

**Annual General Meeting  
Red Deer River Watershed Alliance  
June 14<sup>th</sup> 2019  
11:10am – 12:00pm and 12.45- 1.10pm  
Duncan Marshall Place Lecture Theatre, Olds College  
4500 50 St, Olds, AB T4H 1R6**

40 Members attended the meeting and quorum was reached.

**RDRWA Board Members Present:** Kent Dyck (Chair), JoAnne Volk (Treasurer), Mike Iwanyshyn, Adam Minke, Dale Christian, Bob Mills, Christine Moore, Phil Boehme(Ex -Officio).

Regrets: Al Campbell.

**1: Welcome & Opening Remarks- Jeff Hanger**

Jeff opened the meeting by thanking all members present for attending.

**2: Approval of Agenda– Kent Dyck, Chairperson**

**MOTION: Kent Dyck moved to approve the agenda for the Annual General Meeting, Seconded by JoAnne Volk. All in Favour; Motion Carried.**

**3: Minutes of June 15, 2018 RDRWA AGM-Kent Dyck, Chairperson**

Kent mentioned that the meeting minutes from last year's AGM were in the AGM packages and gave the members a few minutes to review them.

**MOTION: Dale Christian moved to accept the minutes of the RDRWA AGM 2018. Seconded by Adam Minke. All in Favour; Motion Carried.**

**4: RDRWA Presentation -2018/19 Activities & 2019 /20 Workplan**

Josée and Rosemarie highlighted the work of the Alliance over the last year: Some key activities included:

**We are Planners and Analysts**

- Land proposal for Big Horn
- Water Security - the 10 Year Review of the South Saskatchewan River Basin Water Management Plan

**We are Partners**

Connecting with others, encouraging collaboration and shared learning and broadening participation is at the heart of what we do. Some key activities included:

- We worked closely with the Agroforestry and Woodlot Extension Society on the Blindman River.
- We partnered with the Alberta Lake Management Society to deliver their annual conference

**2019/2020 Priorities**

- Watershed Resiliency & Restoration Program (WRRP) have agreed to fund our project mapping riparian intactness in the Medicine/ Blindman subwatersheds
- Map hydrologically significant areas with NCC
- We will be storytellers -Telling the Story of the Watershed

**5: Proposed Bylaws / Terms of Reference amendments -Kent Dyck**

Kent went through the proposed bylaw changes

Current Bylaw	Proposed Deletion	Proposed Addition
4.9. At the first Annual General Meeting the Society shall adopt a Board of Directors Terms of Reference. Within two years and periodically thereafter, the Society shall review the Board of Directors Terms of Reference and adopt amendments as deemed appropriate.	Within two years and periodically thereafter, the <b>Society</b> shall review the Board of Directors Terms of Reference	Within two years and periodically thereafter, the <b>Board</b> shall review the Board of Directors Terms of Reference
<b>New Bylaw</b>		
4.9. At the first Annual General Meeting the Society shall adopt a Board of Directors Terms of Reference. Within two years and periodically thereafter, the <b>Board</b> shall review the Board of Directors Terms of Reference and adopt amendments as deemed appropriate.		

**MOTION: Christine Moore made a motion to accept bylaw change 4.9 as it is written. Phil Boehme seconded the motion. All in favour. Motion carried.**

Current Bylaws	Proposed Deletion	Proposed Addition
4.2The Board of Directors shall consist of no more than seventeen (17) voting Directors. The board may also appoint non -voting ex officio members.	Entire Clause	The Board of Directors shall consist of no less than nine (9) and no more than (17) Members, as follows” (a) a maximum of three (3) members from the Environmental category; (b) a maximum of three (3) members from the Agriculture and Business/Industry category; (c) a maximum of four (4) members from the Municipal Government category; (d) a maximum three (3) members from the Provincial, Federal and Academia category; (e) a maximum of two (2) members from the First

		Nations and/or Aboriginal category; (f) a maximum of two (2) members from the Individual category;
--	--	---

<b>New Bylaw</b>		
4.2 The Board of Directors shall consist of no less than nine (9) and no more than (17) Members, as follows”		
<ul style="list-style-type: none"> <li>(a) a maximum of three (3) members from the Environmental category;</li> <li>(b) a maximum of three (3) members from the Agriculture and Business/Industry category;</li> <li>(c) a maximum of four (4) members from the Municipal Government category;</li> <li>(d) a maximum three (3) members from the Provincial, Federal and Academia category;</li> <li>(e) a maximum of two (2) members from the First Nations and/or Aboriginal category;</li> <li>(f) a maximum of two (2) members from the Individual category;</li> </ul>		

