

Board of Directors Meeting May 16, 2017 Meeting Minutes

Welcome and Roll Call

The CPWA Board of Directors met by teleconference on May 16, 2017 to discuss the CPWA draft charter, originally distributed to the CPWA Board on March 13, 2017. CPWA President Andrew Stevenson, Saskatchewan Chapter, welcomed the CPWA Directors and called the meeting to order. Anne Jackson, Director of Sustainability and CPWA Advocacy, staffed the meeting.

In attendance

- Darwin Durnie, Alberta Chapter
- Don Morehouse, Atlantic Provinces Chapter
- David Sparanese, British Columbia Chapter
- Steve Blayney, Manitoba Chapter
- Craig Kennedy, Newfoundland/Labrador Chapter
- Sal Iannello, Ontario Chapter
- Luc Fugere, Quebec Chapter
- Rick Stinson, APWA Region I Director
- Jill Marilley, APWA Region IX Director
- Scott Grayson, APWA Executive Director

CPWA Draft Charter

Andrew noted that the intent of the charter is to provide consistency across APWA operations and is not meant to be restrictive. He suggested there may be past baggage and that one issue seems to be with the word 'committee'. He suggested the word 'committee' be removed from the charter. He further noted that there is no 'us' versus 'them', that the charter is not being rushed and he cautioned against a loss of focus on CPWA's priorities. He called on each CPWA Director to provide comments.

Don noted that he doesn't have the history, but pointed to the Letter of Understanding (LOU) as having a different flavor than the charter – suggesting more of a collaboration and affiliation with APWA. He suggested that CPWA's identity needs to be preserved and that the LOU be referenced in the charter.

Scott confirmed that he understands, from his conversations with Canadian chapter presidents, the importance of preserving CPWA's identity, including for billing purposes.

Andrew pointed out that item #4 and #11 from the LOU are not represented in the charter. Don suggested that according to #8, CPWA should be at the table during APWA's strategic planning process.

David suggested that CPWA is not just focused on advocacy, but consists of subject matter experts. Scott suggested that objective #6 of the charter covers this.

Craig noted that he agrees with Don – that CPWA should keep its identity and autonomy. He sees CPWA as bigger than a committee and has often thought about where CPWA sits with APWA. He suggested the charter may just need some fine tuning and that CPWA should be represented on the APWA Board.

Scott clarified that the impetus for developing a charter was his meeting with APWA's attorney after he became Executive Director. He reported that the LOU has no legal standing and that the attorney recommended a better way to codify the mission is by developing a charter.

Luc suggested that the Quebec chapter already has a language barrier and has its own administrative support. His only concern was with CPWA Directors being appointed by APWA, which has been resolved with the revised draft [dated 5/10/17] and he is OK with the new version.

Sal reported that his position has not changed – he is not comfortable with the charter. It appears to be moving away from something fraternal to something paternal, and he suggested CPWA could always incorporate in Canada. The



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charter emphasizes that APWA and CPWA are not equals, but his perception is of two organizations that see the benefit of working as one. He noted that CPWA being 'only a committee' would be news to many members – but that if CPWA continues to operate as it always has, then he doesn't see a problem.

Andrew commented that he recognizes the APWA-CPWA relationship is paternal, but that it feels brotherly.

Scott reiterated that the charter is not meant to change how CPWA operates, but will establish CPWA's governance – the only reason is legal.

Sal asked whether the chapters would 'be out' if they don't approve and Scott reported that he doesn't see that being the case, but that a charter is needed.

Craig asked if there is only a legal issue and Scott confirmed that the only issue is compliance.

Rick reported that in all his time as an APWA Board member, only once or twice has the APWA Board had a question that warranted sending something back to a group.

David reported that he agreed with the other comments. He suggested that no one is adverse to change, but that the charter represents a significant departure from past practices. He suggested that the issue could have been avoided if there had been a different process. His chapter president does not support the charter and suggested that APWA/CPWA remain out of compliance – using the current LOU. Andrew asked what specific changes are not supported, and David noted that he has been busy at work and has not been able to be as involved. Andrew noted that he was having trouble understanding how there could be no support for a document that hasn't been thoroughly reviewed.

Jill suggested that CPWA shouldn't feel held hostage by the timeline. Scott noted that he hoped the CPWA charter could be submitted with the other 14 that the APWA Board will review in June and suggested the CPWA work to put the desired language into the charter format. Andrew noted that he doesn't want to start over.

Andrew reported that he brought the charter to the Saskatchewan Board and their only question was whether it changes anything and whether it has to be taken back to members.

Darwin reported that the LOU, developed in good faith and trust, contemplates CPWA becoming its own creature - the possibility that CPWA could become its own entity. Andrew asked if Darwin had any mistrust and Darwin said no. Andrew asked if chapter boards were part of the LOU process in the past – and if not, why they must be involved now. He doesn't remember there being input on the 2015 LOU from outside CPWA. Darwin suggested that the APWA Board should state if they are not satisfied.

Jill suggested the charter could memorialize the CPWA members who help develop it and suggested it is just as important to understand what is clear as what isn't.

Andrew asked Anne to cross reference the LOU elements with the charter.

Don suggested that CPWA should have the ability to make endorsements – such as with NAMS. Andrew noted that CPWA cannot enter into financial agreements. Darwin suggested that should be on the table. He suggested that Canadian members think they are members of CPWA, not APWA – and if they are told otherwise, there may be a revolt.

Adjournment

Andrew thanked everyone for their time and participation and, having concluded their business, the CPWA Board adjourned the meeting.

The minutes were recorded and respectfully submitted by:

Anne Jackson

APWA Director of Sustainability and CPWA Advocacy