



## Board of Directors' Meeting No. 415

**Location:** La Cité francophone

**Date (Time):**

Thursday, May 25, 2023 (9:00 a.m. – 4:00 p.m.)

Friday, May 26, 2023 (9:00 a.m. – 3:00 p.m.)

### Minutes

<p><b>ATTENDANCE</b></p> <p>In Person</p> <p>In Person</p> <p>In Person</p>	<p><b>Executive Officers:</b></p> <p>Harry Salm</p> <p>Kelly Whalen</p> <p>Eldon Wyant</p>	<p>President</p> <p>Vice President</p> <p>Past President</p> <p>Executive Director</p>
<p>Via Videoconference</p> <p>Regrets</p> <p>In Person</p> <p>Via Videoconference</p> <p>In Person</p> <p>Regrets</p> <p>Via Videoconference/In Person</p> <p>In Person</p> <p>In Person</p> <p>In Person</p> <p>In Person</p> <p>In Person</p> <p>In Person</p> <p>In Person</p> <p>In Person</p> <p>Regrets</p> <p>In Person</p> <p>Via Videoconference</p> <p>Via Videoconference</p> <p>Via Videoconference</p> <p>In Person</p> <p>Via Videoconference</p>	<p><b>Board of Directors:</b></p> <p>Lory Iovinelli</p> <p>Jacqueline Carew</p> <p>Andrew Gustafson</p> <p>Danielle Larsen</p> <p>Steve Daigle</p> <p>Pascal Leclerc</p> <p>Geneviève Poulin (Thurs. May 25/Fri. May 26)</p> <p>Robert Gratton</p> <p>Terry Harris</p> <p>Dean Sarnecki (Fri, May 26)</p> <p>Gerald Bernakevitch</p> <p>Cathie Langmead</p> <p>Michael Ouellette (Fri. May 26)</p> <p>Noreen Radford</p> <p>Linda Ellefson</p> <p>John Kuran</p> <p>Vince MacDonald</p> <p>Gemma Christie</p> <p>No Representation</p> <p>Katherine Glasgo</p> <p>Monique LaGrange (Thurs. May 25)</p> <p>Lorette Andersen</p> <p>Dawn Miller</p> <p>Susan Waddell</p>	<p>Calgary RCSSD</p> <p>Catholic Education Association of Yukon</p> <p>Christ the Redeemer CSSD</p> <p>Conseil scolaire Centre-Est</p> <p>Conseil scolaire Centre-Nord</p> <p>Conseil scolaire du Nord Ouest</p> <p>Conseil scolaire Francosud</p> <p>East Central Alberta CSSD</p> <p>Edmonton CSSD</p> <p>Elk Island CSSD</p> <p>Evergreen CSSD</p> <p>Ft. McMurray RCSSD</p> <p>Grande Prairie RCSSD</p> <p>Greater St. Albert RCSSD</p> <p>Holy Spirit RCSSD</p> <p>Holy Family CSSD</p> <p>Lakeland RCSSD</p> <p>Living Waters CSSD</p> <p>Lloydminster RCSSD</p> <p>Medicine Hat RCSSD</p> <p>Red Deer CSSD</p> <p>St. Paul SD</p> <p>St. Thomas Aquinas RCSSD</p> <p>Yellowknife Catholic Schools</p>
<p><b>Attended:</b></p> <p>In Person</p> <p>Regrets</p> <p>Via Videoconference/In Person</p>	<p><b>Ex-Officio:</b></p> <p>Archbishop Richard Smith (Fri. May 26)</p> <p>Paul Corrigan</p> <p>Michael Hauptman (Thurs. May 25/Fri, May 26)</p>	<p>Alberta Bishops' Liaison</p> <p>CCSSA President</p> <p>CCSSA Executive Director</p>
<p><b>Attended:</b></p> <p>In Person</p> <p>Via Videoconference</p>	<p><b>Guests:</b></p> <p>Fr. Dean Dowle (Thurs. May 25)</p> <p>Richard Zhao (Thurs. May 25)</p>	<p>Guest Speaker</p> <p>Metrix Group LLP</p>
<p><b>Attended:</b></p> <p>Regrets</p> <p>In Person</p>	<p><b>Staff:</b></p> <p>Brendan Cavanagh</p> <p>Michelle Collett (Thurs. May 25)</p>	<p>Director, Government Relations and Advocacy</p> <p>Office Manager</p>

