

5.0 Process Guidelines for the Board of Directors

The MPWA is a registered Society governed by a Board of Directors. The Board of Directors commits to pursue the vision and mission and embrace the values of the MPWA. The Board governs and manages the affairs of the MPWA. This section sets out the purpose, composition and procedures for the Board.

5.1 Accountability, Authority and Reporting

Accountability is a key principle in the consensus decision-making process. The Alliance incorporated under the *Societies Act* as a not-for-profit society. The objects and bylaws were approved by consensus of the Board and describe the legal obligations of the Board of Directors.

The Alliance is also accountable, through its members and partners, to the people of the Alberta portion of the Peace watershed for its decisions. Their actions must also consider implications to downstream and adjacent watersheds. Alliance participants are accountable to the sectors they represent, to each other, and to the process. As part of this accountability, Board and team members must represent their sectors' views at meetings and report back to them on a regular basis.

To maintain accountability to all stakeholders, reporting is an important function of the MPWA Board. The annual report is distributed to all MPWA members and to other interested parties on request. Final reports and recommendations prepared by committees and teams and approved by the Board are made public according to the timing outlined in their approved communication plans. Consultation workbooks, summaries and other public outreach materials will be made public upon their approval by the Board.

5.2 Membership on the Board of Directors

The Board shall have no fewer than twelve and no more than 24 Directors, including the past-Chairperson. To ensure a wide range of views that reflects the multi-stakeholder nature of water use and management in the Peace watershed, Directors will be from several sector groups. Sector Groups are informal assemblages of organizations related by function or purpose. They do not have a formalized structure within the Alliance, but provide a platform for engagement and communications. *Initially, representation from the following sector groups will be sought. Board composition may be re-examined in the future.*

Governments	Industry	Non-Governmental Organizations	Aboriginal Communities
Federal	Agriculture	Conservation/Environment	Métis Nation of Alberta
Provincial	Forestry	Watershed Stewardship	Métis Settlement General Council
Large Urban	Oil & Gas	Research/Education	Upper Watershed First Nation
Small Urban	Utilities	Member-at-Large	Middle Watershed First Nation
Rural Municipality	Mining	Tourism/Recreation/Fisheries	Lower Watershed First Nation

5.2.1 Addition of Members to the Board

The nominations committee may seek new directors, or a letter of nomination may be submitted to the MPWA in advance of the Annual General Meeting (AGM). Nominations may also be accepted from the floor. Nominations will be reviewed by the nominations committee to ensure eligibility and balance among sector groups.

All Board members will be elected at the AGM of the MPWA which all members may attend. Elections shall be held through one ballot where nominees with the highest number of votes for each sector seat are accepted.

Each Board member shall serve for a two-year term. He/she may continue to serve an additional term, if re-elected at the end of the term. (Note: an exception to this will occur with the first election where the terms of the Board of Directors will initially be staggered in two or three year terms to ensure half the Board at any given time are beginning a new two-year term.) Executive Board members may not serve for more than two consecutive terms in each executive position.

Each Board member may identify an Alternate. This alternate will be from within the same sector group as the Director. They must be approved by the board.

The Board may fill board vacancies on an interim basis by appointment for the remainder of the term. Such appointments would be up for election at the next AGM. This does not apply to the position of immediate Past-chairperson. This position remains vacant until the next AGM.

5.2.2 Removal of Directors from the Alliance

Any Director wishing to withdraw from the Alliance may do so by giving one month's written notice to the Secretary. Members may remove any Director including the Chairperson and the immediate Past Chairperson, before the end of their term. There must be a majority vote at any meeting called for this purpose. A Board member may be asked to resign if he/she misses three consecutive Board meetings without prior approval of the Board Chairperson.

5.3 Selection of Directors and Alternates

Directors and Alternates should have the following attributes:

- Be knowledgeable about water, watershed function and sector use of water.
- Be able to represent the interests of their sector while working creatively and constructively with others towards a common goal.
- Be able to effectively communicate the work of the Alliance to others in their sector.
- Have the time required to complete the work of the Alliance.
- Respect the opinions and experience of others on the Alliance.
- Demonstrate ethical and professional conduct.
- Remain supportive of the positions and decisions made by the MPWA.

5.4 Board Duties and Obligations

In selecting their Director and Alternate Director, members should review the values that Alliance Directors and Alternates are expected to share, as well as their roles, responsibilities and expectations, described below.

The Board of Directors has a number of duties, including understanding the Alliance's organizational documents and activities, procedural rules, policies and decision-making processes. The Board's fiduciary duty means that Directors must act honestly and in good faith, with a view to the best interests of the organization. Directors also have statutory responsibilities, as prescribed by certain statutes. These include, but are not limited to, legislation related to employee source deductions, employment standards, goods and services tax, and environmental protection. The Executive Director is responsible for briefing new Directors and Alternates, who are expected to make time for these important orientation sessions to ensure they are familiar with their duties and obligations. Directors and Alternates must sign a declaration indicating their understanding of and intent to abide by the Alliance's *Process Guide* and the various documents referenced within them.