**MOTION: Bob Mills made a motion to accept bylaw change 4.2 as it is written. Murray Welch seconded the motion. All in favour. Motion carried.**

Current Bylaw	Proposed Deletion	Proposed Addition
4.2 the Past Chairperson, who shall be an ex-officio member. <b>(Within Board Terms of Reference)</b>	4.1 (g) the Past Chairperson, who shall be an ex-officio member.	<ul style="list-style-type: none"> <li>(g) The board may also appoint up to two non-voting ex officio members, which may include the Past Chairperson.</li> <li>(h) Members can be appointed to Ex-Officio positions from the date of the first meeting after the AGM to the next AGM. Their positions to be appointed annually, with no maximum number of appointments.</li> <li>(i) The Ex-Officio positions should remain non-voting, and that quorum only applies to voting members.</li> </ul>

<b>New Bylaw</b>		
<ul style="list-style-type: none"> <li>(g) The board may also appoint up to two non-voting ex officio members, which may include the Past Chairperson.</li> <li>(h) Members can be appointed to Ex-Officio positions from the date of the first meeting after the AGM to the next AGM. Their positions to be appointed annually, with no maximum number of appointments.</li> <li>(i) The Ex-Officio positions should remain non-voting, and that quorum only applies to voting members.</li> </ul>		

**MOTION: JoAnne Volk made a motion to accept this bylaw change as written. Adam Minke seconded the motion. All in favour. Motion carried.**

Current Bylaw	Proposed Deletion	Proposed Addition
---------------	-------------------	-------------------

4.3 At no time shall the Board of Directors consist of less than nine (9) Directors.	Delete entire clause	4.3Wherever possible , The Members of the Board of Directors should reside/work in a variety of areas in the watershed and bring a broad range of expertise to the Board of Directors.  4.3.1 As part of a nomination it must be stated which sector each nominee represents.
<b>New Bylaw</b>		
4.3 Wherever possible, The Members of the Board of Directors should reside/work in a variety of areas in the watershed and bring a broad range of expertise to the Board of Directors. 4.3.1 As part of a nomination it must be stated which sector each nominee represents.		

Rosemarie Sackela questioned the wording of this bylaw and requested that “Wherever possible” be removed from the proposed bylaw. Janet Walter seconded this request. After some discussion from the floor, Rosemarie Sackela withdrew her request.

**MOTION: Anne Marie Philipsen made a motion to accept bylaw changes 4.3 and 4.3.1 as written. Marlow Currie seconded the motion. All in favour. Motion carried.**

Current Bylaw	Proposed Deletion	Proposed Addition
4.5 The formal nomination and election of the Board of Directors will take place at the Annual General Meeting. As part of the notice of the Annual General Meeting, a Nomination Committee will provide a nomination report to the Members. Nominations must be received at the Red Deer River Watershed Alliance Society’s office at least 14 days prior to the date of the AGM.	As part of the notice of the Annual General Meeting, a Nomination Committee will provide a nomination report to the members.	Nominations must be received at the Red Deer River Watershed Alliance Society’s office at least 14 days prior to the date of the AGM. The Nomination Committee Report will be released following this.
<b>New Bylaw</b>		
4.5The formal nomination and election of the Board of Directors will take place at the Annual General Meeting. Nominations must be received at the Red Deer River Watershed Alliance Society’s office at least 14 days prior to the date of the AGM. The Nomination Committee Report will be released following this.		

**MOTION: Dan Karran made a motion to accept bylaw change 4.5 as presented. Chris Reeds seconded the motion. All in favour. Motion carried.**

Current Bylaw	Proposed Deletion	Proposed Addition
4.12 Decisions and recommendations of the Board of Directors shall be made by consensus. In the event that consensus cannot be reached, decisions will be made by voting whereby a motion to pass requires at least a two-thirds majority of the Directors present and voting, provided a quorum votes.		4.12.1. Each Director has one vote. When it is required that decisions be made by email or fax, Directors will be given a date by which they must respond. No response will

		imply acceptance of the group decision. E-mail votes should be ratified at the next Board meeting.
<b>New Bylaw</b>		
4.12.1. Each Director has one vote. When it is required that decisions be made by email or fax, Directors will be given a date by which they must respond. No response will imply acceptance of the group decision. E-mail votes should be ratified at the next Board meeting.		

