

Battle River Watershed Alliance Society

Board of Director's Terms of Reference

Revised May 9, 2024

INTRODUCTION

Governance of the Battle River Watershed Alliance Society (BRWA) is the role of the BRWA Board of Directors (the Board) as set out in the Bylaws for the Society.

“By virtue of their election from and by the Membership, the Board of Directors is authorized to conduct business and make decisions on behalf of the Society in accordance with the Board of Directors Terms of Reference.” (Section 5.1, Battle River Watershed Alliance Society: Bylaws, Revised June 19, 2014)

As a BRWA Director, your unique experiences and expertise as a stakeholder and/or rights holder in the Battle River or Sounding Creek Watershed is valued. Your collaboration and guidance among the diverse voices and community perspectives on the Board will contribute to strong leadership of the organization.

Based on the rules and regulations of the Society, as set out in the *Battle River Watershed Alliance Society: Bylaws*, this Terms of Reference (ToR) provides the policy and procedural guidance of the Board including the roles, responsibilities, and time commitment. It also outlines the resources available to the Board and provides information on the process for decision making. In addition to the ToR, policy documents such as the *BRWA Staff Handbook*, and the Terms of Reference for Committees shall guide the management of the Board, committees, and staff.

1.0 SCOPE AND AUTHORITY

The primary role of the Board is the stewardship of the organization on behalf of the members and other stakeholders. The Board's fundamental objective is the protection and enhancement of the value of the organization's assets. It provides direction to the total affairs of BRWA to ensure its development and financial sustainability and to enhance the value of its products and services to its constituents. The Board provides for the quality, depth, and continuity of management required to achieve BRWA's strategic and operational objectives. The Board oversees the conduct of the society's business and supervises management, which is responsible for the day-to-day conduct of the business. In supervising the conduct of BRWA, the Board, through the Executive Director, sets the standards of conduct for the organization with leadership and direction consistent with the BRWA Vision, Mission, Values, and Statement of Inclusion:

VISION: We exist to have a watershed that sustains all life by using sound knowledge, wisdom, and wise actions to preserve our watershed for future generations.

MISSION: We achieve our vision by providing relevant science, social science, policies and education for a diverse community of people to create solutions to our watersheds challenges.

VALUES: Sound research, shared knowledge, mutual responsibility, innovation, diversity, equity, inclusion, collaboration, sustainability, economic resilience, leadership, adaptive management, consensus-based decision making, intergenerational involvement.

INCLUSION: BRWA strives to ensure that all voices (organizations, businesses, and individuals) within the watershed are heard and vows to purposefully identify, discuss and challenge issues of race, gender, and abilities and the impact(s) they have on our organization, its systems, and its people. Our commitment to continue to encourage and involve all individuals is reflected in our culture through policies, programs, and practices as we continue to learn and grow.

2.0 MEMBERSHIP OF THE BOARD

The Board consists of nine (9) to fifteen (15) Directors, with representation from stakeholders and rights holders as outlined in the BRWA Bylaws including individuals, agricultural sector, industry or business sector, environmental sector, representation from municipal, provincial and/or federal governments, Indigenous governments, academia, and health and wellness sector.

- (a) **Nomination and Election:** A Director is elected to the Board from and by the membership. The formal nomination and election of the Board will take place at the Annual General Meeting.
- (b) **Term:** A Director's term on the Board is two years with the option of standing for re-election if desired. There is no limit to the number of terms an officer may serve.
- (c) **Termination:**
 - (i) If unable to complete their term, a Director may resign from office upon written notice to the Board of Directors. The Member shall cease to be a Member of the Board of Directors upon the date specified in the notice or its earlier acceptance by the Board of Directors. (Section 5.6, Battle River Watershed Alliance Society: Bylaws, Revised June 19, 2014)
 - (ii) At the discretion of the Board, a Director may cease to be a Director if they miss three (3) consecutive meetings without the prior approval of the Chair of the BRWA.
 - (iii) A Director may be removed from office for just cause by a two-thirds majority vote of the Members in good standing present and voting at a Special Meeting or at any regularly scheduled Membership meeting.
- (d) **Board Vacancy:** Should a vacancy occur on the Board of Directors the remaining Directors may appoint a Member (with their agreement) from among the Membership in the category vacated, to fill the vacancy until the next Annual General Meeting.

3.0 DUTIES AND RESPONSIBILITIES OF THE BOARD

Directors, working together with the members of the Board, have the following duties and responsibilities.

- (a) **Legal and Primary Oversight:**
 - (i) Ensuring that legal requirements for BRWA are met and documents and records have been properly prepared, approved and maintained including reporting the financial status of the organization.
 - (ii) Overseeing the management of the business affairs of BRWA.
 - (iii) Raising awareness and promoting the BRWA to members and the wider community, and helping to build membership with the BRWA.
 - (iv) Establishing governance policies for the BRWA.

