

NWDSN AGM and Board Meeting**April 25th 2005, 9:30-1:30
Driftwood Room, Skeena Stikine Forest District
Office, 6666 Tatlow Road, Smithers****Attendees**

Cheryl Delwisch Cheryl.Delwisch@gems3.gov.bc.ca Yes
Don Morgan Don.Morgan@gems7.gov.bc.ca Yes
Francois Depey francois@wetsuweten.com Yes
Jim McCormack JMcCormack@mail.canfor.ca Yes (Chair)
Ruth Edwards Ruth.Edwards@gov.bc.ca Yes (Recorder)
Scott Emmons emmons@unbc.ca Yes
Jaret Van der Giessen jaret.van.der.giessen@westfraser.com Yes
Glen Buhr glen.buhr@gems3.gov.bc.ca Yes
Andrew George Jr. ageorgejr@wetsuweten.com No
Tim Penninga Tim.Penninga@westfraser.com Yes
Tom Olafson Tom.Olafson@westfraser.com Yes
Cyril Thicker Cyril.Thacker@westfraser.com yes

AGENDA**1) (a) Introductions**

Don Morgan introduced Cyril Thacker from West Fraser as a guest. Cyril had been invited by Don to come to the board because he had raised some concerns around the function and purpose of the NWDSN. Jaret and Tom report to Cyril in the West Fraser structure.

1(b) Agenda Review

- 1) Review Agenda & Introductions
- 2) Annual Report from Board of Directors - Board
- 3) Board Administration
- 4) Election of officers - Board
- 5) Governance Policy updates – Board and Executive Director
- 6) Membership - Board
- 7) Budget - Board
- 8) Review past years activities – Executive Director
- (Moved to technical meeting for sake of time and appropriate level of discussion)**
- 9) 2005/2006 Operating Plan– Executive Director and Board
- 10) MSRM-NWDSN data sharing agreements– Executive Director
- 11) Update on MoF Streamlining Information Project **(Added to agenda)**
- 12) Review Minutes from last board meeting (see attached action items) – Executive Director
- 12) Next board meeting
- 13) Adjournment

The agenda was accepted

2) Annual Report from Board of Directors - Board

a) NWDSN presentation - Executive Director

A long discussion ensued on the PowerPoint presentation given by the Executive Director. Cyril expressed concern around the clarity of the presentation and the need to be explicit in what the NWDSN does and does not do. Discussion around the mission. Decided the mission should remain the same. Changes can be made under a policy governance structure to the “ends” part of the NWDSN policy. References to Standard Operating Procedures can be made in the policy document to give clarity.

Action: Don modified the presentation on the fly (see attached).

Action: All board members to review policy document and suggest changes to the “ends”.

Suggestions are included in the attached policy document in red.

3) Annual Financial Statement –

Ruth presented the financial statement to March 31st 2004. The statement had been prepared by Kirsteen Laing and reviewed by Edminson Mehr CAs. Financial statements no longer have to be submitted with AGM minutes to Ministry of Finance but must be retained at the society’s address. They must be made available to the public on their request in order to meet requirements of Societies Act.

Financial Balance is \$6,761 as of March 31st 2004.

Outstanding invoices since March 31st are approximately \$2000 for project gaps (invoice not yet received) and \$319 for accounting fees

Therefore there is approximately \$4000 available for carry over.

Decision: Financial statements to March 31st were accepted and signed by Ruth Edwards and Jim McCormack as directors on behalf of the board.

b) Insurance- Executive Director

Don has investigated insurance for non –profit societies. It is not clear what level of liability insurance we would need as we have no paid staff. Contractors carry their own insurance. Kirsteen Laing is looking into this for us and Don will keep the board informed. We do not need to audit, but may want to have an audit on a 3- 5 year cycle to deal with due diligence and clarity for our member organizations.

4) Election of officers - Board

Discussed the member’s representation on the board. Board members and the members they represent are:

Glen Buhr - Skeena Stikine Forest District

Cheryl Delwisch - BCTS Babine Timber Sales Office

Ruth Edwards - Land Information BC, MSRM

Andrew George - Office of the Wet’suwet’en (Francois Depey as alternate)

Jim McCormack and Jaret Van der Giessen – Lakes Morice IFPA Group

Tim Penninga – Bulkley TSA Steering Committee, Forest Licensees

No new names came forward for officers.

Elected

President Jim McCormack – nominated by Cheryl, seconded by Ruth.

