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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.