**MOTION: Christine Moore made a motion to add this section to the bylaws. Jamie Hoover seconded the motion. All in favour. Motion carried.**

Current Bylaw	Proposed Deletion	Proposed Addition
7.5 The Executive Director shall be an official spokesperson for the Society.		The Executive Director shall be an official spokesperson for the Society, and is empowered to determine (with Board Chair) the appropriate RDRWA spokesperson (including RDRWA’s Executive Director, Communications or Watershed Planning Manager, Board Chair or other member of the executive Committee) as appropriate.
<b>New Bylaw</b>		
7.5 The Executive Director shall be an official spokesperson for the Society , and is empowered to determine (with Board Chair) the appropriate RDRWA spokesperson (including RDRWA’s Executive Director, Communications or Watershed Planning Manager, Board Chair or other member of the executive Committee) as appropriate.		

**MOTION: Adam Minke made a motion to accept this bylaw addition as presented. Dan Karran seconded the motion. All in favour. Motion carried.**

Current Bylaw	Proposed Deletion	Proposed Addition
8.1The Society may have one or more standing committees in addition to the mandatory standing committees listed below:  (a) Outreach; (b) Fundraising & Membership.	(b) Fundraising & Membership	(b) Governance Committee
<b>New Bylaw</b>		

8.1 The Society may have one or more standing committees in addition to the mandatory standing committees listed below:

- (a) Outreach;
- (b) Governance Committee

**MOTION: Dale Christian made a motion to accept this bylaw as presented. JoAnne Volk seconded the motion. All in favour. Motion carried.**

Current Bylaw	Proposed Deletion	Proposed Addition
11.2 Working with the Fundraising and Membership Committee, each year the Executive Committee shall prepare, as part of its budget and business plan development process, a fund-raising campaign intended to assist the Society in procuring the funds required to accomplish the Objects of the Society. The fund-raising campaign shall set out expectations and performance measures.	Delete entire clause	
<b>New Bylaw</b>		
Remove 11.2		

**MOTION: Cornel van't Klooster made a motion to delete this bylaw from the bylaws. Murray Welch seconded the motion. All in favour. Motion carried.**

**Kent went through the proposed Board Terms of Reference changes**

Current Text	Proposed Deletion	Proposed Addition
1.1 The following Terms of Reference define the respective roles, responsibilities, and time commitments of the Board of Directors. It is required that these Terms of reference be ratified if amended at the Annual General Meeting or a Membership Meeting of the Red Deer River Watershed Alliance (RDRWA) Society.	The following Terms of reference define the respective roles, responsibilities, and time commitments of the Board of Directors. <b>It is required that these Terms of reference be ratified if amended at the Annual General Meeting or a Membership Meeting of the Red Deer River Watershed Alliance (RDRWA) Society.</b>	The following Terms of Reference define the respective roles, responsibilities, and time commitments of the Board of Directors. <b>These Terms of Reference can be amended by the Board of Directors.</b>
<b>New Text</b>		
1.1 The following Terms of Reference define the respective roles, responsibilities, and time commitments of the Board of Directors. <b>These Terms of Reference can be amended by the Board of Directors.</b>		

**MOTION: Christine Moore made a motion to update 1.1 of the Board Terms of Reference. Dan Karran seconded the motion. All in favour. Motion carried.**

Current Text	Proposed Deletion	Proposed Addition
<p>4.1 The Board of Directors shall consist of no less than nine (9) and no more than seventeen (17) Members, excluding the Past Chairperson as follows:</p> <ul style="list-style-type: none"> <li>(a) a maximum of three (3) members from the Environmental category;</li> <li>(b) a maximum of three (3) members from the Agriculture and Business/Industry category;</li> <li>(c) a maximum of four (4) members from the Municipal Government category;</li> <li>(d) a maximum three (3) members from the Provincial, Federal and Academia category;</li> <li>(e) a maximum of two (2) members from the First Nations and/or Aboriginal category;</li> <li>(f) a maximum of two (2) members from the Individual category; and</li> <li>(g) the Past Chairperson, who shall be an ex-officio member.</li> </ul> <p>4.2 Wherever possible, the Members of the Board of Directors should reside/work in a variety of areas in the watershed and bring a broad range of expertise to the Board of Directors.</p> <p>4.3 As part of a nomination it must be stated which sector each nominee represents.</p>	<p>Delete entire clause and place within bylaws.</p>	<p>4.1 The structure of the Board will be added into the current bylaws</p>
<b>New Text</b>		
<p>4.1, 4.2 &amp; 4.3 will be removed from the Board Terms of Reference.</p>		