Vice President Glen Buhr – nominated by Jaret, seconded by Cheryl

Treasurer/Secretary – nominated by Jim seconded by Cheryl

Action: Ruth to send AGM minutes to Ministry of Finance

Executive Director

Discussion around need for more involvement by officers and board members. Don Morgan volunteers as Executive Director as 10% part of his MoF Forest Research job. However Don is studying at UNBC in the fall and while the NWDSN fits in with the research he is doing, he will only be able to devote 5% of his time.

5) Governance Policy updates – Board and Executive Director

a) Use of email for forwarding and approving Board motions.

Discussed the need for e-mail board decision process, as circulated in October 2004.

Action: it was confirmed that an e-mail based decision process for decisions was appropriate and should be added to the policy

b) Dollar amount that the Executive Director may approve on the Board's behalf.

Discussed the dollar amounts that the Executive director can spend without the approval of the board. Reviewed the previous year's expenditures and agreed that most items fall within \$500 limit.

Action: The Board's Policy document, Section 2, Executive Limitations Policies, Financial conditions and Activities will be changed reflected for the following:
Section 6 & 7

“He or she may not:

6. Fail to maintain the Board-approved contingency reserve plan:

a. with a minimum annual allocation of **\$1000**.

b. may not draw-down reserve funds without prior approval of the Board with the exception of program development **\$0** and human resource contingency of **\$0** in a fiscal year.

7. Without prior Board approval, he or she may not:

a. Make any purchase wherein normally prudent protection has not been given against conflict of interest;

b. any purchase of over **\$500** without having obtained comparative prices and quality unless sole sourcing is demonstrably justified;

c. any capital purchase without assuring the balance of long-term cost and quality.

d. Make a single purchase or commitment of greater than **\$500**.

e. Acquire, encumber, or dispose of real property.

- f. Make a commitment for revenue contracting of greater than **\$500**.
- g. Approve credit cards exceeding **\$0**.
- h. Approve credit cards being issued to Board members, or the Society's Executive Director."

c) How Partner non Board members and non Technical Committee members communicate with the NWDSN.

Discussion arose because the Executive Director is being asked by individuals, who not board or technical committee members, to explain or discuss NWDSN activities or policies to them. This is time consuming and some items need to be discussed or brought to the board as a whole. Some board members are also being asked to direct the function of the NWDSN by their parent organizations without going to the board as a whole. In principle board members or technical team members should be the first point of contact for other staff in member organizations to contact.

Action: Don to circulate a communication SOP for the board to review.

d) Priority setting between Board and Technical committee.

How does the board set the priority projects for the technical committee to work on?

Decision: The board approves the annual operating plan which sets the priorities. Any new projects must come back to the board for approval before the Technical committee works on them

Action; Don to communicate this decision to the Technical Committee

e) How Board and Technical Committee minutes should be structured.

i) Improve clarity

ii) Tracking of action items

Discussion on whether the intent of the minutes is to communicate the business of the two committees to external audiences, or to the members in attendance and those members who miss the meeting. The balance is between efficiency and clarity to our parent organizations and stakeholders. Minutes are not a marketing tool. Minutes take a long time to do if we do not pay for a scribe.

Decision: Action Items will be recorded as a separate sheet and in the context of the minutes. Minutes will attempt set the context of discussion.

Minutes will be sent out within 7 days of the meetings and will be reviewed and comments & suggested revisions will be circulated to all members within 7 days. At the end of this time the minutes will be posted to the web site in pdf format. No response will be taken as agreement with the content and format of the minutes.

f) Regular scheduling of Board and Technical committee meetings.

Decision: Board meetings are to be scheduled quarterly on the mornings, second Tuesday, of April, June, September and December with the Technical meetings to follow within one week

6) Membership - Board

- a) Non-contributing members
- b) Non-member access and fees

Discussion around whether we should we have two tiered membership and fees. A lower level of fees for groups who do not want to take part but who have an interest in the data or the work e.g. woodlot owners, community forests. Some members want to use this as a data distribution service to contractors or NRFLs. Care has to be taken as some data (NWDSN) does not own cannot be distributed without a data use or data exchange agreement with the owners. There is potential to violate copyright. There is the question of the cost of setup, secure access to the data and staff time to manage.

Action:

Tim and Glen Buhr to draft an SOP for review by June.

7) Budget - Board

- a) Tracking in-kind contribution costs

Discussion on why we need to do this? Answer it allows us to leverage funding . It recognizes efforts of members.

Balance between simplicity and supporting data that can pass the test of real contribution.

Decisions: \$50 per hour is the cost of staff effort for attending meetings or doing work on behalf of the NWDSN, over and above effort that would be expended by staff anyway on a task. This rate applies to all members, so only time needs to be tracked.

