

Results Driven Agriculture Research

Board Meeting #9 Minutes

Date: March 1, 2022	Time: 9:00 – 4:30 pm	Place: In-person – Cambridge Hotel, Red Deer
Meeting Chair: David Chalack	Type of meeting: Board Meeting #9	
<p>Board: David Chalack (Board Chair), Melissa Downing (Board Vice-Chair), Steve Kenyon (Vice-Chair Communication Committee), Fred Lozeman (Vice-Chair Research Committee), Jason Lenz (Chair Governance Committee), D'Arcy Hilgartner (Vice-Chair Governance Committee), John Kolk (Chair Finance Committee),</p> <p>Online Board: Brian Brewin, (Vice-Chair, Finance & Audit Committee), Stan Blade (Chair Research Committee)</p> <p>Regrets: JP Brouwer (Director)</p> <p>Staff: Mark Redmond (CEO), Clinton Dobson (Research Director), Heather Crosby (Recording Secretary and Executive Assistant), David Cochrane (CFO), Lydia Talpash (Operations Director)</p> <p>Staff: (Item 5 only): Janelle Fohse, Nancy Tout, Nathan Anderson, Brian Karisa (Item 7 only): Janada Hawthorne, Amanda Wolfer</p> <p>Alberta Agriculture & Forestry: Jake Kotowich (Acting ADM)</p> <p>Consultants: Adrienne Waller (Legal Counsel and Corporate Secretary), John Knapp</p>		

1. Meeting Procedures and Approvals

a. Call to Order

The Board Chair called the meeting to order at 9:02 am.
 The Chair introduced Jake Kotowich, attending on behalf of ADM Conrad from Alberta Agriculture, Forestry and Rural Economic Development.

b. Conflict of Interest Declarations

OFCAF Agreement: Two (2) Directors are or have been engaged in the development of AAFC's OFCAF Program and Program delivery, they declared a conflict of interest / perceived conflict of interest with respect to items relating to this matter

c. Approval of Agenda

The Directors reviewed the agenda. Changes to the agenda include Governance Committee moved to #4; Research moved to #5; Extension update moved to #10a and ARA update moved to #10b.

MOTION: **Moved by MR. LENZ, seconded by MR. LOZEMAN, to adopt the adjusted agenda. Carried Unam.**

2. Review of Previous Meeting Minutes

a. Review of Minutes

The Directors reviewed the minutes for Board Meeting #7, #8 and Special Meeting #4.

MOTION: Moved by MR. HILGARTNER, seconded by MR. BREWIN, to approve the minutes of Board Meeting #7, October 28, 2021. Carried Unam.

MOTION: Moved by MR. LOZEMAN, seconded by MR. HILGARTNER, to approve the minutes of Board Meeting #8, October 29, 2021. Carried Unam.

MOTION: Moved by MR. LENZ, seconded by MR. KOLK, to approve the minutes of Special Meeting #4, January 14, 2022. Carried Unam.

Fred Lozeman commended the Recording Secretary on the quality of Board minutes.

b. Matters Arising

Matters arising will be covered in the agenda.

c. Action Items Update

The CEO reported that all Action Items are complete. He noted that a key for the research project coding will be included in all Research Committee packages.

3. CEO Report

The Directors reviewed the CEO report. The CEO reported highlights from OFCAF, THRIVE and RDAR Metrics. The Directors engaged with questions.

a. Report highlights and Issues

b. Measures and Outcomes

c. Dashboard Review

4. Governance Committee

a. Committee Report

The Governance Committee Chair reviewed the Committee's report.

