

**MINUTES OF THE BOARD OF DIRECTORS MEETING
LAKE WINNIPEG FOUNDATION
April 21, 2020 – 6:00pm, Zoom Meeting**

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: Gene Degen, Jodi Goerzen, Mike Stainton, Les McEwan, Bryan Allison, Dave Horne, Florence Eastwood, Selena Randall, Bruce Maclean, Greg McCullough, Roger Ramsay, Bill McDonald, Amanda Karst; Kathryn Dompierre.

Regrets:

Quorum established: 14 directors present

1. Meeting opening. The meeting was opened with a reflection on water and a toast to our collective work.

2. Approval of agenda.

Directors asked that a discussion of the Hollow Water sand mine project, and of COVID-19 impacts to funding be added to the agenda.

2020:04:M10 MS That the agenda for the April 2020 meeting be approved as amended and with quorum established. **Carried**

3. Approval of minutes

2020:04:M11 MS That the minutes from the February 2020 meeting of the board of directors be approved. **Carried**

4. Declaration of conflict of interest. No conflicts of interest were declared.

5. Directors' Reports

5.1. Executive Director's Report. The board reviewed the Executive Director's report for April 2020, and discussed changes implemented and planned as a result of COVID-19.

2020:04:M12 MS To approve the Executive Director's report as presented. **Carried**

5.2. LWIC Director's Report. The board reviewed the LWIC director's report and discussed the challenges associated with relationship-based work in remote First Nations.

2020:04:M13 MS To approve the LWIC Director's report as presented. **Carried**

6. Establishment of new committee. The board recognized the need to provide timely support in helping the organization adapt and recover from the impacts of the pandemic. This committee will consider financial, human resources and strategic implications.

2020:04:M14 MS To form a COVID Recovery and Sustainability Committee including Bryan, Roger, Dave, Bruce and Alexis. **Carried**

7. 2020 Annual General Meeting. LWF's 2020 AGM will be held online through Zoom Webinar, on June 3, 2020.

2020:04:M15 MS To approve the agenda for the 2020 AGM. **Carried**

2020:04:M16 MS To approve the minutes of the 2019 AGM for presentation to the members. **Carried**

2020:04:M17 MS To approve the 2020 Annual Report for presentation to the members. **Carried**

8. Approval of Financial Statements

2020:04:M18 MS To approve the 2019 audited financial statements for presentation to the members. **Carried**

2020:04:M19 MS That the financial statements for January and February 2020 (attached) be approved as presented. **Carried**

9. Committee Reports

9.1. Governance Committee. The Governance Committee withdrew the proposed bylaw changes, for consideration at a later date.

2020:04:M20 MS To withdraw the by-laws amendments approved in February, for consideration at a later date. **Carried**

9.2. Nominating Committee. The Nominating Committee presented recommendations for the 2020 slate of directors. The committee recommends re-electing Kathryn Dompierre,

Amanda Karst, Florence Eastwood, Bruce Maclean and Jodi Goerzen. The committee recommends electing Ramona Bird, Becky Cook, Jonathan Paterson.

2020:02:M09 MS To approve the slate of directors presented for election at the AGM. **Carried**

10. Next Meeting

The next board meeting will be held on June 16, 2020, 6pm.

LWF's 2020 AGM will be held on June 3, 2020, 7pm.

The meeting adjourned at 7:30 pm.

Chair

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.