

Red Deer River Watershed Alliance

Board Terms of Reference and Governance

Proposed amendments, in green.

Proposed deletions in red

June 19, 2019 AGM

1) Introduction

- 1.1. **(One)** The following Terms of Reference define the respective roles, responsibilities, and time commitments of the Board of Directors. **These Terms of Reference can be amended by the Board of Directors.** **Proposes delete: It is required that these Terms of Reference be ratified, if amended, at the Annual General Meeting or a Membership Meeting of the Red Deer River Watershed Alliance (RDRWA) Society.**

2) Purpose, Responsibilities and Authority

- 2.1. The purpose of the Board of Directors is to provide the membership and Executive Director with leadership and focus consistent with the Mission, Vision, bylaws and business plans of the RDRWA.
- 2.2. The Board of Directors is responsible for:
- (a) providing leadership and focus consistent with the Mission, Vision, bylaws and business plans of the RDRWA;
 - (b) hiring an Executive Director and annually evaluating the performance of the Executive Director and, if deemed necessary, terminating an Executive Director;
 - (c) providing the Executive Director with support and direction regarding governance, funding, projects and activities of the RDRWA;
 - (d) authorizing the employment of persons, companies or organizations as may be required to carry out the work of the RDRWA;
 - (e) appointing committees and project teams to carry out specific works of the RDRWA;
 - (f) monitoring and managing the liabilities and assets of the RDRWA;
 - (g) ensuring that the financial records are audited annually in accordance with the bylaws;
 - (h) monitoring the progress and success of RDRWA initiatives;
 - (i) bringing forth new issues and opportunities to the RDRWA membership;
 - (j) holding the Annual General Meeting in accordance with the bylaws;
 - (k) calling and holding Special Meetings in accordance with the bylaws;
 - (l) reporting of the finances and activities of the RDRWA, including its committees and project teams, for both the past and current year;
 - (m) reporting to funding agencies, as required.
- 2.3. The Board of Directors is authorized to conduct business and to make decisions on behalf of the RDRWA membership by virtue of their election and of the ratification of the RDRWA business plans and Board of Directors Terms of Reference at the Annual General Meeting, in accordance with the bylaws.

3) Time Commitment

- 3.1. Members of the Board of Directors will be required to commit to a two year term from the date of the Annual General Meeting in which they were elected as a Director.
- 3.2. The term of office of a Director is renewable upon nomination and election by the Members.
- 3.3. Directors must be prepared to commit significant energy and effort to the affairs of the RDRWA for the term(s) of their election.

4) Board of Directors Membership

(Two. Remove all of 4 and add to Bylaws,)

- 4.1. The Board of Directors shall consist of no less than nine (9) and no more than seventeen (17) Members, as follows: The structure of the Board will be as in the current Bylaws
 - (a) a maximum of three (3) members from the Environmental category;
 - (b) a maximum of three (3) members from the Agriculture and Business/Industry category;
 - (c) a maximum of four (4) members from the Municipal Government category;
 - (d) a maximum three (3) members from the Provincial, Federal and Academia category;
 - (e) a maximum of two (2) members from the First Nations and/or Aboriginal category;
 - (f) a maximum of two (2) members from the Individual category; and
 - (g) the Past Chairperson, who shall be an ex-officio member.
 - (h) The Board may also appoint up to two non-voting ex officio members, which may include the Past Chairperson
 - (i) Members can be appointed to Ex-Officio positions from the date of the first meeting after the AGM to the next AGM. Their positions to be appointed annually, with no maximum number of appointments
 - (j) the Ex-Officio positions should remain non-voting, and that quorum only applies to voting members
- 4.2. Wherever possible, the Members of the Board of Directors should reside/work in a variety of areas in the watershed and bring a broad range of expertise to the Board of Directors.
- 4.3. As part of a nomination it must be stated which sector each nominee represents.

5) Officers

- 5.1. Following each Annual General Meeting, the Board of Directors shall elect from among itself, a Chairperson, Vice-chairperson, and Treasurer. There is no limit to the number of terms an officer may serve. The Board may also appoint non-voting ex officio members.

