



January 29, 2025

Chief Wilbert Marshall, Chair

A meeting of the AFNWA Board will be held on Wednesday, January 29, at 9:30 AM.

AGENDA

In Camera Reports

1C Approval of Minutes of the In-Camera Meeting held on November 27, 2024.

2C Business Arising from Minutes

3C Funding Increase – Lennox Island Wastewater SCADA Design-Build

Motion: That the AFNWA Board approve the recommendation as outlined in the confidential report dated January 24, 2025.

4C Potlotek - UV Disinfection Infrastructure Renewal Project

Motion: That the AFNWA Board approve the recommendation as outlined in the confidential report dated January 24, 2025.

5C Bill C-61 Advocacy Letter

Motion: That the AFNWA Board approve the recommendation as outlined in the confidential report dated January 24, 2025.

In-Camera Information Reports

1-IC Balanced Scorecard Update

2-IC NPO Standards Update

Regular Reports

1. a) Ratification of In-Camera Motions
b) Approval of the Order of Business and Approval of Additions and Deletions

2. Approval of Minutes of the Meeting held on November 27, 2024.

3. Business Arising from Minutes of the Meeting.

4. Human Resources Policy Amendment

Motion: That the AFNWA Board approve the AFNWA Human Resource Policy amendments in the substantive form attached.



Information Reports

- 1-I Q3 Financial Results (Report to Follow)
- 2-I Governance Manual Report

Original signed by _____

James MacKinnon
Board Secretary



**Atlantic First Nations Water Authority
MINUTES
27 November 2024**

PRESENT:

Chief Wilbert Marshall
Chief Darlene Bernard
Chief Terry Paul
Chief Aaren Sock
Chief Sydney Peters
Chief Ross Perley
Chief Leroy Denny
Regional Chief Andrea Paul
Regional Chief Joanna Bernard
Todd Hoskin
Tuma Young

REGRETS:

Dr. Shelley Denny

STAFF:

Susheel Arora, CEO
Chantal LeBlanc, Director of Corporate Services/ CFO
Chris Fahie, Director of Engineering
James MacKinnon, Director of Engagement and
Government Relations / Board Secretary
Jason Leclerc, Director of Operations Engineering &
Compliance
Terrie Blackburn, Administrative Assistant, Engagement and
Government Relations
Adam Gould, Manager of Communications and Outreach

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CALL TO ORDER

James MacKinnon, upon direction from the Chair, called the regular meeting to order.

1. RATIFICATION OF IN-CAMERA MOTIONS

MOVED BY Chief Terry Paul, **SECONDED** by Regional Chief Joanna Bernard, that the AFNWA Board ratify the In-Camera motions.

MOTION PUT AND PASSED

2. APPROVAL OF MINUTES – 26 September 2024

MOVED BY Todd Hoskins, **SECONDED BY** Chief Aaron Sock that the AFNWA Board approve the Regular Minutes from the September 26, 2024, Board Meeting.

Abstaining from the vote: Regional Chief Joanna Bernard and Chief Terry Paul

MOTION PUT AND PASSED

3. BUSINESS ARISING FROM MINUTES

Regional Chief Joanna Bernard asks to have clarified through the Executive Committee if the Chair can move and second when they have stepped out and asked someone else to chair that particular meeting. Tuma Young advises that the Governance Manual states that on board operations the chair will exercise a vote only in the event of a tie between voting directors, it does not say anything about moving or seconding. Chief Wilbert moves.

4 FINANCIAL POLICY AMENDMENT – EMERGENCY SPENDING

AFNWA has a draft Emergency Management Plan in place and has adopted the plan to guide all emergency responses.

Emergency responses vary on the extent of the emergency itself. However, in some cases, such as large weather events and/or critical infrastructure failure, it may be necessary to commit funds to repairs and/or mitigation strategies. In the event that a large-scale emergency took place, it is likely that many communities would be impacted, and it would be difficult to assemble an emergency board meeting for approval to execute/commit funds. As a result, we recommend the amendment to the Financial Policy, as noted in document presented (primarily Annex I) which sets out a higher limit of sole sourcing to the CEO in the event of large-scale emergencies.

MOVED BY Regional Chief Joanna Bernard, SECONDED BY Regional Chief Andrea Paul, that the AFNWA Board approve the proposed amendments to the Financial Policy, effective December 1, 2024, in their substantive form attached.

