



## BOARD MEETING MINUTES

MARCH 12, 2019

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

**Attendees** Gwen Feeny, Board President  
Dave Trautman, Board Director, Engagement Cttee. Chair  
Vanessa Zembal, Board Director, Finance Cttee. Chair  
Candas Jane Dorsey, Board Director  
Ben Whynot, Board Director, Policy Cttee. Chair  
Peter Schalk, Board Director  
Theresa Vladicka, Board Director

Susan Morrissey, Executive Director  
Justine Basilan, Recording Secretary

**Regrets:** Zahro Hassan, Board Director  
Melissa Scott, Board Director

### Guests:

1.0 Welcome – Meeting called to order by Gwen Feeny at 6:05 pm.

### 2.0 Consent Agenda

**MOTION:** moved by Candas Jane Dorsey, seconded by Dave Trautman, to accept agenda with amendments. Added 5.4 Engagement Committee Terms of Reference.

**MOTION:** CARRIED.

### 3.0 Business Arising

Annual General Meeting - Transportation (Susan Morrissey)

Ensure that it is to be added on to the event invitations.

**ACTION:** ED reminds the Chairs of the Committees to submit their annual reports by March 29, 2019. To be emailed to ED in Word format.

### 4.0 Executive Director's Monthly Operations Report

ED presents and reports on February operations.

**Additional note:** ED updates on the FCSS position. Interviews will occur on the week of March 18, with Susan and Sandra conducting the interviews.

**Question:** Are we getting any administrative fee for the Alberta Living Wage Network?

**Answer:** Yes, at 10 percent. "Hard costs" are also covered during the project.

**Question:** What is the relevance of the IFSSA work to our mandate?

**Answer:** By collaborating with IFSSA, ESPC will help the organization to build capacity.

### 5.0 Committee Report

Policy and Governance Committee Report (Ben Whynot).

Committee Report

Ben Whynot presents the report.

Presentation: Pre Exercise for Strategic Planning

**Question:** How is there a "shift" towards open, competency-based Board recruitment? Isn't it more of a fluctuation?

**Answer:** There is a shift evident in the number of applicants received through widespread advertisement. Fluctuations of members are due to "key" members leaving and having no process in place to pick up where that member left off. Process may include documentation that would ensure longevity and consistency, allowing for sustainable work.

**Question:** What was meant by weak adherence to formal governance practices?

**Answer:** We currently don't have a lot of policy and governance documentations that grants may ask for which limit funding opportunities.

**Question:** What are the consequences of bad habits?

**Answer:** Recurring inefficiency of board processes due to lack of policies or clarity on practices and engagement.

**ACTION:** 5.1 Section adjourned. To be continued on April Board meeting.

Ad-Hoc Committee: Recruitment

Unable to report due to time constraints.

Finance and Audit Committee (Vanessa Zembal)

Committee Activity Update

Revised budget not presented. 4th Quarter Financials (2018) and surplus allocation provided for Board to accept.

4th Quarter Financial Report (Unaudited)

As presented on paper, ESPC currently has \$23,431.58 in surplus. The projected amount of actual surplus may be around \$10,000 to \$14,000 after final audit.

**MOTION:** moved by Vanessa Zembal, seconded by Dave Trautman, to accept 4th Quarter Financials as presented.

**MOTION: CARRIED.**

Allocation of 2018 Surplus

Be it resolved that the Board of Directors approve withdrawing \$5000 for the purpose of contributing to the Living Wage Network.

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

**MOTION: CARRIED.**

Board moved to go *In-Camera* at 8:10PM to discuss allocation of Surplus.

Be it resolved that the Board of Directors approve allocation of the 2018 Surplus funds based on the following prioritized list:

1. Staff Compensation Proposal (Confidential)
2. Contributing \$1000 to the Endowment Fund
3. \$5000 for the Living Wage Network Contribution
4. Purchasing new software for membership database (\$3000)
5. Approximately \$2000 to legal fees related to Contracted Research

*In-Camera* ended at 9:10PM.

**MOTION:** moved by Vanessa Zembal, seconded by Theresa Vladicka, to draft a motion for distribution regarding the surplus prior to the April Board meeting for approval at the meeting.

**MOTION: CARRIED.**

Membership and Engagement Committee (Dave Trautman)

Terms of Reference

Provided TOR for information purposes.

**ACTION:** Tabled for adoption on the April Board meeting.

## 6.0 Other Business



**Meeting adjourned: 9:15 pm.**

**Next meetings:**

April 9, 2019

May 14, 2019