



MINUTES
January 27-28, 2018

- Present:** Allison Pike, President
Lorna Spargo, Director
Lisa Arlint, Director
Rick Sakundiak, Director
Jacquie Surgenor, Director
Brandi Rai, Director
- Dawn Miller, Vice President
Shelley Odishaw, Director
Alana Sala (Sunday by Skype)
Hollie Tarasewich, Director
Judy Ducharme, Director
- Regrets:** Laura Andreas, Director
- Staff:** Wendy Keiver, Acting Executive Director Kathy MacRae, Executive Ass't/Bookkeeper

1.0 CALL TO ORDER AND WELCOME

Allison called the meeting to order at 8:38 a.m. and welcomed everyone.

We acknowledge that we are on Treaty 6 territory, a traditional meeting grounds, gathering place, and travelling route to the Cree, Saulteaux, Blackfoot, Métis, Dene and Nakota Sioux. We acknowledge all the many First Nations, Métis, and Inuit whose footsteps have marked these lands for centuries.

2.0 CHANGES TO/APPROVAL OF AGENDA

The addition of: 4.1 L. iv. Advocacy and Governance Committee

MOTION: Rick/Brandi That the ASCA Board of Directors approve the amended agenda, as amended.	CARRIED
--	---------

3.0 APPROVAL OF BOARD MINUTES

3.1 October 21-22, 2017 Regular Board Meeting Minutes

MOTION: Brandi/Shelley That the ASCA Board of Directors approve the October 21-22, 2017 Regular Board Meeting Minutes, as amended.	CARRIED
--	---------

3.2 November 2, 2017 Special Board Meeting (Skype) Minutes

MOTION: Jacquie/Shelley That the ASCA Board of Directors approve the November 2, 2017 Special Board Meeting (Skype) Minutes, as presented.	CARRIED
--	---------

3.3 November 29, 2017 Special Board Meeting (Skype) Minutes

MOTION: Hollie/Brandi That the ASCA Board of Directors approve the November 29, 2017 Special Board Meeting (Skype) Minutes, as presented.	CARRIED
---	---------

3.4 Motion Summary

The motion summary was presented for information. Item from April 28, 2017 – Create 10 minute video (tutorial) to outline the AGM Resolution process...This item is being worked on and will be done as a powerpoint with a voice over. As well, from June 10-11, 2017 – item – ED to contact superintendents and extend an invitation for them to share school council activities and best practices regarding Truth and Reconciliation. This item will be completed soon.

3.5 Action Summary

The action summary was presented for information.

4.0 BUSINESS: STEWARDSHIP AND REPRESENTATION

4.1 *Stewardship (Association Oversight)*

A. Committee Report

The board discussed the following two topics prior to the Auditor Presentation, and made the motions afterward.

i. Advocacy & Policy Governance

Recommendation #1 – The committee brought forward information with respect to the number of members on the board.

MOTION: Brandi/Dawn

That the ASCA Board of Directors accept the recommendation from the Advocacy and Governance Committee that the current number of directors (maximum of 12 elected=10 directors, 2 executive + 1 past president, who is affirmed, up to 13) stays the same, to date, with the committee revisiting this issue after the scan is done and with direction from the board. CARRIED

Recommendation #2 – The committee was asked to consider the number of meetings held in a work year. The board accepted the recommendation by the committee.

MOTION: Lorna/Judy

That the ASCA Board of Directors accept the recommendation from the Advocacy and Governance Committee that they consider adding one (1) full two (2) day weekend meeting back into the annual work plan for a total of five (5) full weekend work meetings for the year. The committee further recommends that the ASCA board direct the Acting Executive Director to add into the work plan a regularly scheduled skype/teleconference every month with the option to cancel, if needed. CARRIED

B. Timed Item #1 – 10:00 am: Auditor Presentation (Jeff, Hawkings Epp Dumont LLP)

Jeff outlined and explained auditor responsibilities with the board. He went into some detail with respect to how he reviews information and what he looks for to ensure there is sufficient accuracy in the accounting of the association and the process in place for all financial areas. Hawkings Epp Dumont LLP will be changing their name to Metrix Group LLP.