MOTION PUT AND PASSED

5 HUMAN RESOURCE POLICY AMENDMENT

Currently, the HR Policy does not issue direction for hours worked on a holiday. Article 16 has been copied below for the reader's convenience, and the recommended insertion (16.05) is identified below:

Article 16: STATUTORY HOLIDAYS

16.01

Employees shall be granted the following paid holidays:

- 1) New Year's Day.
- 2) Heritage Day (NS), Family Day (NB), Islander Day (PEI). (Third Monday in February)
- 3) Good Friday.
- 4) Easter Monday.
- 5) Victoria Day.
- 6) National Aboriginal Day.
- 7) Canada Day.
- 8) Civic Holiday (usually the first Monday in August). (Natal Day, New Brunswick Day)
- 9) Labour Day.
- 10) Treaty Day,
- 11) National Truth and Reconciliation Day
- 12) Thanksgiving Day.
- 13) Remembrance Day.
- 14) Christmas Day.
- 15) Boxing Day.

16.02

Article 16.01 does not apply to an employee who is absent without pay on both the scheduled working day preceding and the scheduled working day following the designated holiday.

16.03

When a day designated as a holiday coincides with an employee's day of rest, AFNWA shall grant the holiday with pay on either:

- a. the working day immediately following his/her day of rest, or
- b. the day following the employee's annual vacation or another

mutually acceptable day between the Department Director and the employee.

16.04

When a day that is designated a holiday for an employee as defined in Article 16.01 falls within a period of leave with pay, the holiday shall not count as a day of leave.

RECOMMENDED ADDITION:**16.05**

If an employee is called into work on a statutory holiday, the employee shall receive 1.5x their regular pay for every hour worked (note: the 3 hour minimum, as discussed in Article 14.05 is fully applicable on statutory holidays), plus the statutory holiday pay owing.

In addition to the HR Policy, AFNWA has a Compensation Policy which addresses overtime. While time worked on a holiday is not always considered overtime, we note that the following amendment should be made to be consistent with the recommended addition to the HR Policy above:

Existing:

Overtime

Unless due to an operational emergency, overtime must be pre-approved by the Director before undertaken. Overtime outside the normal hours of work is paid in relation to an employee's salary at 1.5 times the regular rate. For time worked on a statutory holiday, overtime will be paid at 2 times the regular rate. The Executive Staff are not eligible for overtime.

RECOMMENDED AMENDMENT:**Overtime**

Unless due to an operational emergency, overtime must be pre-approved by the Director before undertaken. Overtime outside the normal hours of work is paid in relation to an employee's salary at 1.5 times the regular rate. **For any time worked on a statutory holiday, hours worked will be paid at 1.5 times the employee's regular rate plus the amount owing as Statutory Holiday Pay.** The Senior Management Team is not eligible for overtime.

MOVED BY Regional Chief Andrea Paul, SECONDED by Regional Chief Joanna Bernard, that the AFNWA Board Approve the policy amendments, as described within the report.

MOTION PUT AND PASSED**6 SPONSORSHIP CRITERIA**

All sponsorship requests that AFNWA honors must align with our mission and values, allowing us to enhance connections with community members while having a visual presence. While AFNWA would prefer to support all requests, we may deny a request that does not adequately meet the criteria or may offer an alternate decision to an original request.

Our decisions to approve or not approve are shaped by several factors including our available resources at a time, whether it is financial or in-kind request. Each request is discussed while upholding shared ethics in avoiding any potential or perceived conflict(s) of interest. Requests are to be sent directly to the Communications & Outreach Manager or the Engagement & Government Relations Director, both facilitating the request process together.

AFNWA is happy to promote education and awareness of water & wastewater issues, allowing us to engage directly to the residents we serve while making positive long-term impacts. The communities and Atlantic First Nations Water Authority equally share the vision of healthy and sustainable First Nations in Mi'kma'ki and Wolastokuk, working together we will achieve it.

Chief Terry asks if there is a limit for sponsorship requests. James explains that while there is no limit we have a discussion for each sponsorship and larger amounts would go to the CEO and others to approve and in that case we would definitely want to make sure it aligns with our goals and the criteria we have in place.

Chief Leroy would like us to make a request to have a table at the AFN Gala.

MOVED BY Chief Terry Paul, SECONDED by Chief Sydney Peters, that the AFNWA Board approve the AFNWA Sponsorship Criteria in its substantive form attached.

MOTION PUT AND PASSED**Information Reports****1-I Q2 FINANCIAL RESULTS**

Chantal presents Q2 Financial Results information report.

James asks for a motion to adjourn the regular portion of the meeting.

MOVED BY Chief Terry Paul, SECONDED by Todd Hoskins, that the regular portion of the meeting be adjourned. Meeting adjourned at 11:41 am.

MOTION PUT AND PASSED

James requests Elder Methilda to close meeting with a prayer.

