



## MINUTES of NOVEMBER 14, 2012 BOARD MEETING

LOCATION: Conference Call - Various

PAGE: 1 of 3

PRESENT:

Bhabesh Roy	President
Justin Hazenberg	Past President
Jean Soucy	Director
Bill Westwell	Director
Kevin Hodgins	Director
Jonah Koonark	Director
Doug Steinhubl	Industry Director
Ken Johnson	Southern Director
Olivia Lee	Executive Director
Jennifer Spencer	Trainee Executive Director

PURPOSE: Regular meeting of the NTWWA Board of Directors

DISTRIBUTION TO ALL ABOVE AND: REGRETS: Gary Maksagak, Doug Steinhubl, Alan Harris (could not connect to call)

WRITTEN BY: Pearl Benyk

WRITTEN BY: Pearl Benyk

ITEM	DESCRIPTION	ACTION BY
<b>1. Call to Order</b>	<ul style="list-style-type: none"> <li>Meeting called to order by Bhabesh.</li> </ul>	
<b>2. Agenda</b>	<ul style="list-style-type: none"> <li>Moved by Justin, Seconded by Ken, that the agenda be accepted as amended. <b>CARRIED.</b></li> </ul>	
<b>3. Adoption of Minutes</b>	<ul style="list-style-type: none"> <li>Moved by Justin, Seconded by Jonah, that the minutes of the November 1, 2012 meeting be approved. <b>CARRIED.</b></li> </ul>	
<b>4.0 Correspondence</b>	None	
<b>5.0 Standing Items</b>	<ul style="list-style-type: none"> <li><b>Conference</b></li> </ul>	
<b>5.1 draft Agenda Review</b>	<ul style="list-style-type: none"> <li>Olivia has sent out the draft agenda for the conference and asks all members to review it and get back to her with any corrections or additions.</li> </ul>	Board Members
<b>5.2 Guest Speaker, Set up tables &amp; chairs conf &amp; workshop, tradeshow</b>	<ul style="list-style-type: none"> <li>Justin reported that Walt Humphries, a Yellowknife prospector and newspaper columnist, would speak at the conf dinner Nov 24.</li> <li>Moved by Kevin, Seconded by Bill, that NTWWA pay Walt Humphries \$300 for speaking at the dinner. <b>CARRIED</b></li> <li>All board members will be at the conference this year. Various members volunteered for various tasks, including set up of tables and chairs at the conference and workshop, and times were organized for this and for tradeshow delegates to set up their booths.</li> <li>Board members also agreed to be at the Presenters Breakfast on Saturday November 24<sup>th</sup> at the Abe Miller Centre.</li> </ul>	Board Members



ITEM	DESCRIPTION	ACTION BY
<b>5.3 Operators Workshop Update</b>	<ul style="list-style-type: none"> <li>Alan was not at this meeting (later we learned he had tried, but been unable to connect to the call, due to some telecommunications glitch.)</li> <li>Olivia gave info on presenters at the workshop: HACH, NAIT and WCW reps plus Jennifer. Tours to City of YK solid waste site, Taiga water lab and KBL Environmental (hazardous wastes disposal) were discussed and planned. Olivia is organizing the speakers etc. and will continue with this.</li> </ul>	Olivia
<b>5.4 Sponsorship Update</b>	<ul style="list-style-type: none"> <li>Kevin reported that he had sent out sponsorship requests to his contacts in the consulting engineers community and received several donations. He will send out a reminder to see if more businesses would participate.</li> </ul>	Kevin
<b>5.5 Board Membership Discussion</b>	<ul style="list-style-type: none"> <li>Olivia had previously sent the board members a summary of the board positions coming open at the AGM and decisions of board members re: these positions. The summary was as follows: Bhabesh will move to Past President and Alan to President. Bill has indicated he would be willing to stand if he were nominated as Vice President. Doug is unwilling to stand for re-election as Industry Director and is recommending someone nominate Ryan Ethier (sales with A.H. McElroy and has attended past conferences) for the position. Ryan has said he is willing to serve in this capacity. Ken is unwilling to stand for re-election as Southern Director. Jean's term is finished and he is unwilling to stand for re-election. Dennis' term is finished and he is willing to stand for re-election. Olivia is unwilling to stand for re-appointment as Executive Director, but is interested in coming onto the board as a director, but only after a one-year break. Jennifer Spencer is willing to stand for appointment as Executive Director.</li> <li>Justin pulled together, and provided to board members, background info for his proposal to the board (attached at end of these minutes) that the Southern Director position, which will become vacant at this AGM, be changed into a WCW Director position.</li> </ul>	
<b>5.7 Board Round Table</b>	<ul style="list-style-type: none"> <li>No members present had extra comments to make, except for Bhabesh, who said that as this is his last board meeting as President, he would like to congratulate and express appreciation to all board members for their high level of co-operation. He hopes all board members will continue to work together to make the conference successful.</li> </ul>	
<b>6.0 Other Business</b>	<ul style="list-style-type: none"> <li>None</li> </ul>	
<b>7.0 Next Meeting</b>	<ul style="list-style-type: none"> <li><b>Wednesday, December 3, 2012 – Noon Mountain Standard Time.</b></li> </ul>	
<b>8.0 Adjournment</b>	<ul style="list-style-type: none"> <li><b>Moved by Bill, seconded by Justin, that meeting be adjourned.</b></li> </ul>	
	<b>These minutes are in the writer's best interpretation of discussions held at the meeting. Please inform the writer of any noteworthy omissions or errors.</b>	