C. Committee Report

i. Internal Financial Audit Committee

Discussion ensued with respect to creating a new process or policy on reporting the year-end financial statements to the board.

MOTION: Jacquie/Lorna

That the ASCA Board of Directors create a process and/or policy around the reporting of the year-end audited financial statements. CARRIED

MOTION: Dawn/Hollie

That the ASCA Board of Directors refer to the Advocacy and Governance Committee, creation of a policy around the reporting of year-end audited financial statements with input from the Internal Financial Audit Committee be created. CARRIED

The committee also reviewed the updated Expense Claim Form with the board. The form to be updated by staff.

MOTION: Alana/Lisa

That the ASCA Board of Directors accepts the Expense Reimbursement Guidelines as presented by the Internal Financial Audit Committee as amended. CARRIED

- D. Financial Statements
Wendy presented the financial statements to the board.

MOTION: Lorna/Jacque

That the ASCA Board of Directors approve the Financial Statement to December 31, 2017, as presented. CARRIED

- E. Adjustment Allocations to 2017-2018 Budget
Wendy presented the Allocation Adjustments Budget to the board.

MOTION: Jacque/Brandi

That the ASCA Board of Directors approve the Allocation Adjustments Budget, as presented. CARRIED

- F. Budget Draft 2018-2019
Wendy presented the 2018-19 budget to the board, explaining that it was for their information. Formal budget approval will be done on a Skype meeting. Wendy asked for input on priorities of the board.
- G. Education Issues & E-Scans (Tabled)
This item will be covered in a Skype meeting.
- H. Acting Executive Director Report
Wendy presented her report. In addition, Wendy talked to a briefing note she provided – ASCA Acting Executive Director evaluation.

MOTION: Jacque/Shelley

That the ASCA Board of Directors accept the recommendation to agree to initiate and execute a process for evaluation of the Acting Executive Director; that an item be included on the April 20th Board Meeting Agenda (pre-conference), which will allow for a formal conversation related to the evaluation of the Acting Executive Director, and; that a letter from the President summarizing the Board of Director's appraisal be provided to the Acting Executive Director following the conclusion of the processes. CARRIED

- I. Executive Director Search
The board discussed and agreed by consensus to the proposed process and timeline for the Executive Director Search.

MOTION: Hollie/Rick

That the ASCA Board of Directors accepts the Terms of Reference for the Executive Director Hiring Committee, as presented.

CARRIED

MOTION: Dawn/Jacque

That the ASCA Board of Directors allot up to \$500.00 for the operational and administrative activities for the hiring of an Executive Director for the Alberta School Councils' Association.

CARRIED

- J. Ongoing Orientation: Director Conduct
Director Conduct was discussed.
- K. Governance Review
There was consensus amongst the board that it will assign the Advocacy and Governance Committee with the task of reviewing the ASCA Governance Model.

Recessed at 5:18 pm, January 27, 2018

Reconvened at 8:30 am, January 28, 2018

L. Committee Reports

- i. Community Engagement
A work plan for quality information tracking of community engagement will be brought to the March Board Meeting with Governance Framework.
- ii. Legacy
Work has begun, next year is the association's 90th Anniversary. The committee is looking at doing something at the 2019 Conference/AGM. A wall plaque was suggested with all of the president's names on it.
- iii. Awards
A verbal report was provided and Directors were encouraged to promote the Awards program. Nominations for Friend of ASCA can be submitted by Directors to the committee.
- iv. Advocacy and Governance
Workplan
#3 – Succession Plan

MOTION: Hollie/Lorna

Move to accept recommendations 1 and 2 from the Advocacy and Governance Committee:

1. That the Advocacy and Governance Committee recommend to the ASCA Board of Directors that they do not accept the presented policy. The committee further recommends that the board consider making a statement that the board's preferred interpretation of policy 4.0.7.1 be that the ED ensures that a comprehensive planned exit and emergency leave succession plan be in the administrative handbook and that the President of the Association be aware of the completed document, and

2. The Advocacy and Governance Committee recommend to the ASCA Board of Directors that they direct the ED to provide a "Breach of Limitations" report as part of the ED report for every board meeting of the Association.

