

**Regional Service Commission 10**  
**Board of Directors Meeting**  
**February 28, 2013**  
**6:00 p.m.**  
**Bayside Community Hall, Bayside, N.B.**  
V 2013-4-5

Minutes of the meeting of the Board of Directors of Regional Service Commission 10 held on Thursday February 28, 2012 at Bayside Community Hall, 3049 Route 127, Bayside, NB.

**IN ATTENDANCE**

**BOARD MEMBERS PRESENT:**

Daniel Dow, Chairperson  
Carla Brown  
Vern Faulkner  
John Quartermain,  
Darrell Weare  
Kate Akagi (for Stan Choptiany)

**BOARD MEMBERS VIA CONFERENCE CALL;**

Frank Carroll, Vice-Chairperson  
Garry Christie  
Frank McCallum  
Susan Farquharson  
Nick Cleghorn

**BOARD MEMBERS ABSENT (REGRETS):**

Patricia Dodd  
Dennis Green  
Terry James  
Stephen Smart  
Winston Gamblin  
Danny Henry

**OTHERS**

Frank Tenhave, Executive Director  
Dianne Orr, Contracted Assistant

Five persons from the general public attended.

**1. CALL TO ORDER**

The meeting of the Regional Service Commission 10 was called to order at 6:05 p.m. by the Chairman, D. Dow.

Before getting into the agenda there was a robust discussion of the use of the conference call technology for all Board members that could not reach this location to be physically present for the meeting. The issue of the legality of this under the bylaws as well as the difficulty in getting quorum on a storm day such as this were key components of this debate.

**13-18** It was moved by F. C., seconded by C. Brown., that any concerns about the use of conference call technology to enable this meeting to go forward be set aside for this meeting only and that it's use be considered fully supported by the Board in this circumstance. **CARRIED**

## **2. AGENDA**

The Chair referred everyone to the agenda that was circulated by e-mail and in hard copy (in the file each Board member picked up before the start of the meeting), and asked if anyone had any additions to make to it. Two additional items were added to the agenda by members present. A copy of the revised agenda is attached.

**13-19** It was moved by C. Akagi., seconded by F. Carroll, that the agenda be accepted with the amendments made. **CARRIED.**

## **3. CONFLICT OF INTEREST DECLARATIONS**

The question whether there were any conflicts of interest with regard to the discussions of the meeting was raised, none were noted.

## **4. (a). APPROVAL OF MINUTES**

Minutes from the meeting on January 28, 2012 were read. It was noted that some errors were present and were asked to be corrected. These corrections are as follows;

1) in section 4 a) that a statement be added; " The Directors present agreed that the members of the Executive Committee would meet and prepare a draft "terms of reference" document for the Executive Committee which they would bring back to the Board for consideration."

2) at the end of section 5. a line would be added stating; "V. Faulkner returned to the meeting." (He had secluded himself from the meeting due to a potential conflict of interest regarding the advertising policy re; Board meetings etc.).

**13-20** It was moved by C. Brown., seconded by C. Akagi., that the minutes be accepted as revised. **CARRIED.**

## **(b). STORM DAYS**

There was a full discussion of the difficulty in determining when a Board meeting should be cancelled due to weather and when it should proceed. The consensus was that a general rule of thumb would be very helpful in these cases and it would take some of the guess work out of Board members decisions. The idea of following the lead on this of the primary school district, i.e. in general terms the district covering the more coastal "St. Stephen to Lepreau" part of our region, where the majority of Board members are located, was discussed as being the best approach.

**13-21** It was moved by C. Brown and seconded by C. Agaki that if a meeting occurs on a day that schools are closed in the Anglophone South School District due to weather, RSC10 Board meetings shall be postponed to the following Tuesday, at the same

location and time, or another date and location as applicable. Advertisements of Board meetings should reflect that the office should be contacted with regard to this information. **CARRIED.**

