

**MINUTES OF THE BOARD OF DIRECTORS' MEETING  
WEDNESDAY, FEBRUARY 23, 2022, 5 P.M. TO 6:30 P.M. (MST)**

**BOARD MEMBERS PRESENT:**

R. Scott Hutcheson, Chair  
Hon. Anne McLellan, Vice-Chair  
Ashif Mawji, Member  
Janet Riopel, Member  
Bob Dhillon, Member  
Laura Daniels, Member  
Ray Gilmour, Observer

**MANAGEMENT / ADVISORS / GUESTS**

Rick Christiaanse, CEO  
David Knight Legg, Board Senior Advisor  
Andrew Fisher, Director of Governance, Research & Reporting  
Rob Seidel, Legal Counsel

**February 23, 2022 - Board Meeting Minutes**

**1. Call to Order**

- Board Chair called the meeting to order at 5 p.m.

**2. Agenda**

**MOTION 1:**

That the Board accepts the agenda as presented.

- *Motion carried.*

**3. Disclosure**

- Each Board Member declared whether they had a conflict of interest, real or perceived, based on the business to be conducted at the board meeting.
  - *No conflicts based on the business to be conducted at the Board meeting.*

**4. Board Minutes**

- Proposed amendment to reflect the communication shared with the Board for the IAC to no longer have any involvement in the Calgary to Banff Rail Project.

**MOTION 3:**

That the Board accepts the Board minutes for the January 26, 2022, meeting with proposed amendments.

- *Motion carried.*

**5. International Offices**

- Chair provided an update on discussions with the Minister on the international office network and budget.
- Identified a need to organize an in-person meeting with the Minister and the Board in early May to align and strategize.
- CEO highlighted the approach of deploying an international office model that is tailored by market.
- CEO brought forward for Board approval a contract to work with Deloitte to open an office in San Francisco, noting the benefits of being in market and the legal advice provided in the Board package.
- Discussion on costs and contract being a flat fee plus expenses to run the office (e.g., rent, salaries, expenses, etc.).
- CEO indicated the staffing will typically be two individuals per office.
- Reviewed the compliance requirements and highlighted how the contract is set up as a commercial arrangement.
- Confirmed the employees would be contractors through Deloitte and noted the IAC is not a representative of the Alberta government except in limited purposes.
- Discussion on the ability of contractors to deliver on the ambitious targets set out in the contract.
- Reviewed the procurement requirements and the need to limit the IAC's exposure to risk.
- Noted the contract would qualify as exempt in the procurement process as indicated in the legal advice.
- Discussion on the initial RFP issued for the San Francisco office, no submissions received, and on directly entering into a contract with Deloitte.
- Determined the next steps of issuing a Notice of Proposed Procurement on Alberta Purchasing Connection that publicly signals the IAC's intention to enter into a contract with Deloitte for the San Francisco office, and to reconvene the Board after the notice is closed.

**6. In Camera Session with the CEO**

- The Chair called for an in-camera session with the CEO at 6:15 p.m.

**7. In Camera Session with the Board**

- The Chair called for an in-camera session with the Board.

**8. Call to adjourn**

- The Chair called for the meeting to adjourn at 6:30 p.m.

This document has been revised to reflect the correct date on the digital version.

**ACTION ITEMS FROM FEBRUARY 23, 2022, BOARD MEETING**

<b>ACTION ITEM</b>	<b>LEAD</b>	<b>DESCRIPTION</b>	<b>STATUS</b>	<b>DUE DATE</b>
<b>FROM THE FEBRUARY 23 BOARD MEETING</b>				
STRATEGIC SESSION	<b>CEO</b>	PLAN A STRATEGIC SESSION WHICH IS TO INCLUDE IN-PERSON MEETING WITH THE MINISTER OF JOBS, ECONOMY & INNOVATION	UNDERWAY	MEETING TO OCCUR IN MAY

**OUTSTANDING ACTION ITEMS**

<b>ACTION ITEM</b>	<b>LEAD</b>	<b>DESCRIPTION</b>	<b>STATUS</b>	<b>DUE DATE</b>
<b>FROM PRIOR BOARD MEETINGS</b>				
FINANCIAL STATEMENTS	<b>CEO</b>	WORK WITH THE NEW VP FINANCE ON FINANCIAL STATEMENTS	UNDERWAY	UPDATED FINANCIALS TO BOARD AT MARCH MEETING
YEAR-TO-DATE ACTUALS	<b>CEO</b>	TO PROVIDE THE BOARD WITH YEAR-TO-DATE ACTUALS	COMPLETED	PROVIDED IN FEBRUARY PACKAGE