CARRIED

#4 – Emergent, Emergency and Extraordinary Resolutions & Resolution Process
The committee has no recommendation at this time.

#5 – Complaint Process

The committee has no recommendation at this time.

#6 – Orientation & Mentorship

The committee has no recommendation at this time.

#7 – Acting/Interim ED Policy

The committee recommends to the ASCA Board of Directors that this topic should be looked at again once the environmental scan is complete.

#8 – Role of President as Ex-Officio on Committees

The committee rescinded their recommendation and will keep this in mind through the governance review.

#9 – Director Conduct/Knowledge Prior to Running for Directorship

The committee has no recommendation at this time.

#10 – External Elections

The committee has no recommendations at this time and will keep this in mind through the governance review.

#11 – New to You School Councils

A draft was circulated and referred back to the Advocacy and Governance Committee for further work.

#12 – Director Term of Office

MOTION: Lorna/Shelley

That the ASCA Board of Directors accept the recommendation from the Advocacy and Governance Committee to affirm the current terms of office for the executive and the directors as stated in the ASCA Bylaws.

CARRIED

M. Review Progress Toward Board Self-Evaluation Growth Goals

This item was adopted by consent of the board.

N. Director Candidate Declaration

Hollie Not Running

Brandi Running for VP (if unsuccessful, will run for Director)

Alana Running

Jacque Probably Running

Dawn Unsure

Allison Running for President

*Running for President or Vice President

Lorna Not running for a position this year

Shelley No

Judy Unsure

Rick No

The completed nomination form is required prior to candidate information being posted on the website.

O. Annual General Meeting Responsibilities

Emcee	Judy
Singer	Rick
AGM Chair	Allison
Financial	Jacquie (Lorna – backup)
Nominations	Lisa
Resolutions	Brandi and Dawn
Engagement	Shelley and Hollie (Alana – support)
Awards	Lorna and Alana

4.2 **Representation (Provincial Level Participation)**

- A. Timed Item (Jolaine: Conference Updates)
Jolaine discussed details with respect pre-sessions, Conversation Exchange, etc., related to the upcoming conference and annual general meeting. The new Executive Director will be introduced at the Friday evening social event. Will do something special for the newbies again – possibly the same necklaces as the last couple of years.
- B. Board Reporting and Sharing – The following were accepted by the board as consent items.
- i. President
 - ii. Vice President
 - iii. Directors
- C. School Council Engagement Task Force (SCETF)
The board discussed ideas for questions and input by the SCETF. Received summary of responses to fall transportation questions. Conference themed questions were decided upon. The board asked that they have a list for the conference of who on the SCETF is at the conference and which school board and school they are with.
- D. External Advisory Committee Updates
This item was adopted by consent of the board.
- E. Rural Education Symposium
Lisa will be attending with Allison.
- F. Prime Minister’s Award for Teaching Excellence
Wendy presented information related to Directors adjudicating Prime Minister’s Award for Teaching Excellence nominations. The following board members are interested:
Hollie
Dawn
Shelley
Alana
- G. Regional Learning Consortia Representation
The board discussed the briefing note and decided by consensus:

That the ASCA Board of Directors ask the Acting Executive Director to continue to assign individuals suitable to the role of appropriately representing the ASCA Provincial member perspective, when requested, at Regional Learning Consortia Boards, giving due consideration to geographic proximity, competency and availability.

4.3 Unfinished Business

There was nothing to discuss at this time.

5. CORRESPONDENCE

As presented.

6. INFORMATION ITEMS

Items of interest or for information were located on the back table.

7. MEETING EVALUATION

The evaluation was handed out for board members to fill out and hand in.

8. ADJOURNMENT The meeting was adjourned at 1:58 pm.

President
Allison Pike

Acting Executive Director
Wendy Keiver