6) Meeting Process and Frequency

- 6.1. The Board of Directors shall meet at the call of the Chairperson or Executive Director, but not less than four times a year. Meetings may be by conference call should circumstances so require. Directors are also required to join a minimum of one standing committee.

6.2. For extra-ordinary circumstances decisions may be made by conference call, email or fax but must be ratified at the subsequent meeting of the Board of Directors.

7) Decision Making

(Three). Remove all of Decision making and add to Bylaws

7.1. Decisions and recommendations of the Board of Directors shall be made by consensus. In the event that consensus cannot be reached, decisions will be made by voting whereby a motion to pass requires at least a two-thirds majority of the Directors present and voting, provided a quorum votes.

7.2. Each Director has one vote. When it is required that decisions be made by email or fax, Directors will be given a date by which they must respond. No response will imply acceptance of the group decision.

8) Other Matters

8.1. Agendas and background materials will be circulated to Directors five working days before the meeting date of the Board of Directors.

8.2. Brief meeting minutes will be kept recording decisions, outcomes, actions, and responsibilities, and will be circulated to the Board of Directors in a timely manner. Accepted minutes are available to any Member upon request and are available for review at the RDRWA office.

Other Governing issues

9) In-Camera Meetings

9.1. Purpose and Process of In-Camera Meetings

- a) It is important that RDRWA carry out business in an open and transparent approach; however there are times when in-camera sessions are warranted and appropriate, pursuant to the following criteria.
- b) *In camera* meetings should be limited to those occasions when they are absolutely necessary.
- c) *In camera* meetings should be considered where the following subject matter is to be discussed:

A. Labour

- i) issues regarding the performance or salary of the Executive Director – in this case the Executive Director, staff and any guests will be asked to leave
- ii) at the discretion of the Executive Director, issues regarding staff can be brought to the Board. In this case staff and guests will be asked to leave the meeting, but the Executive Director remains in the meeting. (Issues arising from Directors about staff need to be forwarded to the Executive Director.)

B. Legal

- a. conflict of interest – this relates to Board Directors or staff where it is viewed that they or their family members could benefit financially or operationally – the affected person (Director or employee) would be asked to leave the meeting.
- b. leases or contracts – discussions involving terms or financial details that may impart confidential information to a competitor.
- c. Other legal issues

9.2. In-Camera Session Procedures

1. The chair must call for a motion and have a seconder to hold an in-camera session when requested by a Board member as per the RDRWA Bylaws to proceed with an in-camera session.
2. There are no minutes recorded at an in-camera session and all discussion must be considered confidential.
3. Motions resulting from an in-camera session must be done at the normal board meeting so that the minutes can record the decision.

10) Board Member Meeting Attendance

- a) Individual board members must request prior approval of the Board of Directors for missing three (3) consecutive meetings.
- b) In an instance where a board member will miss two (2) consecutive meetings and is aware they will miss a third consecutive meeting, that board member should contact the chair and provide a brief written request for such absence, with stated reason/s.
 - i) The Board determines the acceptability of the upcoming third consecutive planned absence at the second consecutive meeting of that board member's absence.
- c) In an instance where a board member has missed two (2) consecutive meetings and a previously unanticipated third consecutive meeting absence becomes apparent, that board member should contact the chair and provide a brief written request for such absence, with stated reason/s.
 - i) The Board determines the acceptability of the upcoming third consecutive unanticipated absence at the third consecutive meeting of that board member's absence.
- d) The Board deliberates and ultimately determines the status of a Director's membership when three consecutive meetings are missed.

11) Communication Protocol

- 11.1. Regardless of the media being used, board members must not do anything that could harm the reputation of RDRWA.
- 11.2. RDRWA is committed to transparent internal and external communication through the use of reputable Social Media platforms.
- 11.3. **(Four)** RDRWA will post, monitor, respond, contribute to or seek to influence social media conversations, in a manner that is identifiable as being made by or on behalf of RDRWA. ~~delete (by the designated Information Technology Manager)~~
- 11.4. Acting as a private citizen, a board member must make every reasonable effort to make it clear that contribution to social medial sites is as a private individual, and not as a representative of RDRWA; and that the content does not infringe upon the Board Conflict of Interests Policy.