## **5. EXECUTIVE DIRECTOR REPORT**

The Executive Director's Report was given by F. Tenhave. His report focused on his activities in getting the basic structures up and running and on some of the key issues identified in his research thus far. Key issues raised were the importance of the Maine and Valley (Woodstock area) solid waste customers to the financial health of the solid waste commission's financial position. Also municipal and LSD solid waste from within the RSC10 region was only approximately 22% of the revenue of that facility. The planning component of RSC10 was not expected to take on greater importance or urgency for at least a year or so thus allowing time to get that division on a better footing. When the province decides to go forward with their "regional plans" for each region, something that has been delayed, it is expected that this major piece of work could be the guiding document for the region for many years. Existing human resources within the RSC10 structure were being juggled and portions of some employees time was being redirected into other activities, without negative impacts on existing services thus far. These changes are allowing other areas of need to be covered off while providing the opportunity for significant cost savings by reducing the need to hire staff to fill these positions in order to meet our mandated requirements. Further opportunities to do this are being explored.

## **6. AND 7. EXECUTIVE COMMITTEE REPORT**

The Executive Committee Report was given by committee member D. Dow. Because the majority of his report would be about the Terms of Reference of the committee he asked that his report and the next agenda item (item 7. Executive Committee Terms of Reference) be combined in this instance. No objections to this were expressed. His report explained the purpose, responsibilities, and guiding principles. Portions of this report were read from the Terms of Reference document prepared by committee member F. Carroll. Since some of the members of the Board did not yet have access to this document at this time, it was to be emailed to all these members for their review.

**13-22** It was moved by V. Faulkner, seconded by C. Akagi, to accept these terms of reference as a draft and table the document for final approval at the next meeting. **CARRIED.**

## **8. BYLAWS**

The current structure of the PRACs for our region was reviewed by Chairperson D. Dow. In brief he indicated that as a result of discussions at commission meetings in Fredericton and a survey of other commissions, it was appropriate for the Board to revisit our structure. The discussion that followed focused on the fact that most other regions, some much larger in footprint and people, had only one PRAC whereas this commission was in the process of setting up two. The group discussed the cost savings of having one and the value of having one in helping create a cohesive region especially at this early stage. Thus far approximately 8 people from the general public had expressed interest in being on one of the two proposed PRACs. Given that there appeared to be consensus among the group to move to one PRAC, their bylaws and guidelines were reviewed and discussed.

Following this, several amendments to the bylaws were proposed;

- The first paragraph in " 4. Number of Planning Review and Adjustment Committees:" (page 5) would have the first sentence changed from "There shall be Two (2) Planning...." to "There shall be One (1) Planning...."

- Bylaw 5.1 would be changed from "..... shall each consist of six (6) members." to "....shall consist of 8 to 10 members."

- that the fifth bullet of bylaw 5.2 be changed from "No more than 33% of the..." to "No more than 50% of the...."

- that the sixth bullet of bylaw 5.2 be changed from "One member of the Planning...." to "At least one member...."

**13-23** It was moved by C. Brown, seconded by J. Quartermain to accept the amendments to the PRAC bylaws as read. **CARRIED**

## **9.0 STIPENDS AND ALLOWANCES**

The topic of stipends and consumable allowances was discussed. It was noted that time is valuable to all members and there needs to be some form of stipends in order to attract individuals for the job needed to be done. The view was that all committees should be reviewed from this perspective. A survey of the other PRACs in the province showed that they all provided a stipend. The group indicated that more research needed to be done in order to allow the Board to make an informed decision on this issue. There was also a discussion about some members (primarily LSD representatives) who were incurring costs and using their own funds and provisions (administrative costs ranging from printing, photocopying, ink and paper supplies, and various other incidental office type expenses) in order to carry out their work as a board member while other members of the Board (primarily Municipal members) had access to these services and supplies at their municipal offices. This situation was causing a burden on some Board members that others were not experiencing and some form of reimbursement was suggested to be given consideration. The group indicated that research into this issue should be rolled into the research that the Executive Committee was asked to do.

**13-24** It was moved by F. Carroll, seconded by F. MacCallum, that the Executive Committee do this research and bring back alternatives and recommendations/options to the Board based on their findings. **CARRIED**

## **10. PLANNING MANAGEMENT COMMITTEE**

The concern about the confusion caused by having two committees with similar names was brought to the table. This topic was thoroughly discussed and several possible names for the current "Planning Management Committee" were debated. In the end the Board could not reach a consensus so the Executive Director was asked to send out all of the suggested names in an e-mail to all the Board members so that they had the opportunity to consider them thoroughly. This item would be brought back to the Board agenda for the next Board meeting for further discussion and possible decision.

