



**Fundy Regional
Service Commission**

Commission de Services
Régionaux de Fundy

Annual General Meeting

June 22, 2020

Minutes of the meeting of the Board of Directors of Fundy Regional Service Commission held on Monday, June 22, 2020, at 10 Crane Mountain Rd., Saint John NB.

1. Call to Order

The Board Chairperson, Gary Clark, called the meeting to order at 11:42 a.m.

2. Record of Attendance

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|-----------------------|---|
| Gary Clark | Chairperson |
| Bette Anne Chatterton | Mayor, St. Martins |
| Shirley McAlary | Deputy Mayor, Saint John |
| Grace Losier | Mayor, Grand Bay-Westfield |
| Nancy Grant | Mayor, Rothesay |
| Brenda Rathburn | Local Service District Representative |
| Jim Bedford | Local Service District Representative |
| Cindy MacCready | Local Service District Representative (Alternate) |
| John Cairns | Local Service District Representative |

OTHERS

Marc MacLeod, Executive Director, FRSC

Alicia Raynes, Recording Secretary, FRSC

Brian Shannon, Building Inspector/Development Officer, FRSC

3. Approval of the Order of Business

The Chairperson asked for approval of the Order of Business

Motion: To approve the June 22, 2020 Agenda as presented with re-numbering of number nine (9) Finance – Appointment of Auditors to number nine d (9d) and the addition of number nine a (9a) Ashley Perry – Annual Raise, number nine b (9b) Marc MacLeod – Annual Raise and number nine c (9c) Tender Proposal – Cell #7 Cap moved from closed session.

Moved: Director Losier
Seconded: Director Grant
Vote: Motion Carried

4. Disclosure of Conflict of Interest

None

5. Approval of the Minutes

Motion: To approve the May 27, 2020 minutes.

Moved: Director Bedford
Seconded: Director Rathburn
Vote: *Motion Carried*

6. Election of Board Officers

Executive Director MacLeod provided recommended procedures for the Election of Board Officers based on the procedural by-law for the Fundy Regional Service Commission, the Act and its regulations and Robert's Rules. It was noted that Gary Clark is not eligible for Chair due to the completion of 4 terms. It was also noted that Glen Baxter is no longer a Board member.

Motion: To accept the election procedures as presented.

Moved: Director Losier
Seconded: Director McAlary
Vote: *Motion Carried*

Chair Clark continued to preside over the proceedings. Director Losier submitted the nomination report summarizing the members interested in Executive Positions. Only Directors Grant and Bedford expressed interest.

Chair Clark called for nominations for Chairperson from the floor three (3) times. Nancy Grant was the only nominee.

Motion: To acclaim Mayor Nancy Grant as Chair.

Moved: Director Losier
Seconded: Director Cairns
Vote: *Motion Carried*

Mayor Nancy Grant assumed the role of Chair and called for nominations for Vice Chair from the floor three (3) times. Jim Bedford was the only nominee.

Motion: To acclaim Jim Bedford as Vice Chair.

Moved: Director Losier
Seconded: Director Rathburn
Vote: *Motion Carried*

Executive Director MacLeod explained that signing authority would continue with Director Clark until changes can be made at the bank. In addition, Director Losier has agreed to continue as a signatory if needed.

Motion: To authorize Director Losier to continue acting as signatory.

Moved: Director McAlary
Seconded: Director Rathburn
Vote: *Motion Carried*

7. Planning – Building Inspection – April & May

The April and May 2020 Report for Building, Development & Planning for the Village of St. Martins & FRSC Rural areas was provided for consideration. Mr. Shannon was asked to clarify the dates in his report. It was noted that Year to date end of May 2020 is \$1,262,200. (not November 2020 as indicated in the report) Additionally, so far, 2020 is \$2,133,800.00 less than the estimated construction cost of 2019. (not 2029 as indicated in the report)

Motion: To receive and file as presented with amendments of the dates.

Moved: Director McAlary
Seconded: Director Clark
Vote: *Motion Carried*

8. 2019 Annual Report

Executive Director MacLeod summarized the 2019 Annual Report. The major highlight was the Environmental Impact Assessment which was filed in February 2019. The FRSC filed the EIA in order to acquire its own source of clay and stone on a nearby property which could save the Commission an estimated \$16 million over the life of the landfill.