12) Executive Committee Terms of Reference

12.1 Context and Authority

- a) The Executive Committee acts on behalf of the Board as the Executive Arm when the Board is not in session (between meetings) performing functions delegated by the Board.
- b) The Executive Committee derives its Authority through the by-laws, through delegation of responsibilities from the Board, through these Terms of Reference, and through passed motions.

- c) As stipulated in the By-laws, the Executive Committee shall conduct the business of the RDRWA as directed by, and in accordance with, the directions, policies and resolutions of the Board.
- d) The Committee also acts as a consultative body to the Chair.

12.2. Key Duties and Responsibilities:

- a) In relation to the Board:
 - i) Recommend policy to the Board including the evaluation, in broad terms, of the potential assets and liabilities of a project, proposal or strategy under the Business Plan.
 - ii) Act on behalf of the Board on urgent matters arising between regular Board meetings in those cases where it is not possible to convene a meeting of the Board or get a decision via a quorum of emails, and bring such matters to the immediate attention of the Board. The position taken by the Executive Committee in dealing with urgent matters will as far as possible follow the general policy direction previously expressed by the Board as a whole.
 - iii) Approve the draft budget and annual work plan for recommendation to the Board of Directors.
 - iv) Set agenda and review issues and documents in conjunction with the Executive Director for each Board meeting.
 - v) Provide regular reports to the RDRWA Board on actions taken.
 - vi) Act on any other matter delegated by the Board.
- b) In relation to Staff:
 - i) Develop personnel policy.
 - ii) Undertake an annual performance evaluation of the Executive Director.
 - iii) Develop a compensation package for Executive Director and conduct an annual review of the Executive Director for appropriate adjustment to the package.

12.3. Composition and Appointment

- a) The Executive Committee is comprised of the Chair, past Chair, the Vice-Chair, the Treasurer, and the Executive Director (ex-officio).
- b) With the exception of the Executive Director (ex-officio), the Committee is elected by the Board of Directors at the first Board meeting following the RDRWA's Annual General meeting.
- c) The Committee serves until the following AGM.

12.4. Meetings

- a) The Executive Committee meets as required and may do so in person, conference call or on-line.

12.5. Accountability

- a) The Committee will report its deliberations to the Board of Directors through its meeting notes and the Committee Chair, within 5 working days of each meeting.

(Five) Propose add the Board Conflict of interest policy to the Board terms of reference document

Board Conflict of Interest Policy

13) Board Conflicts of Interest

13.1. Policy

- a) Board and Standing Committee members (member) shall conduct their responsibilities and carry out their duties in the best interest and with the utmost integrity of RDRWA.
- b) To avoid conflicts or perceived conflicts, members must observe the following:
 - i) Remove self from discussions and decisions on matters which are or may be perceived as a conflict of interest. Member must remove self from the room until the matter has concluded and the Chair calls the member back to the room. If the Chair declares a Conflict of Interest, the Vice-Chair assumes Chair duties until the matter is concluded.
 - ii) Avoid participation in business transactions where the outcome of the business transaction is affected or appears to be affected by the action taken or decisions made by the member.
 - iii) Declare any potential conflict of interest.
 - iv) Record any declaration in the minutes.
- c) If a member is in doubt as to whether a Conflict of Interest exists, he or she shall place the circumstances before the meeting, and the Board shall consider the circumstances and determine by vote whether a Conflict of Interest exists.
- d) A member who has a Conflict of Interest shall not participate in or be permitted to hear the Board or Committee's discussion of the matter except to disclose material facts and to respond to questions. A member shall not attempt to exert his or her personal influence with respect to the matter, either at or outside the meeting.
- e) A member shall not influence any other members where he/she has, or may be perceived to have, a conflict of interest.
- f) A member must not let personal interest or interests of a third party conflict with those of RDRWA.
- g) A member may not use information obtained in the performance of his/her duties as a member of the Board or Standing Committee for improper personal gain or benefit, nor for the personal gain or benefit of an associate.
- h) Each member shall exercise utmost discretion with respect to disclosing confidential information of the business of RDRWA.
- i) Members shall protect personal information within the provisions regarding its collection, use or disclosure under the *Freedom of Information and Protection of Privacy Act*.
- j) A member may not solicit nor accept gifts, discounts, favours or other personal advantages, where there is a value of over \$50, which are not available on the same terms to any other members of public.