## **11. RENAMING RSC 10**

It was put forth that a new name should be given to the commission. The Chair indicated that many if not most of the other commissions had adopted a name that reflected their region or their geographic location. This idea was discussed at length and the utility of such a change was viewed as being helpful.

**13-25** It was moved by F. Carroll, seconded by G. Christie that the new name for this commission will be "***Southwest New Brunswick Service Commission***".  
**CARRIED**

## **12 (a). POLICING TERMS OF REFERENCE**

The need to get the Policing Services Committee up and running was discussed at length. Given that there are several possible approaches to this, F. Carroll indicated that he had extensive past experience with a similar committee and that it had been quite effective in its role. He indicated that he had a Terms of Reference / Governance document that could serve as a good starting point for the committee. The group indicated that this could be very helpful and save a lot of time. Several other Board members (not part of the committee) indicated a background or an interest in working on setting the terms of reference for this committee.

**13-26** It was moved by F. Carroll, seconded by F. MacCullam, that these additional Board members work in conjunction with the Policing Services Committee members to develop the Terms of Reference for this committee utilizing the terms of Reference / Governance document F. Carroll, would provide the group as a starting point. This group would then bring back its recommended Terms of Reference to the full Board for approval. **CARRIED.**

## **(b). APPOINTMENT OF AUDITORS**

The issue of formally appointing the Auditors for this year (to review last year's financials of the then South West Solid Waste Commission and our portion of the then Rural Planning Commission) was put on the table. D. Weare, a member of the Audit Committee, indicated that while the issue of the audit had been discussed both formally and informally by the Board, it had never been formally deal with and it needed to be. There was a brief discussion of this issue and the group saw the need to move forward on this. The issue of going out for competitive bids was discussed but the consensus was that given the lateness of the time and how busy the accounting firms are now, it would be very time consuming and probably not result in any savings to try to do this for the current audit. D. Weare advised that the current solid waste auditors, Teed, Saunders and Doyle, would be best suited to do this year's audit and that he could try to get any savings he could when they were engaged. He indicated that we could do a competitive bid approach next year when we had more time.

**13-27** It was moved by D. Weare, seconded by C. Akagi that, for this current year's Audit, that the firm of Teed Saunders and Doyle (Fredericton) be accepted and that the Audit Committee would negotiate the fee for this service. **CARRIED.**

### **13. SIGNING AUTHORITY**

The need to establish a signing authority limit for the RSC10 was discussed. This was summarized as being a dollar limit above which the Chair, Vice-Chair, Executive Director and the Solid Waste Director cannot sign a cheque without first getting the approval of the full Board of Directors. At the end of the discussion it was decided that this item should be referred to the Finance and Budget Committee and that this committee should bring back a recommendation to the Board.

**13-28** It was moved by F. Carroll, seconded by F. MacCullam, that this be referred to the Finance and Budget Committee would bring back a recommendation to the Board at the next Board meeting. **CARRIED.**

### **14. GARBAGE PICK UP**

The subject of garbage pick up was discussed and considered. It was suggested that Finance and Budget Committee investigate this item and bring recommendations back to the Board. It was suggested that a meeting should take place with those involved to discuss this further, and the Committee found that there was a possible business case for doing this, it might be appropriate to have a full feasibility study done to get more definitive information which could be used to make a decision.