- (v) Exercising the care, diligence and skill that reasonable, prudent people would exercise in comparable circumstances.
 - (vi) Operating on the basis of *public trust* – to think and act for the larger good of the organization rather than individual or personal interests
 - (vii) Disclosing any real or perceived conflict of interest.
 - (viii) Speaking with one voice in all matters concerning the BRWA.
 - (ix) Adhering to the policies and procedures outlined in the BRWA Bylaws, this ToR, and the Province of Alberta Societies Act.
- (b) **Setting the Strategic Direction:**
- (i) Develop and support the implementation of a rolling 3-year “Strategic Plan”, outlining major goals, projects and activities and a work plan annually.
 - (ii) Review and approve the strategies, business plans and annual budgets by which it proposes to achieve these objectives.
 - (iii) Monitor and provide feedback on the community’s response to the BRWA programs and services, and the success of BRWA initiatives.
 - (iv) Take action when performance falls short of its objectives or when other special circumstances warrant.
- (c) **Financial Control:** The Board, with support from the Executive Director, Office Manager or designate, shall monitor, manage and report the finances of the organization, this includes:
- (i) Overseeing the assets and liabilities of the BRWA;
 - (ii) Ensuring BRWA has implemented adequate control and information systems which ensure the effective discharge of its responsibilities to BRWA staff to complete day to day financial operations;
 - (iii) Understanding and approving the annual budget, financial policies, and the annual financial report;
 - (iv) Establishing policy and enacting the procedure to assign an independent third party consultant to complete the annual Audit or Review Engagement; and
 - (v) Establishing signing authority policy including expenditure limits, and assigning Director(s) with signing authority from time to time.
- (d) **Fund Development:** The Board, with support from the Executive Director, shall support fund development activities including, but not limited to:
- (i) Establishing policy and procedure for fund development, as needed;
 - (ii) Seeking organizational support and resources from each of their member organizations and the sector of which they are a part; and
 - (iii) Seeking funding opportunities and reports those to the Fundraising Committee or Executive Director.
- (e) **Managing Risk:** The Board has the responsibility to understand the principal risks of the business in which BRWA is engaged and to ensure that there are procedures and controls in place which effectively monitor and manage those risks with a view to the long-term viability of BRWA.
- (f) **Appointing, Training and Monitoring Executive Director:** The Executive Director reports to the Board. The Board has a responsibility to:
- (i) Employ an Executive Director to carry out the work of the BRWA;
 - (ii) Provide the Executive Director with support and direction regarding governance, funding, activities of the BRWA;

- (iii) Review the annual performance and remuneration of the Executive Director via the Executive Committee;
- (iv) Review the appointment and remuneration of other staff as reported on by the Executive Director;
- (v) Ensure that adequate provision has been made for effective organizational structure and the orderly succession of management; and
- (vi) Ensure appropriate management development.
- (g) **Policies, Procedures and Compliance:** The Board has the responsibility to:
 - (i) Ensure that BRWA operates at all times within applicable laws and regulations, and the Society's bylaws and maintains ethical and moral standards;
 - (ii) Approve and monitor compliance with significant policies, procedures and practices, and contracts by which BRWA is operated;
 - (iii) Ensure BRWA has a high regard for the health and safety of its employees in the workplace and has in place appropriate programs and policies; and
 - (iv) Review and approve all employee benefit plans.

4.0 BOARD MEETINGS OR SPECIAL MEETINGS:

- (a) **Time, location and procedures:** The Board shall call for a Board Meeting or Special Meeting provided that:
 - (i) A meeting is set at the Call of the Chairperson;
 - (ii) The Board shall hold a minimum of four (4) meetings a year, plus an annual general meeting;
 - (iii) Notice of every meeting shall be sent electronically to each Director not less than seven (7) days before the meeting is to take place. All board information pertinent to the upcoming Board meeting will be placed on the BRWA Board Portal on the website;
 - (iv) An agenda and related materials respecting each meeting shall be given in writing or by electronic means to each Director at least seven (7) days prior to the meeting time;
 - (v) A Director of the Board shall attend no less than 75% of regular Board Meetings;
 - (vi) Quorum for meetings shall be a majority of the Directors then holding office i.e. present in person or by telephone or online;
 - (vii) Decisions shall be made by consensus except financial decisions that require a Board vote; and
 - (viii) Directors shall not be entitled to vote at any meeting of the Board by proxy.
- (b) **Average Time Commitment:**
 - (i) Directors = 5-6 hours per meeting
 - (ii) Committee Chairs = Additional 3-5 hours per committee meeting
 - (iii) Officers = 20- 25 hours per year
 - (iv) Chairperson = 20-25 hours per year
- (c) **Chair, Vice Chair, Treasurer**
 - (i) **Chair:** The Chair of the Board shall be appointed at, or soon after, the AGM by the Board for a one-year term and may be reappointed. The Chair is selected by the board at the first meeting after the AGM. If more than one candidate is nominated, Board Members will select the Chair through a secret ballot. The Chair shall be an official spokesperson for the Society with the authority to delegate this function.
 - (ii) **Vice-Chair or Co-Chair:** Vice Chair or Co-Chair of the Board shall be appointed by the board at the AGM, or the first meeting after the AGM, for a two-year term, and can be

reappointed. The person appointed to the role shall assist the Chair as may be necessary including, Chairing and exercising the powers of the Chair in meetings in the absence or inability of the Chair. If none of the former is present, the Board shall choose a Chair from among the Directors present at the meeting.