Invoiced costs that are covered by members and not billed to the society should also be accounted for e.g. meeting expenses like coffee. Room costs provided by members are counted at \$100/day.

Action: Each meeting should track time with the minutes. Staff effort on projects should be tracked and sent to the respective board member for the quarterly meetings.

Action: Ruth to create spreadsheet for tracking (attached) .

- b) Funding available to Societies and non-profits

Government and Licensees cannot directly access certain funding but non- profit societies like NWDSN can. We should use our governance funding for writing proposals for such funding.

- c) Cost recovery strategies
- d) Long term funding strategy

Discussion around lowering membership fees. It was felt that \$2500 of member's money is very little and shows good faith of members. It keeps the basic maintenance of the society for low cost. Funding for projects will always have to be sought.

Action: Don to send out invoices/ contribution agreements for membership for this fiscal year.

8) Review past year's activities – Executive Director (Moved to Technical meeting for time efficiency and appropriate level of discussion)

9) 2005/2006 Operating Plan– Executive Director and Board

Discussion around what the NWDSN technical committee should focus on.

a) Project priorities funded by other funding pots and co-ordinated by NWDSN to meet the needs of the members and contributing partners

- MSRM Resource Management Division LRMP monitoring
- IFPA SFM monitoring

b) Not funded but completed by members staff time and effort

Data Maintenance

(1) Edge matching

(2) Road conflation

iv) Updated data translation

v) Off line data

(1) Orthophotos

(2) Hydrology

(3) Terrain Stability

c) Linked projects

Projects that NWDSN is not directly involved in but the Executive Director and board members keep aware of, or are involved in that have potential benefit to the NWDSN ,or where funding could be accessed by NWDSN to complete projects.

d) NWDSN administration activities and costs funded by membership funds

(1) NWDSN administration

(2) Infrastructure Management

(i) Connection to LRDW

(ii) UNBC hosting

(iii)Map service maintenance

(iv)Web site hosting

(3) Filling project gaps

(i) Integrating operational projects with NWDSN

10) MSRM-NWDSN data sharing agreements– Executive Director

a) Existing data sharing agreements

b) Status of NWDSN umbrella data sharing agreement

c) Accessing government corporate data with BCeID accounts

i) TRIM

ii) VEG data

iii) Orthophotos

d) Hosting government corporate data locally

Data custodians are keen to have new data sharing agreements. Custodians may not agree that the existing agreements with Forest Districts are “grandfathered”. To licensees The forest districts represented the Crown so why would they need to enter into new agreements? If this is so then every time government reorganizes again will they need to enter another agreement. Custodians (particularly Base Mapping and Geomatics services) want the intent of the sharing agreements acted on through the return of updated data. Licensee members are not happy with this. If BMGS made it easy to return data it would be fine. BMGS believes it is easy to return the data. Licensees comment is that if it is easy then they do not know the method.

Action: Ruth to draft letter to Data Custodians and MoF requesting acknowledgement as source of best available information

11) MoF Streamlining Forestry Information Project – Tim Penninga (**added to agenda**)
<http://www.for.gov.bc.ca/hfp/streamlining/index.htm>

Not much awareness of this project locally by either the agencies or licensees. Another initiative of government around information. How do they all fit together? How do the fit with NWDSN?

Objectives of the project (from the website) are .

1. Streamline and improve the forest information business requirements and process as identified in the phase 1 action plan.
2. Promote an improved culture of integration and collaboration with respect to the forest information business.

The scope of the project is:

The project recommendations address forest information business needs from the forest planning cycle and appraisal submission through to the reporting cycle ending at free growing accomplishment. The specific elements of the project scope are listed below.

In-scope:

- information requirements and associated business processes related to appraisal
- submissions, cutting and road permits, operational planning, activity notification,
- compliance (resource allocation and inspections), harvest, road and silviculture result reporting
- information requirements for the beginning of the forest information cycle – base and inventory information

Forest Stewardship Plan information support project is part of the project. SRM is involved in this. Other parts of the project are driven by MoF.

Comments on the four proposals within the project are May 16th 2005

Action: Tim has talked to Greg Goss of MoF and will report back on further conversations.