<b>Thursday, May 25, 2023 - Board Faith Formation</b>	
<b>Call to Order</b>	President Harry Salm called the meeting to order at 9:00 a.m.
<b>Opening Prayer</b>	Fr. Dean Dowle led the opening prayer.
<b>Land Acknowledgment</b>	President Harry Salm read the Land Acknowledgement.  <i>"We acknowledge that the Treaty territories, on which we stand, are the ancestral lands of the Indigenous peoples, and are common homes to everyone in virtue of God, the Creator's, gracious gift."</i>
<b>Presentation – Right to Life</b>	Fr. Dean Dowle made a presentation on Right to Life.
<b>Mass</b>	Following the presentation the Board members attended Mass at Église St-Thomas d'Aquin.

<b>Thursday, May 25, 2023 – Board Meeting</b>	
	<i>The minutes are presented in the order of the agenda.</i>
<b>1. Call to Order</b>	President Harry Salm reconvened the meeting at 11:00 a.m.
<b>2. Consent Agenda</b>	
2.1. Accountability Reports  2.1.1. G-1,2,3 Mission Statement, Vision Commitment, Core Purpose 2.1.2 G-4, Foundational Association Goals 2.1.3 BSR-1, Role of the Executive Director 2.1.4 BSR-2, Delegation to the Executive Director 2.1.5 BSR-3, Monitoring Executive Director Performance	.
2.2. Internal Standing Committee Reports	
2.2.1. Governance Committee	See 6.3. - Governance Committee Report.
2.2.2. Finance Committee	See 6.1. - Finance Committee Report.
2.2.3. Succession Planning Committee*	No report.
2.2.4. Faith Formation Committee *	No report
2.2.5. AGM and Convention Planning Committee*	No report.

2.2.6. Resolutions Committee*	No report.
2.3. Director Reports 2.3.1. Catholic Education Association of Yukon (CEAY)* 2.3.2. Christ the Redeemer CSSD 2.3.3. East Central Alberta CSSD 2.3.4. Edmonton CSSD 2.3.5. Greater St. Albert RCSSD 2.3.6. Holy Family CSSD 2.3.7. Holy Spirit RCSSD 2.3.8. Lakeland RCSSD 2.3.9. Living Waters CSSD 2.3.10. Medicine Hat RCSSD 2.3.11. Red Deer CSSD 2.3.12. St. Paul School Division 2.3.13. St. Thomas Aquinas RCSSD* 2.3.14. Yellowknife Catholic Schools*	Director Reports are requested twice a year; half for the meetings in February and the other half in June/May.  The following Divisions submitted their Director Reports as requested: Catholic Education Association of Yukon (CEAY), Christ the Redeemer CSSD, East Central Alberta CSSD, Edmonton CSSD, Greater St. Albert RCSSD, Holy Family CSSD, Holy Spirit RCSSD, Lakeland RCSSD, Living Waters CSSD, Medicine Hat RCSSD, Red Deer CSSD, and St. Paul School Division
2.4. Representative Reports	
2.4.1. GrACE Report	See 7.3. - Finance Committee Report.
2.4.2. CCSTA Report	President Harry Salm provided a written report.
2.4.3. CCSTA Endowment Fund	See 7.4 – CCSTA Endowment Fund
<b>3. Approval of Consent Agenda</b>	<p><b>The following items were removed from the Consent Agenda and added to the Agenda:</b></p> <p>2.4.1. GrACE Report was added as item 7.3  2.4.3. CCSTA Endowment Fund Committee Report was added as item 7.4</p> <p>The report date on the accountability reports included under item 2.1 will be changed to read May 25, 2023.</p> <p><b>MOVED</b> by Director Robert Gratton that the Consent Agenda and its contents be accepted as circulated and amended.</p> <p style="text-align: right;"><b>CARRIED</b></p>
<b>4. Approval of Agenda</b>	Director Dawn Miller added the following items to the agenda: 5.4 Business Arising 6.4 Director Reports  <b>MOVED</b> by Director Vince MacDonald that the agenda be approved as circulated and amended.  <p style="text-align: right;"><b>CARRIED</b></p>
<b>5. Approval of the Minutes</b>	