Adrienne Waller, Legal Counsel and Corporate Secretary, provided commentary and answered questions on the policies.

b. New Policy(s)

i. Director Confidentiality [Non-Disclosure]

MOTION: Moved by MR. LENZ, seconded by MR. HILGARTNER, to adopt the Director Confidentiality (Non-Disclosure) Policy as presented. Carried Unam.

ii. Public Interest Disclosure and Whistleblower Protection

MOTION: Moved by MR. LENZ, seconded by MR. KOLK, to adopt the Public Interest Disclosure and Whistleblower Protection Policy as presented. Carried Unam.

iii. In-Camera Meeting

MOTION: Moved by MR. LENZ, seconded by MR. HILGARTNER, to adopt the In-Camera Meeting Policy as presented. Carried Unam.

iv. Respectful Workplace

MOTION: Moved by MR. LENZ, seconded by MS. DOWNING, to adopt the Respectful Workplace Policy as presented. Carried Unam.

v. Code of Conduct & Conflict of Interest Policy

MOTION: Moved by MR. LENZ, seconded by MR. HILGARTNER, to divide the current Code of Conduct and Conflict of Interest Policy into two separate policies. Carried Unam.

The Board will defer to the Governance Committee and the Finance and Audit Committee to determine the availability of RDAR Policies made open to the public.

Director Education

Special Meetings will be scheduled for the upcoming Director training.

CEO Evaluation

The sub-committee has completed the CEO Evaluation.

5. Research Committee**a. Committee Chair Report**

The Research Committee Chair reviewed the Committee's report.

The Research Director updated the Board on Research Team activities and introduced the new Research Program Officer (RPO), Janelle Fouhse.

The Directors engaged with questions.

b. ARGO Demonstration

The Research Director introduced Nathan Anderson, Program Coordinator. Nathan provided a demonstration of ARGO. Directors engaged with questions.

6. Finance and Audit Committee**a. Committee Chair Report**

The Finance and Audit Committee Chair reviewed the Committee's report.

b. Quarterly Report

The CFO reviewed the Q3 quarterly report. Directors engaged with questions.

c. Cashflow Forecast

The CFO reviewed the cashflow forecast. Directors engaged with questions.

d. Budget 2022

The CFO reviewed Budget 2022. Directors engaged with questions.

MOTION: Moved by MR. KOLK, seconded by MR. LENZ, to approve the 2022-2023 Budget as presented. Carried Unam.

The Finance and Audit Committee Chair commended the cooperation and clarity provided by the CFO and the Committee.

7. Communications Committee

a. Committee Report

The Communications Committee Chair presented the Committee's report.

b. Communication Strategy Update

The Operations Director presented the 2022 Communications Plan. Directors engaged with questions.

MOTION: Moved by MS. DOWNING, seconded by MR. BREWIN, to approve the 2022 Communications Plan. Carried Unam.

c. Tradename and Trademark registration:

MOTION: Moved by MR. HILGARTNER, seconded by MR. KOLK, to approve registering RDAR as RDAR's tradename. Carried Unam.

MOTION: Moved by MR. HILGARTNER, seconded by MS. DOWNING, to approve the filing of Canadian trademarks registrations to protect names, taglines, and mission phrase / statements. Carried Unam.

d. Privacy Policy

The Operations Director provided the Board with an update on the development of the Privacy Policy.

e. Intranet: New portal for Directors

The Operations Director demonstrated the new Directors' Intranet Portal.

8. Advisory Committee

a. Meeting schedule

Melissa Downing, Advisory Committee Co-Chair, provided an update on the Advisory Committee.

b. Co-Chair duties & nomination process

A meeting will be held on March 17, 2022, to develop the nomination process for the Advisory Committee Co-Chair.

9. Reflection from Alberta Agriculture, Forestry and Rural Economic Development (AFRED)

a. ADM Update

Mr. Kotowich provided updates on behalf of AFRED.

b. CAP Update

10. ARAs and Extension Update**a. Extension Task Force**

D'Arcy Hilgartner provided an update on the Extension Task Force. Directors engaged with questions.

b. ARAs

John Knapp provided an update on the ARAs. A robust discussion was held; Directors engaged with questions.

Other Business

There was no other business.

11. In-Camera Session – Level 1 – Board and CEO

The Board and CEO went into In-Camera Level 1 at 4:25 pm.

12. In-Camera Session – Level 2 – Board only

The Board went into In-Camera Level 2 at 5:30 pm.

Adjourn

The Chair adjourned the meeting at 5:30 pm.

APPROVED:

Dr. David Chalack, Board Chair

April 22, 2022

Date



Dr. Mark Redmond, CEO

April 22, 2022

Date