



# Board of Directors Terms of Reference

Revised April 2015

## 1. Introduction

**1.1** The Executive Committee is a standing committee of the Board of Directors.

## 2. Vision, Mission and Values

**2.1 Vision:** The Athabasca watershed is ecologically healthy, diverse and dynamic.

**2.2 Mission:** The Athabasca Watershed Council promotes, fosters respect, and plans for an ecologically healthy watershed by demonstrating leadership and facilitating informed decision-making to ensure environmental, economic and social sustainability.

### 2.3 Values:

- We value integrity, trust, and transparency.
- We respect all points of view.
- Water is a blessing and gift and is essential for the environment, society, the economy and the spirit.
- We respect the environment and people.
- We believe in consensus decision making.
- We respect economic necessities.
- We value a high standard of achievement and conduct in the Athabasca Watershed Council.
- We value ecological health as foundational to all life.
- We value timely responses to issues.
- We value and respect the aboriginal communities, culture, and knowledge in the Athabasca watershed.
- We value inclusivity.
- We value creativity, innovation, and risk taking.
- We are responsible and accountable to all members.
- We are purpose driven.

### 3. Purpose of the Board of Directors

- 3.1** The Board of Directors commits to pursue the Vision and Mission and embrace the Values of the Athabasca Watershed Council. The Board governs and manages the affairs of the Athabasca Watershed Council.

### 4. Membership of the Board of Directors

- 4.1** The Board of Directors shall have no fewer than **eight (8)** and no more than **twenty-one (21)** members, including the Past Chairperson. These members will be from the following sector groups with the following distribution of seats:

- **Member at Large**

- Two (2) elected seats for members at large

- **Aboriginal**

- Three (3) elected seats for First Nations (treaty or non-treaty) or Métis (settlement or non-settlement)

- **Industry**

- One (1) elected seat for a small agricultural producer
- One (1) elected seat for any agricultural producer
- One (1) elected seat for the oil and gas industry
- One (1) elected seat for the forest industry
- One (1) elected seat for either the mining or utility industry

- **Non-Government Organization**

- One (1) elected seat for research or academia
- Two (2) elected seats for health or environment
- Two (2) elected seats for stewardship

- **Government**

- One (1) appointed seat for Alberta Environment and Sustainable Development
- One (1) elected seat for Federal or Provincial Government
- Three (3) elected seats for Municipal Government (Upper Basin, Lower Basin, Summer Villages)

- 4.2** The Board may fill vacancies in sector groups on an interim basis by appointment. Such appointments will be up for election at the next Annual General Meeting (AGM).

- 4.3** Membership on the Board of Directors of the Athabasca Watershed Council is open to Alberta residents only.

## **5. Board Member Election and Terms of Service**

- 5.1** Candidates for the Board of Directors shall be solicited, or a letter of nomination may be submitted to the Athabasca Watershed Council in advance of the AGM. Nominations must be received at least 7 days prior to the AGM. Nominations will not be accepted from the floor.
- 5.2** Except for the appointed ESRD representative, all Board members will be elected at the AGM of the Athabasca Watershed Council.
- 5.3** Elections shall be held through one ballot where the top candidate or candidates are accepted under each sector group.
- 5.4** Each Board member may have an Alternate. This Alternate will be from within the same sector group.
- 5.5** Each Board member shall serve for a two-year term. He/she may continue to serve additional terms if re-elected.
- 5.6** Executive Committee members may not serve for more than two consecutive one year terms in each executive position.

## **6. Roles and Responsibilities of the Board of Directors**

- 6.1** The Board will strive for consensus decision-making and develop a procedure for achieving consensus.
- 6.2** The Board will ensure the establishment and continued maintenance of an effective Communications Strategy and Process Guidelines for the Athabasca Watershed Council.
- 6.3** The Board will collaborate and/or partner with other stewards within the Athabasca River Watershed in order to maximize efforts and gain efficiencies.
- 6.4** The Board of Directors will meet at least four (4) times per year. It is recognized that meeting frequency could increase if required.
- 6.5** A Board member may be removed by a vote of the Board of Directors if he/she misses three consecutive scheduled meetings without notification to the AWC-WPAC.
- 6.6** A Board member may be removed by a vote of the Board of Directors for any cause contravening the roles and responsibilities of the Board of Directors Terms of Reference and policies.

**6.7** Each Board member will be responsible for communications with their sector according to the Board approved communications plan.

## **7. Code of Conduct**

**7.1** Board members must demonstrate ethical and professional conduct.

**7.2** Board members must remain supportive of the positions and decisions made by the Athabasca Watershed Council.

**7.3** Board members may speak to the media, the public, or other parties on behalf of the Athabasca Watershed Council, if they adhere to key media messages developed and approved by the Board of Directors.

**7.4** Board members must not express any judgement of staff performance, unless done so as part of an official performance assessment.

**7.5** The Board will establish ground rules for conducting meeting business, and agree how decisions will be made and recorded.

## **8. Conflict of Interest**

**8.1** Board members must not use their position on the Board to obtain employment with the Athabasca Watershed Council nor for private benefit to themselves or family members. Exceptions may occur only when the Board determines there is openness, competitive opportunity and equal access to information.

**8.2** Board members must advise the rest of the Board of any potential conflicts of interest.

**8.3** In the event of a conflict of interest, Board members must withdraw from associated deliberations, decision-making and access to information.

## **9. Amending these Terms of Reference**

**9.1** In a case where these Terms of Reference conflict with the Bylaws, the Society Bylaws will take precedence and supersede any Terms of Reference.

**9.2** Amendments to the Board of Directors Terms of Reference must be ratified by the Board of Directors.