13.2. Purpose

- a) It is in the best interest of RDRWA to be aware and properly manage all conflicts of interest and appearances of conflicts of interest. Members are appointed with the responsibility to act in the best interest for RDRWA. This Conflict of Interest policy is designed to help members identify situations that present potential conflicts and to provide RDRWA with a procedure to appropriately manage conflicts of interest in accordance with legal requirements and the goals of accountability and transparency in RDRWA's operations.

13.3. Scope

- a) This statement of policy and procedure applies to all Board and Standing Committee members.

13.4. Responsibility

- a) The Board must establish, maintain and monitor a Conflict of Interest policy.
- b) All members are responsible for reading and understanding the Conflict of Interest policy and disclosing to the Board, in a timely manner, of any Conflicts which may occur.
- c) The Board Chair is responsible for determining what, if any, further steps or actions should be taken regarding any disclosure received.

13.5. Definitions

- a) **“Conflict of interest”** refers to a situation where a member’s personal relationship(s) or financial interest(s) could reasonably be seen as influencing the member’s duty to act in the best interests of RDRWA. Such Conflicts of Interest include, but are not limited to:
 - i) holding shares in a corporation which seeks to do business with RDRWA, except where the corporation and the employee holds shares which are worth less than **[1%]** of the issued shares in a publicly-traded corporation;
 - ii) being a relative of an individual who is employed by or involved with a business which seeks to do business with RDRWA or does business with RDRWA;
 - iii) being involved with or investing in a business which is competitive to the business conducted by RDRWA;
 - iv) being involved as a person, publicly and/or legally in a conflict over land and/or water use that is within the terms of reference for the work of the RDRWA.
 - v) being retained by another company or organization, whether on a consultancy or part-time basis, to advise on business similar to that which is being transacted by RDRWA;
 - vi) accepting “kickbacks” or “bribes”;
 - vii) failing to advise RDRWA of a situation in which the Employment of Relatives policy would apply;
 - viii) failing to advise the RDRWA of a situation in which Gifts, Favours and Entertainment would apply;
 - ix) being investigated, charged, indicted or convicted for a criminal activity which may have an impact on the perception of the individual’s business conduct and which, if publicly known, might affect the reputation of RDRWA as a company which maintains high ethical standards.
- b) **“Relatives”** shall include spouse, common-law spouse, same sex partner, child, sibling, parent or grandparent, former spouses or common-law spouses, cousins or being related through marriage.

13.6. Procedure

- a) Members must immediately disclose situations which are or have the potential to become or may be perceived as a conflict of interest.
- b) At their initial appointment, and every year after, members must sign a declaration agreeing to abide by the provisions of the Leadership Covenant and Conflicts of Interest Policy.
- c) Complaints and conflicts shall be dealt with in a confidential manner.
- d) When a Conflict of Interest is perceived, the concerned party should communicate directly with the subject party to present the concern to potentially clear any misunderstandings and make appropriate adjustments to resolve the concern.
- e) If the concern is not readily resolved and warrants Board attention, the concerned party will present details in writing to the Board.
- f) If the Board finds that there has been a material breach of this Conflict of Interest Policy, the Board may choose to do any or all of the following:
 - i) Issue a letter of censure to the member concerned

- ii) Request the Executive Director and/or Board Chair to seek outside or independent assistance to resolve concerns
 - iii) Take whatever other action is deemed appropriate by the Board
- g) Any breach of any provision to this Policy by a member may be grounds for the Chair to suspend the member from attending meetings and recommend rescinding the member's appointment.