revised to align with the Investment Fund policies.

TOR016-Rev0-20170610 – Habitat Securement, Enhancement, Management of Endowment Fund TOR

MOTION CARRIED

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

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

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

- **ACTION ITEM: PAL Members directed to submit work plans for the March 2023 meeting.**
- **ACTION ITEM: PAL Member Committee – Amend the Self Evaluation form to reflect the specific PAL Member Role for the March 2023 meeting.**
- **ACTION ITEM: Sandra Mellon to prepare the PAL Member roles summary.**
- Tradeshow – board members are encourage to attend tradeshow in their regions.

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

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

k. **Northern Board Liaison Report**
(Attachment P)

Northern Board Liaison Report was submitted by Randy Collins for review and information.

l. **Director Emeritus Report**
(Handout)

Director Emeritus Report was submitted by Tom Bateman for review and information.

m. **EPA Representative Report**

Sue Cotterill has been appointed as Ministers Representative to the ACA Board of Directors.

No report provided.

7. **Old Business**

- a. Eagle Terrace Conservation Site – Met with Minister and provided information, continue to investigate options
- b. U of C Fisheries Chair – No additional information/update at this point in time
- c. CWD Vaccine Project – Summary report on project is due by the end of April as per the agreement.

8. **Reports**

a) **2023-2024 Draft Annual Operating Plan – (Uploaded to BOD Website)**

Presented for review and approval.

MOTION #62//22

Moved by: Randy Collins
Seconded by: Sandra Mellon

Move that the ACA Board of Directors' approve the 2023-2024 Draft Annual Operating Plan as presented.

MOTION CARRIED

9. New Business

- a) **Electronic Motion #45/22EV – NW PAL Appointment Robin Barnes – Ratification**
- b) **Electronic Motion #46/22EV – Manyberries Creek Expansion HSF Proposal – Ratification**
- c) **Electronic Motion #47/22EV – Funds to Close Bruce Conservation Site - Ratification**

MOTION #63/22

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:

Electronic Motion #45/22EV – NW PAL Appointment Robin Barnes – Ratification

Electronic Motion #46/22EV – Manyberries Creek Expansion HSF Proposal – Ratification

Electronic Motion #47/22EV – Funds to Close Bruce Conservation Site - Ratification

MOTION CARRIED

d) Election of Officers and Committee Appointments (*Attachment U*)

For the position of Chairman

- Chuck Priestley 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

- Richard Mellon 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

- Richard Mellon nominated Sandra Mellon.

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- 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

- Randy Collins nominated Chuck Priestley.
- Chuck Priestley accepted nomination.
- Seeing no other nominations, nominations cease **Chuck Priestley** is appointed by acclamation to the position of Secretary.

MOTION #64/22

Moved by: Robert Gruszecki
Seconded by: Randy Collins

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

MOTION CARRIED

10. Closed Session

MOTION #65/22

Moved by: Chuck Priestley
Seconded by: Sandra Mellon

Move that the ACA Board of Directors move into Closed Session at 3:02 PM

MOTION CARRIED

MOTION #66/22

Moved by: Sandra Mellon
Seconded by: Randy Collins

Move that the ACA Board of Directors revert back to the regular meeting at 3:25 PM

MOTION CARRIED

11. Date and Location of Next Meeting

- BOD Calendar Event List (Attachment V) – provided for information
- 2023 Meeting Calendar (Attachment W)

The next scheduled BOD Meeting – March 22-23, 2023

- **March 22, 2023 (Wednesday) – Committee Meetings**

- March 23, 2023 (Thursday) – Regular BOD Meeting

12. ADJOURNMENT

MOTION #67/22

Move that the BOD Meeting be adjourned.

Moved by: Chuck Priestley

Seconded by: Tony Blake

MOTION CARRIED

The Board of Director's meeting was adjourned at 3:30 PM.



(Chairman)



(Secretary)