<p>5.1. Special Board meeting Minutes February 6, 2023</p>	<p>The following revision was noted: 3.1 – name should be revised to read Dawn Miller</p> <p><b>MOVED</b> by Director Linda Ellefson that the draft minutes from the February 6, 2023, Special Board of Directors’ Meeting be approved as circulated, and amended.</p> <p style="text-align: right;"><b>CARRIED</b></p>
<p>5.2. Regular Board Meeting Minutes February 9 &amp; 10, 2023</p>	<p><b>MOVED</b> by Director Noreen Radford that the draft minutes from the February 9 &amp; 10, 2023, Regular Board of Directors’ Meeting be approved as circulated.</p> <p style="text-align: right;"><b>CARRIED</b></p>
<p>5.3. Regular Board Meeting Evaluation February 9 &amp;10, 2023</p>	<p>The previously circulated February 9 &amp; 10, 2023 Board Meeting evaluation results were presented as information.</p>
<p>5.4 Business Arising</p>	<p>Director Dawn Miller asked if the Finance and Faith Formation Committees have addressed the motion from the February 9 &amp; 10, 2023 Board meeting regarding support for member trustees to complete the Newman Theological College Catholic Trusteeship Certificate.</p> <p>The Executive Director stated that the Faith Formation Committee discussed ideas for non-financial support at its May 19, 2023 meeting. One of the suggestions was to create a cohort by which trustees would take the course as part of a larger group. This item has not yet been addressed by the Finance Committee.</p>
<p><b>6. Decision-Making Items</b></p>	
<p>6.1. Finance Committee Report  6.1.1. Approval of Audited Financial Statements  6.1.1.1. Audit Findings Report  6.1.1.2. ACSTA Audited Financial Statements</p>	<p>Mr. Richard Zhao from Metrix Group LLP presented the Audit Findings Report and ACSTA Audited Financial Statements for the year ended 2022. The Directors asked questions for clarification.</p> <p><b>MOVED</b> by Director Steve Daigle that the Board of Directors approve the Alberta Catholic School Trustees’ Association Audited Findings Report and the Alberta Catholic School Trustees’ Association Audited Financial Statements for the year ended December 31, 2022.</p> <p style="text-align: right;"><b>CARRIED</b></p>
<p>6.1.2. 2024 Budget Assumptions</p>	<p>Vice-President Kelly Whalen spoke to the previously circulated 2024 Budget Considerations &amp; Assumptions.</p> <p>The following revisions will be made to the 2024 Budget Considerations &amp; Assumptions:</p>

	<p><b><u>Budget Considerations:</u></b></p> <p>The membership fees will increase by no more than 2%.</p> <p><b><u>Budget Assumptions:</u></b></p> <p>The following changes will be made to the assumptions:</p> <ul style="list-style-type: none"> <li>d. Funds will be transferred to the capital reserve to fund future technology equipment purchases.</li> <li>j. Funds will be added for a Board Orientation</li> <li>k. The mileage rate will be based on the provincial rate as per June 1.</li> <li>l. Per Diems will be paid for work done by elected officers, representatives and committees for work on behalf of ACSTA</li> <li>m. change honorarium rates \$4,832 (2023-\$4,738) and \$2,416 (2023-\$2,369)</li> </ul> <p>The document which outlines the benefits of membership will be circulated with the budget.</p> <p><b>MOVED</b> by Director Robert Gratton that the 2024 Budget Assumptions be approved as circulated and amended.</p> <p style="text-align: right;"><b>CARRIED</b></p>
<p>6.1.3. Quarterly Financial Report</p> <p>6.1.3.1. Statement of Operations</p> <p>6.1.3.2. Balance Sheet</p>	<p>The Executive Director spoke to the previously circulated Statement of Operations and Balance Sheet. He noted that the Advocacy and Communications line includes the contribution to GrACE. He also stated he expects there may be a modest surplus from the SPICE and Blueprints Retreats activities.</p> <p><b>MOVED</b> by Director Dawn Miller that the quarterly financial reports for the period ending April 30, 2023 be received as information.</p> <p style="text-align: right;"><b>CARRIED</b></p>
<p>6.2. ACSTA Calendar</p>	<p>The Board had a discussion about the timing of Director onboarding. Boards will be encouraged to appoint their Director with the understanding that their new director will be initiated after AGM. This process will allow existing Directors to fulfil their committee responsibilities up until the AGM. All new and existing directors are required to attend the Board orientation.</p> <p>There was consensus from the Board to hold a Board Orientation on November 16, 2023.</p> <p><b>MOVED</b> by Director Andrew Gustafson that the 2024 ACSTA</p>