Motion: To receive and file as presented

Moved: Director Losier
Seconded: Director McAlary
Vote: *Motion Carried*

9. Finance

a. Ashley Perry – Annual Raise

Executive Director MacLeod explained that in the June 2016 Employment agreement between the FRSC and Ashley Perry, she would be entitled to a 2.5% merit increase in salary upon completion of each accounting course toward an accounting certificate; the latest being completed in April, 2020.

Motion: To authorize the merit increase of 2.5% to Ashley Perry for completing an accounting course toward an accounting certificate in April 2020 as per the 2016 employment agreement.

Moved: Director Losier
Seconded: Director McAlary
Vote: *Motion Carried*

b. Marc MacLeod – Annual Raise

A letter was provided by Kevin Murphy, President of HR on Demand, indicating that as per the Employment Contract for Executive Director MacLeod, the applicable wage adjustment entitlement is 0.5% retroactive to April 1, 2020 as per the NB Consumer Price Index.

Motion: To approve the 0.5% wage increase, retroactive to April 1, 2020 for Executive Director MacLeod.

Moved: Director Clark
Seconded: Director Losier
Vote: *Motion Carried*

c. Tender Proposal – Cell #7 Cap

Executive Director MacLeod explained that the 2020 budget was developed in July 2019 and was partially based on the premise that the EIA application for the pits and clay quarry would be approved and that operations could begin in the 2020 construction season. That approval has not occurred and the addition of cell 8 has added more volume to leachate treatment. With cell 8c opening soon, this will leave the site with a large open area for leachate production.

Operationally, this exposes the landfill to higher volumes of leachate to control during storm events. This volume needs to be reduced by way of capping. The FRSC will need authorization to issue a tender for the capping of Cell #7 to be funded between the operating reserve fund and the 2020 operating fund.

Motion: To authorize the issuing of a tender for the capping of Cell #7 to be funded between the operating reserve fund and 2020 operating fund.

Moved: Director McAlary
Seconded: Director Bedford
Vote: *Motion Carried*

d. Finance – Appointment of Auditors

As per legislation requirements, auditors are typically reappointed in the Annual General Meeting. Teed Saunders Doyle & Co. (TSD) have been the auditor of the Commission since inception in 2013. The vendor service review typically occurs every three years and TSD was due in 2020.

After review of our business relationship and the skill market, it was determined that there is no competitive advantage to changing vendors. Additionally, it was noted that the impact of COVID-19 on the 2020 year will have irregularities and having an auditor familiar with normal operating years will be beneficial.

Motion: To approve the appointment of Teed Saunders Doyle & Co. to serve as the Auditors for the Fundy Regional Service Commission for the 2020 fiscal year.

Moved: Director Losier
Seconded: Director Clark
Vote: *Motion Carried*

10. CMEI

a. Financials

The CMEI Financial Statements were discussed for the year ending October 31, 2019.

Motion: To receive and file the CMEI Financial Statements for November, 2018 to October, 2019.

Moved: Director McAlary
Seconded: Director Rathburn
Vote: *Motion Carried*

b. Operating Fund

The requirement to fund CMEI operations under Order in Council 96-849(I) was discussed.

Motion: It is recommended by Executive Director MacLeod that:

“The 2020 operating grant be paid to Crane Mountain Enhancement (CMEI) in the amount of \$24475 when the financial status of the Fundy Regional Service Commission allows for the payment, but before CMEI’s end of October 31, 2020.”

Moved: Director Losier
Seconded: Director Clark
Vote: *Motion Carried*

A short discussion was had regarding whether or not projects would be able to continue due to COVID-19. Most projects are able to continue but there are a couple that are uncertain.

c. Audit Fee

The financial commitment by the Commission to a “review engagement” of CMEI’s financial statements was discussed.

Motion: It is recommended by Executive Director MacLeod that:

“The Fundy Regional Service Commission immediately pay CMEI \$1000 toward the review engagement of their financial statements by Teed Saunders Doyle.”

Moved: Director Clark
Seconded: Director McAlary
Vote: *Motion Carried*

Chairperson Grant called for a motion to adjourn.

Motion: To adjourn the meeting at 12:07 p.m.

Moved: Director Losier
Seconded: Director Rathburn
Vote: *Motion Carried*

APPROVED (date) Aug. 24, 2020


Nancy Grant, Chairperson


Alicia Raynes, Recording Secretary