### **15. GOVERNANCE TRAINING**

Governance Training for the Board was presented. Executive Director F. Tenhave, stated that there is a variety of training opportunities available and that such training is important to the effective operation of a new Board. He indicated that, given its value, he would like to have this training in the near future at a time and location when most if not all could attend – including possibly doing it on a Saturday. He felt that it was important for members to invest the time needed to get this training

**13-29** It was moved by C. Brown, seconded by F. McCallum that a professional Governance trainer be hired to perform this training in the near future with the time and place to be determined. **CARRIED.**

### **16. LOCATION OF CORPORATE OFFICE**

The location of a corporate office was discussed. It was suggested that the office should be placed in a location that would be accessible to most Board members and the public. The Executive Director, F. Tenhave, indicated that he had already done some preliminary research into the most appropriate location. Speaking from strictly mileage distances perspective he indicated that the distance from Harvey to Rte 1/St. Stephen vs. Campobello island to Rte 1/St. Stephen vs. Lepreau to St. Stephen (via Rte1) were nearly identical. In addition the travel time from Harvey and Campobello would be slower due to the 2 lane roads and the Border crossings as opposed to the 4 lane highway from the Lepreau side. His preliminary finding was that from a travel/distance perspective a corporate office in the Waweig to St. Stephen area is likely the most "central" to all Board members. However there are other considerations such as access to high speed internet services that need to be part of the analysis. The discussion moved to other aspects of this office such as whether to own or rent was put forth. He indicated that there were a number of requirements and issues that needed to be reviewed before a sound decision could be made on how to go forward with this endeavour. The consensus of the group was that this

issue should be set aside until this fall so that there is appropriate time for this kind of research and the Board could focus on current issues.

## **17. COST ANALYSIS AND EFFICIENCY STUDY**

The subject of a Cost Analysis and Efficiency Study of the solid waste component of the RSC10 services was brought forth for discussion by the group. This issue had a wide ranging spectrum of comments and ideas put forward by the group. Executive Director F. Tenhave commented that since his arrival he had been looking at this service and doing what research he could, and thus far he had found small opportunities for savings but nothing on a large scale. He indicated that while he had no concerns about an outside consulting company taking a look, he stated that such a study would cost between \$30 and \$50,000. and he raised the issue of where the funding for such a study would come from. He suggested that before proceeding with such a study the Finance and Budget Committee take the time to review the business in detail and make a determination about what areas, if any, there were opportunities for savings in and if they were sufficient to warrant hiring a consulting company. If so, they would bring back all of their findings and recommendations to the Board. This approach was debated by the Board members and in the end the consensus was that this might be an appropriate approach.

**13-30** It was moved by J. Quartermain, seconded by F. MacCullam, that the Finance and Budget Committee, along with the Executive Director, investigate the solid waste service business for potential areas of cost savings. Further, if this group found sufficient cause to believe that significant cost savings could be found through a formal study, it would create a draft Terms of reference for such a study. All of this information would be brought back to the Board for discussion and a final decision.  
**CARRIED.**

## **18(a) LOCATION OF NEXT BOARD MEETING**

The location of the next Board meeting was discussed and St. George was suggested as a possible location (for the regular Board meeting on March 28 at 6 p.m.). The Executive Director would follow up with St. George and see if a meeting there could be arranged. With St. George as the first choice, he would inform the Board before the next meeting of the exact location.

## **(b)ACCREDITED PLANNER**

The concern about the need to reconfirm Dan Harrington as the accredited planner for RSC10 was raised. At Paul Stapleton's recommendation, as part of meeting the province's requirements of staffing component of the new regional service commissions, Dan Harrington, who has such accreditation even though he works in the management of the solid waste division, was designated as filling that position for RSC10. However this had been done on a short-term basis as a means to meet this obligation. The Executive Director, F. Tenhave, indicated that he is now actively working in the planning division for a portion of his time as there is a need there which he can fulfil, and thus eliminate the need to hire a full time accredited planner at this stage. Further, based on what information is coming from the province, it is expected that the demands for a planner's time are not going to be overly significant for the next year if not longer so this system can work very cost effectively for the foreseeable future. There was a brief discussion of all of this.

**13-31** It was moved by D. Weare, seconded by C. Akagi, to reappoint Dan Harrington as our accredited planner and that he is to remain such until such time as the Board deems that a different approach is needed. **CARRIED**

### **QUESTIONS AND DISCUSSION**

The Chairperson, D. DOW, then informed the group that the formal portion of the agenda was complete and that the floor is now open to the public who are present. He invited any members of the public present to ask any questions or make any comments they wished. Several people took the opportunity to do so.

### **19. ADJOURNMENT**

At approximately 8:40 p.m. the meeting was adjourned.