Elder Methilda provides closing prayer.



Item #2-1
AFNWA Board
January 29, 2025

TO: Chief Wilbert Marshall, Chair and Members of the AFNWA Board

SUBMITTED BY: **Original Signed by**
James MacKinnon, Director of Engagement and
Gouvernement Relations

DATE: January 24, 2025

SUBJECT: Governance Manual Report

ORIGIN

Approval of the Governance Manual at the November 6, 2020, board meeting, most recently amended at the September 23, 2023, Board meeting.

BACKGROUND

Management is committed to formalizing processes which enforce all aspects of the Governance Manual. In recognition of AFNWA's fully operational state, together with the recommendations noted in the NPO Compliance process which provided a formal timeline for the implementation of the existing procedures, as outlined in the Governance Manual.

DISCUSSION

In March, we will be presenting to the board for approval of the macro agendas, which outline the key milestones and deliverables for the year ahead. This includes a comprehensive plan to ensure that all governance responsibilities, as detailed in the Corporate Governance Manual, are maintained and effectively executed. The plan will address the development, review, and approval of all required plans and policies, including the Strategic Plan, Annual Business Plan, Enterprise Risk Management Plan, Financial Plan, and key governance and operational policies. By aligning the macro agendas with these responsibilities, we aim to provide clarity, ensure compliance, and maintain accountability across all board and committee functions throughout the year.

BUDGET AND FINANCIAL IMPLICATIONS

N/A

ALTERNATIVES

N/A

ATTACHMENTS

Governance Manual Requirements

Report Prepared By Original Signed By
James MacKinnon, MPA, Director of Engagement and
Government Relations, 902-401-3092

Financial Reviewed By: Original Signed By
Chantal LeBlanc, CPA, CMA, MBA 902-877-3813

Board Responsibilities

1. Strategic Plan

- **Purpose:** Define long-term goals and organizational priorities.
- **Key Components:** Vision, mission, strategic objectives, and measurable outcomes.
- **Timeline:** Annual review and adjustment, reaffirmed in Q1.

2. Annual Business Plan

- **Purpose:** Operationalize the Strategic Plan with detailed annual goals.
- **Key Components:** Operational priorities, KPIs, timelines, and resource allocation.
- **Timeline:** Approved in Q4 for the next fiscal year.

3. Annual Report

- **Purpose:** Report on the organization's performance, including financial and ESG (Environmental, Social, and Governance) highlights.
- **Key Components:** Progress on strategic goals, financial outcomes, ESG initiatives, and future outlook.
- **Timeline:** Approved in Q2 (within 180 days of fiscal year-end).

4. Enterprise Risk Management Plan

- **Purpose:** Assess risks (financial, operational, IT, etc.) and define mitigation strategies.
- **Key Components:** Risk assessment, policies for IT security, business continuity, and fraud prevention.
- **Timeline:** Reviewed annually in Q2.

5. Stakeholder Engagement Plan

- **Purpose:** Guide engagement with stakeholders, including First Nations communities.
- **Key Components:** Public relations strategy, stakeholder feedback processes, and advocacy plans.
- **Timeline:** Approved in Q1 to align with the Annual Business Plan.

6. Succession Plan

- **Purpose:** Ensure continuity of leadership for the CEO and senior positions.
- **Key Components:** Talent pipeline, leadership development, and emergency succession strategies.

- **Timeline:** Approved in Q3.

7. Human Resources Plan

- **Purpose:** Address workforce needs, including recruitment and retention of First Nations employees.
- **Key Components:** Staffing plans, diversity initiatives, and training programs.
- **Timeline:** Reviewed in Q3.

8. Annual Budget

- **Purpose:** Define the organization's financial priorities and allocations.
- **Key Components:** Revenue projections, expenditures, funding strategies, and cash flow management.
- **Timeline:** Approved in Q4 for the upcoming fiscal year.

Policies to Be Reviewed or Approved Annually

Board Responsibilities

1. Governance Policies

- **Purpose:** Ensure the board's governance practices remain effective and up to date.
- **Key Areas:** Conflict of interest, fiduciary duties, confidentiality, and ethical guidelines.
- **Timeline:** Reviewed in Q4 as part of governance evaluations.

2. Financial Policies

- **Purpose:** Govern financial management, procurement, and compliance.
- **Key Areas:** Procurement guidelines, budget deficit management, and resource stewardship.
- **Timeline:** Reviewed in Q2 or alongside the Financial Plan in Q4.

