



## BOARD MEETING MINUTES

APRIL 9, 2019

ESPC OFFICE, SUITE 200, 10544-106 STREET, EDMONTON

- Attendees** Gwen Feeny, Board President  
Dave Trautman, Board Director, Engagement Cttee. Chair  
Candas Jane Dorsey, Board Director  
Ben Whynot, Board Director, Policy Cttee. Chair  
Peter Schalk, Board Director  
Theresa Vladicka, Board Director  
Zahro Hassan, Board Director
- Justine Basilan**, Recording Secretary
- Regrets:** Vanessa Zembal, Board Director, Finance Cttee. Chair  
Melissa Scott, Board Director  
Susan Morrissey, Executive Director
- Guests:** Carla Walker - Peterson Walker LLP

### 1.0 Welcome – Meeting called to order by Gwen Feeny at 6:04 pm.

Carla Walker reported the 2018 Audited Financials and answered questions from the Board. A discussion with some suggestions followed.

**Question:** Is there an amount the organization would aim at to ensure healthy surplus?

**Answer:** A healthy surplus is one that would last 2 to 3 months. If funds are still accumulating and are not managed well, funders might decide to pull their support. There must be a balance between fiscal responsibility and excess funds.

**Question:** Are there other risks?

**Answer:** Grant revenue is very specific. ESPC has to ensure that it is meeting the funder's requirements. Otherwise, funders may ask to be reimbursed for the organization not allocating the funds as agreed upon.

**Question:** In a multi-organization project such as the Alberta Living Wage Network, wherein the ESPC is a financial agent, will those funds be allocated as project revenue?

**Answer:** The organization has to disclose that it is only a fiscal agent. If ESPC is not an active participant, the money does not go to project revenue. If ESPC is an active participant, the organization has to disclose its responsibilities for the project.

Further questions arising from the Board to be emailed directly to Carla Walker.

### 2.0 Consent Agenda

**MOTION:** moved by Peter Schalk, seconded by Theresa Vladicka, to accept agenda with amendments. Added 3.2 Casino Update; 4.1 Resignation Letter from Melissa Scott.

**MOTION:** CARRIED.

### 3.0 Business Arising

Annual General Meeting  
Award of Merit

The Committee currently has two nominees for the Award of Merit.

Guest Speakers

No guest speaker chosen to date. It is recommended to have Sandra Ngo present the Age Friendly Indigenous Isolation report if no speaker is available.

Casino Update

Half the positions have been filled out by volunteers. Discussions to be had with regards to transportation for the volunteers.

Adjust template for thank you letters to be sent to volunteers.

#### 4.0 Executive Director's Monthly Operations Report

ED unable to report on March operations due to absence.

**Additional note:** Monthly report to be updated. Page 2, bullet 3 is pointed out to be out of date.

**Question:** Because the Financial Audit occurred in March 11, 2019, why wasn't the Finance and Audit Committee informed about it prior to the meeting? Is it due to scheduling problems?

#### Board Resignation

Melissa Scott has resigned from her position in the Board of Directors.

**ACTION:** Gwen Feeny to prepare Thank You letter draft for Melissa's work for the organization.

#### 5.0 Committee Report

Policy and Governance Committee Report (Ben Whynot).

Committee Report

Ben Whynot presented the report.

Presentation: Pre Exercise for Strategic Planning (continued from the March meeting)

**Question:** What kind of enforcement is in place to deal with policy noncompliance?

**Answer:** Policy noncompliance should be dealt with a non-punitive approach, and within a spectrum based on severity. Reasons for noncompliance will determine severity.

#### Ad-Hoc Committee: Recruitment

Updates on Applications.

Ben Whynot reported on the updates.

**Additional note:** The Committee was unable to get a treasurer during the interview process. It might be possible to approach an external member to act as Treasurer for the Board for the upcoming year.

**Additional note:** The process agreed upon last year was that the Committee will have a recommended poll of nominees to be approved during the AGM by general ESPC members based on the number of seats available. This year's candidates were all advised of this process, including the organization's bylaws with regards to Board recruitment and they have all agreed to it.

#### Results of the Competency Matrix Assessment

Be it resolved that the Board of Directors nominates Naomi Achus, Danielle Dolgoy, Nicole Smith, and Paula Kirman for appointment by the membership to a two-year Board term from 2019 to 2021.

**MOTION:** moved by Ben Whynot, seconded by Dave Trautman.

**MOTION:** CARRIED.

Be it resolved that the Board of Directors encourages Beth Mansell and Jalene Anderson-Baron to join a Board standing committee of their choosing in 2019 to 2020, in recognition of their strong ability to contribute to the Council and the work of the Board.

**MOTION:** moved by Ben Whynot, seconded by Peter Schalk.

**MOTION:** CARRIED.



Be it resolved that the Board of Directors nominates Gwen Feeny and Dave Trautman for appointment by the membership at the 2019 Annual General Meeting to a third Board term from 2019 to 2021.

**MOTION:** moved by Candace Jane Dorsey, seconded by Peter Schalk.

**MOTION:** CARRIED.

Finance and Audit Committee  
Surplus 2018 Resolution (Confidential)

**MOTION:** moved by Peter Schalk, seconded by Ben Whynot, to move *In-Camera* at 8:13PM to discuss allocation of surplus.

**MOTION:** CARRIED.

*In-Camera* ended at 8:20PM.

Presentation: Pre-strategic Planning Exercise  
Ben Whynot and Peter Schalk presented the Exercise.

**Additional note:** There is a need to include an orientation in financials during the Board orientation. It is also recommended that the Committee provide a guiding document to refresh financial concepts before meetings.

Engagement Committee (Dave Trautman)  
Adoption of Terms of Reference

Dave Trautman presented Engagement Committee's TOR and Work Plan for 2019-2020.

**ACTION:** Board members to send statements and comments to Committee with regards to the concerns about the misalignments between existing agreements and current document.

**ACTION:** Engagement Committee's TOR tabled for adoption on the May Board meeting.

## 6.0 Other Business

**Meeting adjourned: 9:20 pm.**

### **Next meetings:**

May 14, 2019

May 23, 2019 (AGM)

June 11, 2019