

**MINUTES OF THE BOARD OF DIRECTORS MEETING  
LAKE WINNIPEG FOUNDATION  
February 18, 2020 – 6:00pm, LWF Office, Winnipeg**

**Mission Statement:** to advocate for change and co-ordinate action to improve the health of Lake Winnipeg.

**Acknowledgement:** the board of the Lake Winnipeg Foundation acknowledges that the Great Lake we are working to protect is part of the traditional territory of the Anishinaabe, Cree, Dakota and Metis. It is a lake that has long been cared for by the people living on its shores.

**Present:** Bill McDonald, Gene Degen, Greg McCullough, Bruce Maclean, Mike Stainton, Florence Eastwood, Les McEwan, Selena Randall, Kathryn Dompierre, Roger Ramsay

**Regrets:** Bryan Allison, Dave Horne, Amanda Karst, Jodi Goertzen

**Quorum established:** 10 directors present

1. **Meeting opening.** The meeting was opened with a reflection on water and a toast to our collective work.
2. **Declaration of conflict of interest.** No conflicts of interest were declared.
3. **Approval of agenda.**

2020:02:M01 MS That the agenda for the February 2020 meeting be approved as presented and with quorum established. **Carried**

**4. Approval of minutes**

2020:02:M02 MS That the minutes from the December 2019 meeting of the board of directors be approved. **Carried**

**5. Meeting schedule.**

2020:02:M03 MS To set the date of LWF's 2020-21 board meetings on the third Tuesday of every second month (June 16, Aug 18, Oct 20, Dec 15, Feb 16, Apr 20). **Carried**

**6. Directors' Reports**

**6.1. Executive Director's Report.** The board reviewed the Executive Director's report for February 2020, and discussed progress to date and next steps for LWF in accelerating phosphorus reduction upgrades at the North End Water Pollution Control Centre.

2020:02:M04 MS To approve the Executive Director's report as presented. **Carried**

**6.2. LWIC Director's Report.** The board reviewed the LWIC director's report and discussed the upcoming Nibi Gathering and Indigenous-led processes to achieve legal personhood for water bodies.

2020:02:M05 MS To approve the LWIC Director's report as presented. **Carried**

## **7. Approval of Financial Statements**

2020:02:M06 MS That the financial statements for November and December 2019 (attached) be approved as presented. **Carried**

## **8. Approval of 2020 Annual Budget**

2020:02:M07 MS To approve the 2020 Annual Budget as presented. **Carried**

## **9. Committee Reports**

**9.1. Executive Committee.** Directors provided suggestions for 2020 Strategic Retreat timing.

**9.2. Governance Committee.** The Governance Committee presented amendments to the bylaws for approval by the directors prior to presentation to the members at the 2020 AGM.

2020:02:M07 MS That the by-laws be amended as appended below to allow for board members to serve a maximum of 9 years, to change titles of the officers and to change the provisions for termination of a director. **Carried**

2020:02:M08 MS To appoint Florence Eastwood as a member of the Governance Committee. **Carried**

**9.3. Human Resources and Compensation Committee.** A committee report was provided for information.

**9.4. Nominating Committee.** The Nominating Committee presented recommendations for consideration for the 2020 slate of directors. The board agreed with the committee's recommendations.

2020:02:M09 MS To appoint Kathryn Dompierre as a member of the Nominating Committee. **Carried**

**10. Next Meeting**

The next board meeting will be held on April 21, 2020, 6pm.

LWF's 2020 AGM will be held on April 29, 2020, 7pm.

The meeting adjourned at 7:36 pm.

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**Chair**

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**Secretary**

**APPENDIX: APPROVED BYLAW CHANGES**

**Section 6.4 Election of Directors**

At each Annual General Meeting, Directors shall be elected by the members.

**Section 6.5 Appointments**

In accordance with the Act and the Articles, Directors may appoint one or more Directors, who shall hold office until the close of the next Annual General Meeting. The total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous Annual General Meeting of Members.

**Section 6.6 Terms of Office**

Each Director shall be elected for a term of up to 3 years. Directors may serve a maximum of 9 years from the time they are first elected.

**Section 6.7 Termination**

A director ceases to hold office when such person dies; is removed from office by the directors of the board; is absent from 3 meetings of the board in a 12-month period, unless such absence is excused by

resolution of the Board; ceases to be qualified for election as a Director or tenders a resignation. A resigning Director may specify the time at which such resignation is effective.

**Section 8.1.1 Executive Committee**

The board shall appoint an Executive Committee which shall include the Chair, Vice Chair, Past Chair, Secretary and Treasurer and such other Officers as the Board may from time to time appoint. All actions of the Executive Committee shall be reported to the Board at the next succeeding meeting and shall be subject to revision or alteration by the Board: provided that no acts or rights of the parties shall be affected or invalidated by any revision or alteration by the Board.

The duties and responsibilities of Officers will be specified in Board Policy.