3. Risk Management Policies

- **Purpose:** Mitigate organizational risks and enhance resilience.
- **Key Areas:** Insurance coverage, IT security, fraud prevention, whistleblower protection, and business continuity.
- **Timeline:** Reviewed annually during Q2 risk assessment sessions.

4. Stakeholder Engagement and Advocacy Policies

- **Purpose:** Foster strong relationships with First Nations communities and other stakeholders.

- **Key Areas:** Advocacy strategies, feedback mechanisms, and transparency initiatives.
- **Timeline:** Reviewed in Q1 to align with the Communications Plan.

5. Environment, Health & Safety (EHS) Policies

- **Purpose:** Ensure compliance with environmental regulations and workplace safety standards.
- **Key Areas:** Safety protocols, environmental stewardship initiatives, and performance tracking.
- **Timeline:** Reviewed in Q3 by the EHS Committee.

6. Internal Audit and Compliance Policies

- **Purpose:** Ensure adherence to operational and financial controls.
- **Key Areas:** Audit procedures, compliance protocols, and corrective actions.
- **Timeline:** Reviewed in Q2 by the Audit and Finance Committee.

Annual Declarations or Affirmations

1. Conflict of Interest Declarations

- Purpose: Ensure that board members do not have conflicts that could affect their ability to act in the best interests of the organization.
- Action: Each board member must annually disclose any actual, perceived, or potential conflicts of interest.
- Action: The board must update its conflict of interest register to document all declared conflicts and ensure appropriate measures are in place to address them.

2. Confidentiality Agreement Affirmation

- Purpose: Protect sensitive organizational information and maintain trust among stakeholders.
- Action: Directors must annually affirm their commitment to uphold the confidentiality of all board-related deliberations and materials by signing the AFNWA's Oath of Confidentiality.

3. Governance Charter Affirmation

- Purpose: Reaffirm commitment to the governance principles and policies outlined in the manual.
- Action: Each board members signs the Governance Manual to acknowledge it has read and accepts its contents.

4. Annual Board Evaluation

- Purpose: Ensure ongoing accountability and performance improvement.
- Action: Each board member participates in an annual evaluation of the board's performance, including self-assessments.
- Action: Declare completion of this process and identify areas for growth or improvement.



Item #4
AFNWA Board
January 29, 2025

TO: Chief Wilbert Marshall, Chair and Members of the AFNWA Board

SUBMITTED BY: **Original Signed by**
James MacKinnon, MPA, Director of Engagement and Government Relations

DATE: January 23, 2025

SUBJECT: Human Resource Policy Amendment

ORIGIN

HR Policy, as originally approved November 2020 with the most recent revision s on September 27, 2023, and November 21, 2024.

RECOMMENDATION

It is recommended that the AFNWA Board approve the rules regarding working from home the Human Resource Policy, in their substantive form attached.

BACKGROUND

As a result of the Covid-19 Pandemic and a consequent global shift in comfort with work-from-home procedures, it has been a generally accepted business practice that AFNWA staff who report to our Headquarters/Office locations (13 Treaty Trail and 6 Louise St) have been allowed to work two-days a week from home.

DISCUSSION

While there has been general adherence to the work-from-home directive, it lacks the formality required to ensure consistent application and effective tracking across the utility. To address this, management is requesting the following be added to the Human Resource Policy:

For inclusion in the definitions section: **Headquarters** means both 13 Treaty Trail and 6 Louise Street Offices.

- **14.06** All staff who report to Headquarters must be present in the office for at least three (3) days per week during regular business hours. For further clarity:
 - a) Time spent in AFNWA member communities, or out of office for work-related meetings or assignments will count toward the required three (3) office days per week.
 - b) With written approval from their supervisor, employees may work remotely for the remaining two (2) days of the week, provided they meet their performance expectations and maintain availability during regular working hours.
 - c) Employees can be required to report to the office at a short notice on their work from home day at the discretion of their Supervisor.
 - d) Employees are responsible for accurately reporting their in-office, out of office assignments, and remote workdays to their supervisor. Supervisors will monitor compliance and address any deviations as necessary.
 - e) Weekly, one-time exceptions to the policy may be granted at the discretion of the immediate supervisor. However, any ongoing exceptions or accommodations extending beyond one week must be approved on a case-by-case basis by the CEO or their designate.

BUDGET AND FINANCIAL IMPLICATIONS

N/A

ALTERNATIVES

N/A

ATTACHMENTS

N/A

Report Prepared By

Original Signed By _____

James MacKinnon, MPA, Director of Engagement and
Government Relations, (902)-401-3092

Financial Reviewed By:

Original Signed By _____

Chantal LeBlanc, CPA, CMA, MBA 902-877-3813