**Executive Officers and Directors as of 2012 AGM in YK**

<u>NAME</u>	<u>POSITION</u>	<u>TERM</u>
Bhabesh Roy	President	Term finished, moves to Past President
Justin Hazenberg	Past President	Term finished, position goes to B. Roy
Alan Harris	Vice-President	Term finished, position open, AH becomes Pres
Vacant	Secretary-Treasurer	Not to be filled, position replaced by a Director
Gary Maksagak	Director	1 year remaining in term (re-elected 2011)
Billy Qaqasiq	Director	1 year remaining in term (re-elected 2011)
Jean Soucy	Director	Term finished, position open
Bill Westwell	Director	Term finished, position open
Dennis Althouse	Director	Term finished, position open
Kevin Hodgins	Director	1 year remaining in term (elected 2011)
Jonah Koonark	Director	1 year remaining in term (elected 2011)
Ken Johnson	Southern Director	Term finished, position open
Doug Steinhubl	Industry Director	Term finished, position open
Olivia Lee	Executive Director	Term finished, Annual appointment by Board

**From by-laws:**

***Nomination and Election of Senior Officers***

- 12 The Senior Officers of the Association shall be: the President, Vice President, Immediate Past President, and Secretary Treasurer who shall be members of the Board of Directors, and the Executive Director as appointed by the Board of Directors. The Executive Director shall be a non-voting member of the Board of Directors.
- 13 Secretary Treasurer shall be elected by the membership and may hold office for more than one term consecutively.
- 14 Persons nominated shall have agreed to serve if elected.
- 15 A nomination committee shall be selected by the membership at the Annual General Meeting. Nominations shall be solicited by mail from the membership in March of each year.
- 16 All elections may be conducted by mail or at the Annual General Meeting. Announcement of candidates and voting ballots for elections by mail shall be provided to each member in July of each year.

***Order of Succession***

- 17 The order of succession of the Senior Officers may be Vice President, President, Immediate Past President. The term of office for each position shall be one year.

***Term of Office***

- 18 The term of office for all officers shall begin at the close of the annual meeting and shall end at the close of the next annual meeting, or until their successors are duly elected.
- 19 The property and business of the Association shall be managed by a board of no more than twelve (12) directors as the board may decide, of whom fifty (50) percent plus one shall constitute a quorum.



***Board of Directors***

- 20 The senior officers shall be resident in any one of the Territories in which the Association conducts its business.
- 21 Up to seven (7) directors may be elected. Five (5) directors shall be elected from the various geographical areas of the membership for a two-year term in the manner which follows. It is intended that only one-half of the directors be replaced each year.
- 22 Northern Director Representation should be 50% from each Territory if there are interested parties nominated to the Board, but should never exceed 75% for either Territory.
- 23 A minimum of two (2) operators shall be elected to the Board, one from each Territory, unless none of the operators nominated to the Board are interested in participating.
- 24 One (1) director who is not a resident of the Territories shall be elected for a two-year term. A second director who is not a resident of the Territories may be elected for a two-year term as the Board of Directors may deem expedient by resolution. If no person stands for the present director's position, the membership may resolve to elect a resident for a one-year period. If one non-resident position is filled, a resident may not fill the other position.
- 25 The Immediate Past President, President, Vice President, and Secretary Treasurer shall be Directors by virtue of their office.
- 26 A person representing the interests of equipment suppliers and/or contractors and/or consultants may be appointed as a director as the board of directors may deem appropriate by resolution.
- 27 The Canadian Water and Wastewater Association or the Western Canada Water Association representative, as appointed by the Board, may also be appointed by the Board as a Director of the Association.
- 28 The office of a director shall be automatically vacated:
- a) if a director shall resign his office by delivering a written resignation to the Association;
  - b) if he is found to be of unsound mind;
  - c) if, at a meeting of the members, a resolution is passed by three-quarters of the members present at the meeting that the person be removed from office as a result of failure to perform, or for conduct unbecoming an officer of this association;
  - d) on death.
- provided that if any vacancy shall occur for any reason, the directors may fill the vacancy with a member in good standing of the Association.

**Discussion:**

NTWWA strives to keep near equal representation from both the Northwest Territories and Nunavut. Our incoming President, Alan, is from the NWT. Therefore I recommend that the incoming Vice President comes from Nunavut. Also, the board has 3 returning members, 2 of which are from Nunavut. Therefore, I recommend at least one of the three incoming board members be from the Northwest Territories.

We must elect one person who doesn't live in the north and a second person is optional. Doug has indicated he will be nominating Ryan Ethier of Edmonton to be the Industry Director. This will satisfy our by-law requirements for southern content. A second Southern Director (i.e. Ken's position) is not strictly required. Unless someone is really eager to take that role, I would recommend we don't actively seek nominations for a Southern Director.



Historically Ken has served as our Southern Director and WCW Board Member. This position can be appointed by the board as per our by-laws, but I would recommend the WCW Board Member position be elected at our AGM and be a director with the NTWWA Board. This person can be northern or southern based, but preferably have experience with NTWWA and WCW.

Therefore, I recommend we have the following positions open for nominations and election at the AGM:

Vice President (preferably from Nunavut)

Director x 3 (one must be from NWT, others can be from either NWT or NU)

Industry Director (presumably Ryan Ethier)

WCW Director (northern or southern)

An additional board position may become open if an existing board member whose term isn't up fills either the VP or WCW role.