12) Review of Action Items from last board meeting (see attached below) – Executive Director

Action Items List from last board meeting	Who	By When	Status
Action: Set up sheet to track time for in-kind contribution Set up structure and circulate.	Don/Ruth	January	Done (attached)
Action Provide BCTS and MoF with statement number of existing cheque then pursue the missing cheque	Ruth/Glen/ Cheryl	Nov	Done
Action Ask Credit union If possible get Jim as an alternate signing authority Yes this is fine Jim Don and Ruth to redo signing authority document. Needs copy of minutes	Ruth	October	Done:
Action Let members know how to access DIM server. This will require BCEid	Ruth	Nov	Done
Action: Don Morgan talking to Fred Hankin and Steve Quinn (PWC) to clarify the difference between proposals.	Don	Nov	Done
Action: Set up technical meeting	Don	October	Done: Meeting set for December 7/8
Action: Tim to Send updated wording on review of blocks project to Don Morgan	Tim	Nov	????
Action Don to resend NWDSN user name and password (again!!!)	Don	Nov	Done
Action: Ruth to remind UNBC to send detailed invoices	Ruth	Nov	Done
Action: Leave Wet'suwet'en as a non-contributing member for this fiscal. Board can reassess next year.	Board	April 2005	ongoing
Action: Look at helping Wet'suwet'en at accessing funding.	Don	Ongoing	Update from Ruth

Action Items List from last board meeting	Who	By When	Status
Action: Hosting additional data on UNBC site e.g. need cost estimate Don Morgan.	Don	October	Done
Action I-TRIM – keep everyone up to date. Last Steering Committee meeting February 2005. Concept of I-TRIM held up slightly because of lack of willingness of stakeholders to be a “trusted partner” Business Opportunity Study reflects many of the issues discussed within NWDSN (see attached power point and minutes of last meeting)	Ruth	Ongoing	ongoing
Action Insurance for society Does not appear to be needed but still exploring	Don	January	ongoing
Action Audit costs for Society Not needed	Ruth	January	Done

Action Items List from April 2005 Board meeting	Who	By When	Initiated	Status
Action: Don modified the AGM presentation on the fly (see attached).	Don			Done
Action: All board members to review policy document and suggest changes to the “ends”. Attached document. Circulate proposed changes to all members by May 31. Review and finalize at June Board meeting	Board Members	May 31 June Board meeting	April	

Action Items List from April 2005 Board meeting	Who	By When	Initiated	Status
<p>Action: The Board’s Policy document, Section 2, Executive Limitations Policies, Financial conditions and Activities will be changed reflected for the following (see attached policy document): Section 6 & 7 “He or she may not: 6. Fail to maintain the Board-approved contingency reserve plan: a. with a minimum annual allocation of \$1000. b. may not draw-down reserve funds without prior approval of the Board with the exception of program development \$0 and human resource contingency of \$0 in a fiscal year. 7. Without prior Board approval, he or she may not: a. Make any purchase wherein normally prudent protection has not been given against conflict of interest; b. any purchase of over \$500 without having obtained comparative prices and quality unless sole sourcing is demonstrably justified; c. any capital purchase without assuring the balance of long-term cost and quality. d. Make a single purchase or commitment of greater than \$500. e. Acquire, encumber, or dispose of real property. f. Make a commitment for revenue contracting of greater than \$500. g. Approve credit cards exceeding \$0. h. Approve credit cards being issued to Board members, or the Society’s Executive Director.”</p>	Don/ board to approve	June Board meeting	April 2005	

Action Items List from April 2005 Board meeting	Who	By When	Initiated	Status
Action: Ruth to send AGM minutes to Ministry of Finance	Ruth	June	April	Done
Action: it was confirmed that an e-mail based decision process for decisions was appropriate and should be added to the policy	Don	June	April	
Action: Don to circulate a communication SOP for the board to review.	Don	June	April	Done – see Policy “Complaints to the Board” Section
Decision: The board approves the annual operating plan which sets the priorities. Any new projects must come back to the board for approval before the Technical committee works on them Action; Don to communicate this decision to the Technical Committee	Don	April	April	Done
Action: Tim and Glen to draft SOP on non- member access for review	Tim/Glen	June	April	
Action: Each meeting should be tracked with the minutes. Staff effort on projects should be tracked and sent to the respective board member for the quarterly meetings.	Board	June	April	
Action: Ruth to create spreadsheet for tracking.	Ruth	April	April	Done
Action: Don to send out invoices/ contribution agreements for membership for this fiscal year.	Don	June	April	

Action Items List from April 2005 Board meeting	Who	By When	Initiated	Status
Action: Tim to talk to Greg Goss of MoF on MoF streamlining information project and will report back	Tim	June	April	
Action: Ruth to draft letter to custodians and MoF NWDSN be the source of “best available” local information	Ruth	June	May	Done