	<p>Calendar with Board Meeting Dates be approved as circulated.</p> <p style="text-align: right;"><b>CARRIED</b></p>
<p>6.3. Governance Committee</p> <p>6.3.1. Governance Survey</p> <p>6.3.1.1. Member Response to Governance Survey</p>	<p>Director Dawn Miller referred to the previously circulated member response to Governance survey. The Directors commented and asked questions for clarification.</p>
<p>6.3.1.2. Governance Strategic Plan Timeline</p>	<p>Director Dawn Miller suggested adjustments to the timeline for the implementation of the governance model and structure review. The expected implementation date is November 2024. The updated document will be circulated to the Board.</p> <p>The Board provided input into the timeline for engagement as follows:</p> <p>September 2023 – Director Input</p> <p>October 2023 – Regional Coffee Conversations – 2-3 questions will be sent out ahead of time. Summary from conversations will follow.</p> <p><b>MOVED</b> by Director Dawn Miller that the Board of Directors accept the Survey Results report as information which can be used to consider next steps in the governance review process.</p> <p style="text-align: right;"><b>CARRIED</b></p> <p><b>MOVED</b> by Director Dawn Miller that the ACSTA Board of Directors approve the extended timeline, as presented, to accomplish the work laid out and previously approved in the “Governance Strategic Plan Timeline”.</p> <p style="text-align: right;"><b>CARRIED</b></p>
<p>6.3.2. In Camera Policy Second Reading</p>	<p>Executive Director Eldon Wyant presented the draft policy regarding in-camera.</p> <p>The typographical error under item g. will be corrected.</p> <p><b>MOVED</b> by Director Linda Ellefson that the amended draft In-camera Policy pass second reading.</p> <p style="text-align: right;"><b>CARRIED</b></p>
<p>6.3.3. Remuneration Policy Second Reading</p>	<p>Executive Director Eldon Wyant presented the draft policy regarding remunerations.</p> <p>7.1 was updated as follows: Following the words “, may be claimed” add the words “or</p>

	<p>approved”.</p> <p><b>MOVED</b> by Director Steve Daigle that the draft Remuneration Policy pass second reading as amended.</p> <p style="text-align: right;"><b>CARRIED</b></p>
6.3.4. Reserve Policy Second Reading	<p>Executive Director Eldon Wyant presented the draft policy regarding reserves.</p> <p><b>MOVED</b> by Director Vince MacDonald that the draft Reserves Policy pass second reading.</p> <p style="text-align: right;"><b>CARRIED</b></p>
	<p><b>MOVED</b> by Director Steve Daigle that as a result of the passing of the above policy revisions that the Board of Directors refer Policies GP7 and GP8 for review to the Governance Committee.</p> <p style="text-align: right;"><b>CARRIED</b></p>
6.4 Director Reports	<p>Director Dawn Miller suggested that there be some consideration to explore the purpose of the Directors reports and if there might be other options.</p> <p><b>MOVED</b> by Director Dawn Miller that the Directors’ Reports be referred to the February 2024 Board Meeting to review the purpose, benefit and options of the Director Reports to the Association.</p> <p style="text-align: right;"><b>CARRIED</b></p>
<b>7. Discussion Items</b>	
7.1. Nominations Committee Membership	<p>The Executive Director reviewed the previously circulated Nominations Committee Terms of Reference.</p> <p>Directors Gustafson and Ellefson volunteered to serve on the 2023 Nominations Committee:</p> <p><b>MOVED</b> by Noreen Radford that Directors Andrew Gustafson and Linda Ellefson be appointed to the Nominations Committee.</p> <p style="text-align: right;"><b>CARRIED</b></p>
7.2. CCSTA Board Representative	<p><b>MOVED</b> by Vice President Kelly Whalen that the Board of Directors delegate Gerald Bernakevitch as the ACSTA Representative on the CCSTA Board of Directors from June 3, 2023 to the 2023 ACSTA AGM.</p> <p style="text-align: right;"><b>CARRIED</b></p>
7.3 GrACE Report	<p>Director Vince MacDonald reported on the following items from the May 12 GrACE Board Meeting; promoting GrACE;</p>