The Director is expected to take a lead role in attending and participating at the Board level. The purpose of the Alternate Director position is to act in place of the Director if he or she is unavailable. Both the Director and Alternate are welcome to attend meetings and if available, both are eligible for stakeholder support, as described in the Stakeholder Support Policy. However, if both are present at a Board meeting, the Director will take the lead in participating in Board discussions and the Alternate will be primarily an observer. Both representatives are expected to take a unified position on issues.

Mighty Peace Watershed Alliance Directors are expected to:

- Support consensus decisions made by the Board.
- Not discuss the positions, opinions or suggestions of other Directors in their communications with the media or the public.
- Be personally involved and interested in Alliance activities.
- Be prepared and empowered by their sector to speak and make decisions on behalf of the sector.
- Accurately represent the interests of their Member and sector.
- Attend Board meetings and be fully informed and up to date about the subjects to be discussed at such meetings.
- Abide by the Alliance's Conflict of Interest Policy (see section 3.3).
- Engage in principled negotiation and consensus decision-making.
- Have full authority to participate in decision-making at the Board level.
- Keep their organizations informed in a timely manner about the Alliance's work and ensure that their sector has opportunities to provide input.
- Maintain communications and a good working relationship with their Alternate Director.

MPWA Alternate Directors are expected to:

- Assume the roles and responsibilities of the Director in the Director's absence.
- Work with and communicate regularly with his or her Director to represent the views of their sector, and to keep each other informed about Alliance business.

- Take an active role in the work of the Alliance by participating on teams, championing Alliance activities and otherwise promoting awareness of the Alliance and its priorities as opportunities arise.
- Support and engage in principled negotiation and consensus decision-making.
- Attend at least one Alliance meeting annually, if feasible.

The Board also has certain responsibilities as its own entity. The Board will:

- Set policies on direction and priorities, with a particular focus on the long-term.
- Coordinate and commit resources.
- Approve recommendations from teams, which may include specific recommendations to the Government of Alberta as a whole or to its departments or agencies.
- Evaluate the results of its projects and the implementation success of its recommendations.
- Regularly assess progress and Board functioning.

5.5 The Executive Committee

The MPWA Executive Committee includes the Chairperson, Past-chairperson, Vice-chairperson, Secretary and Treasurer. Responsibilities of the executive committee include:

- planning agendas for Board meetings;
- carrying out emergency and unusual business between Board meetings;
- reporting to the Board on actions taken between Board meetings; and
- carrying out other duties as assigned by the Board.

The Executive committee may meet at times other than Board meetings. The meetings are called by the Chairperson or on the request of any two (2) other Directors. They must request the Chairperson in writing to call a meeting and state the business of the meeting.

5.6 Board Meetings

5.6.1 Scheduling, Agendas and Briefing Materials

The Board of Directors will meet at least four (4) times per year. Meeting frequency may increase if required. Meeting dates for the upcoming calendar year are determined at the last meeting of the previous year. Agendas are prepared by the executive committee. Directors and Alternates may work through executive committee members to bring items forward for consideration when agendas are being prepared. When considering approving the agenda at the Alliance meeting, other items may be added by consensus of the Board.

Briefing materials are distributed to the Board at least two weeks prior to each Board meeting. The materials provided in the briefing binder are intended to facilitate communication between Directors and the sector they represent. Circulation of all or part of the briefing binder within sectors is encouraged to keep stakeholders informed and up to date. Those circulating briefing materials should ensure those receiving them understand the degree of consensus on the material

and that the materials are not available to the public.

Normally, the Board will not make decisions on issues that have not been included in the pre-meeting briefing materials. If a Director or Alternate has an issue or concern that he or she wants to present to the Board on short notice, the Board may agree to hear the concern, but will not be expected to make any decision.

5.6.2 Meeting Attendance by non-Alliance Participants

The Alliance aims to be open and transparent in its work and transparency is one of the Alliance's stated values. At the same time, candid discussions among Directors and Alternates are encouraged and may be necessary to ensure that matters are addressed appropriately.

Committee and project team members are welcome and encouraged to attend Alliance Board meetings when their work is being discussed. Other observers, particularly those from Alliance Member organizations, may also be invited to sit in on Board meetings but do not participate in the discussions unless specifically asked. All attendees are expected to advise the Executive Director in advance of the meeting if they will be attending. From time to time, speakers and other guests may be invited at the discretion of the Board. Media are not allowed to attend Board meetings because this can inhibit the ongoing negotiations that are required when using consensus however, meeting summary notes are available upon request following their approval by the Board.