**MOTION: JoAnne Volk made a motion to delete 4.1, 4.2, & 4.3 of the Board Terms of Reference. Anne Marie Philipsen seconded the motion. All in favour. Motion carried.**

Current Text	Proposed Deletion	Proposed Addition
<p>7.1 Decisions and recommendations of the Board of Directors shall be made by consensus. In the event that consensus cannot be reached, decisions will be made by voting whereby a motion to pass requires at least a two-thirds majority of the Directors present and voting, provided a quorum votes.</p> <p>7.2 Each Director has one vote. When it is required that decisions be made by email or fax, Directors will be given a date by which they must respond. No response will imply acceptance of the group decision.</p>	<p>Delete clauses and move to Bylaws</p>	

<b>New Text</b>		
Remove 7.1 & 7.2.		

**MOTION: JoAnne Volk made a motion to remove 7.1& 7.2 from the Board Terms of Reference. Murray Welch seconded the motion. All in favour. Motion carried.**

Current Text	Proposed Deletion	Proposed Addition
11.3 RDRWA will post, monitor, respond, contribute to or seek to influence social media conversations, in a manner that is identifiable as being made by or on behalf of RDRWA by the designated Information Technology Manager.	Delete by the designated Information Technology Manager.	
<b>New Text</b>		
11.3 RDRWA will post, monitor, respond, contribute to or seek to influence social media conversations, in a manner that is identifiable as being made by or on behalf of RDRWA.		

**MOTION: Chris Reeds made a motion to remove the sentence by the designated Information Technology Manager from 11.3 of the Board Terms of Reference. Mike Iwanyshyn seconded the motion. All in favour. Motion carried.**

Current Text	Proposed Deletion	Proposed Addition
Add Policies and Procedures		Board Conflict of Interest policy (from RDRWA Policies and Procedures)
<b>New Text</b>		
Board Conflict of Interest policy (from RDRWA Policies and Procedures)		

**MOTION: JoAnne Volk made a motion to accept this addition of the Board Terms of Reference. Christine Moore seconded the motion. All in favour. Motion carried.**

**6:Financials and Budget**

JoAnne Volk provided the treasurer s report and spoke to the financial position of the Alliance. She highlighted the different streams of funding we receive. (White colored document in the AGM Package).

**MOTION: Kent Dyck made a motion to accept the Financial Report of the Red Deer River Watershed Alliance Society for the year ended March 31, 2019. Bob Mills seconded the motion. All in favour. Motion carried.**



**MOTION :Christine Moore moved to appoint the accounting firm of Swainson Alexander to conduct a review of the financial statements of the Red Deer River Watershed Alliance Society for the year ended March 31, 2020. Dan Karran seconded the motion. All in favour. Motion carried.**

**Meeting broke for lunch at 12pm**

**Meeting re-commenced at 12.45**

### **7: Election of RDRWA Board**

Kent Dyck conducted the Election Process and referenced the White colored Nomination Committee Report in the AGM packages. It was explained to the members that under each category the nominees present would introduce themselves and say a few words. Bob Mills (Board), Rosemarie Ferjuc (Staff) & Sally Banks (Member) would be counting the votes .

**Environmental and Stewardship** –we have one position and 2 nominees. Helge Nome and Delaney Schlemko were nominees under this category. Both Helge and Delaney introduced themselves.

Each member was asked to complete a ballot and the ballots were counted. Helge Nome was elected to the board.

**Agriculture, Business & industry**- two positions, two nominees. JoAnne Volk and Cornelio van't Klooster both introduced themselves. Both JoAnne Volk and Cornelio van't Klooster are acclaimed.

**Federal, Provincial & Academic** – One position, one nominee. Dan Karran introduced himself. Dan Karran is acclaimed.

**Municipal** –two positions, two nominees. Cheri Funke and Christine Moore were all in attendance to introduce themselves. . Both Cheri Funke and Christine Moore are acclaimed.

**Individual**- one position and one nominee. Murray Welch introduced himself. Murray Welch is acclaimed.

**First Nations** – two positions, no nominees

The members welcomed the elected board members.

**MOTION: Dale Christian made a motion to welcome all of the Directors to the board. Mike Iwanyshyn seconded the motion. All in favour. Motion carried.**

**MOTION: Christine Moore made a motion to destroy the ballots. Sally Banks seconded the motion. All in favour. Motion carried.**

The Meeting was adjourned at 1:10.