	<p>preparing for the new Executive Director and developing an action plan. GrACE is making itself available to more people through an increased presence on social media and offering promotional items such as coffee mugs, shirts and hats.</p> <p><b>MOVED</b> by Vince MacDonald that the GrACE report be accepted information.</p> <p style="text-align: right;"><b>CARRIED</b></p>
7.4 CCSTA Endowment Fund Committee Report	<p>Director Gerald Bernakevitch reported on the CCSTA Endowment Fund Committee meeting which was held on May 25<sup>th</sup>. A total of \$308,000 in tuition assistance was requested from schools in provinces that receive partial or no funding. This year, over \$107,000 was raised towards this initiative, which is enough money to fund 34% of the requests received.</p> <p><b>MOVED</b> by Gerald Bernakevitch that the CCSTA Endowment Fund Committee Report be accepted information.</p> <p style="text-align: right;"><b>CARRIED</b></p>
<b>8. Information Items</b>	
8.1. Executive Reports	
8.1.1. Executive Director Report	<p>Executive Director Eldon Wyant highlighted the previously circulated Executive Director Report. Director Dawn Miller stated that the Board should be approving the Directors Liability Insurance coverage.</p>
8.1.2. President's Report	<p>President Harry Salm presented the report as previously circulated. Archbishop Smith will be serving as the Bishops' Liaison on the ACSTA Board of Directors.</p>
8.1.3. Executive Committee Ratification Report	<p><b>MOVED</b> by Director Andrew Gustafson that the Executive Committee Ratification Report be accepted.</p> <p style="text-align: right;"><b>CARRIED</b></p>
8.2. Advocacy & Government Relations Report	<p>The Executive Director presented the report as previously circulated.</p>
8.3. ACSTA Liaison Bishop Report*	<p>No report.</p>
8.4. CCSSA Report	<p>CCSSA Executive Director Michael Hauptman presented the report as previously circulated.</p>
<b>9. Key Messages to Share With the Boards</b>	<p>The Board of Directors identified the following topics to be shared with their local boards:</p> <ol style="list-style-type: none"> <li>1. 2024 Budget Considerations and Assumptions</li> <li>2. Governance Structure Review Survey</li> <li>3. Governance Strategic Plan Sharing</li> <li>4. Director Orientation</li> </ol>

	5. Link to Fr. Dean Dowle’s presentation
<b>10. Next Meeting</b>	The next Board of Directors’ Meeting is scheduled for September 7-8, 2023.
<b>11. In Camera</b>	
11.1. Move in-Camera*	
11.1.1. Committee of the Whole Agenda*	
<b>12. Closing Prayer</b>	Director Linda Ellefson led the closing prayer.
<b>13. Recess</b>	The meeting was recessed until 9:00 a.m. on Friday, May 26, 2023.
<b>Friday, May 26, 2023 – Board Meeting</b>	
<b>1. Call to Order</b>	President Harry Salm called the meeting to order.
<b>2 Opening Prayer</b>	Director Vince MacDonald opened the meeting with a prayer.
<b>3 Land Acknowledgement</b>	<p>President Harry Salm read the Land Acknowledgement.</p> <p><i>“We acknowledge that the Treaty territories, on which we stand, are the ancestral lands of the Indigenous peoples, and are common homes to everyone in virtue of God, the Creator’s, gracious gift.”</i></p>
<b>4 Executive Director Evaluation/Compensation</b>	<p><b>MOVED</b> by Director Ellefson that the meeting move in-camera.</p> <p style="text-align: right;"><b>CARRIED</b></p>
	<p><b>MOVED</b> by Director Vince MacDonald that the meeting move out of in-camera.</p> <p style="text-align: right;"><b>CARRIED</b></p>
	<p><b>MOVED</b> by Director Vince MacDonald the Executive Director Evaluation be accepted.</p> <p style="text-align: right;"><b>CARRIED</b></p>
	The Board of Directors directed the Executive Officers to bring forward a recommendation for Executive Director compensation to a Special Board Meeting.
<b>5 Q &amp; A Session with Archbishop Richard Smith, Edmonton Archdiocese</b>	A Question and Answer session with Archbishop Richard Smith was facilitated by Vice President Kelly Whalen.

<b>6 Closing Prayer</b>	President Harry Salm led the closing prayer.
<b>7 Adjournment</b>	The meeting adjourned.