- (iii) **Treasurer:** The treasurer of the board shall have responsibility to prepare a draft budget for each year that will be prepared for the membership at the AGM. The treasurer shall work with the BRWA staff to prepare monthly financial reports. The treasurer will be selected by the board at the AGM or first meeting after the AGM.
- (d) **Decision Making:** The Board is authorized to conduct business and make decisions on behalf of the Society in accordance with the Bylaws.
 - (i) Decisions are made by consensus with the exception where voting is required such as the election or removal of a Director, the election of Officers, approval of budgets or changes in signing authority.
 - (ii) E-vote: If it becomes necessary for the Board to make a decision prior to the next regular Board meeting, and it is not possible or practical to hold an emergent Board meeting, a motion may be put forward by two Directors and forwarded via email to the Chair for distribution to each Director on the Board. Within 48 hours of the notice, each Director will email or phone the Chair indicating support or non support of the motion. A simple majority will be necessary to carry the motion. The motion will be ratified at the next regular Board meeting.
 - (iii) In the event consensus cannot be reached, the dissenting opinion(s) will be recorded in the minutes of the meeting. Once a decision has been made, all Directors will be expected to support the decision.
- (e) **Meeting Record:** The Office Manager, or designate, will ensure that all deliberations recommendations, directions, decisions and resolutions of the Board shall be recorded in the minutes of the meetings of the Board, such minutes to be promptly circulated to all Directors at least seven days prior to the next Board meeting.
- (f) **Non Board Member Attendance at Meetings:** The Board shall, at all times, have the right to determine who shall and shall not be present at any part of the meetings of the Board, by:
 - (i) Ensuring that procedures exist which enable the Board to function independently of management;
 - (ii) Ensuring that “in camera” are held, typically at the end of scheduled Board Meetings, to discuss matters that are sensitive or require independence from BRWA management. Minutes will not be taken other than recommendations made as a result of the “in camera” discussions. If the Office Manager is not present at the meeting, the Vice Chair will ensure that any recommendations are noted as a result of the “in camera” discussions. The Board may invite any non-Board members to an in camera session that it deems desirable; and
 - (iii) Establishing a process and guidelines to enable the Board and/or committees to engage outside advisors when appropriate.

5.0 COMMITTEES OF THE BOARD

Committees of the Board shall be Standing Committees or Ad hoc Committees. Each Committee shall elect a Chairperson and have a written mandate that is reviewed and approved by the Board. Board members and BRWA stakeholders can be members of committees. For the work of both the Standing and Ad hoc committees to be implemented by BRWA, the Committees’

recommendations must first be brought to the Board for approval, with the exception of the Executive Committee, unless the Board has specifically provided a Board committee with the authority to act on a certain matter.

- (a) **Standing Committees:** The Board may have the following Standing Committees:
 - (i) Executive Committee, to supervise the affairs of BRWA between meetings of the Board and deal with emergency matters when it is impractical or impossible to call a meeting of the Board.
 - (ii) Land and Water Committee, to collaborate and provide direction on the BRWA State of the Watershed, Watershed Management Plan and Watershed Management Implementation initiatives for the Battle River and Sounding Creek Watershed.
 - (iii) Policy Committee, to review and recommend internal policies for the BRWA
 - (iv) Communication and Education Committee, to support the communication and education activities of BRWA.
- (b) **Ad hoc Committees:** The Board, from time to time, may also create ad hoc committees to address specific issues.

6.0 REPORTING AND COMMUNICATIONS

- (a) **Annual Reports:** Ensure that BRWA has in place policies and programs to enable BRWA to communicate and report annually to the BRWA membership and stakeholders on its stewardship of the affairs of BRWA.
- (b) **Reports on related developments:** Ensure timely reporting to the Board on external developments that have a significant and material impact on the value of BRWA.
- (c) **Meeting Minutes:** Ensure approved Board Meeting Minutes are made available to BRWA members, or the public, upon request as outlined in the Bylaws.

7.0 CODE OF CONDUCT

- (a) The Board is committed to pursuing the best interests of the BRWA. Directors shall conduct themselves in accordance with the bylaws and shall:
 - (i) Act in a manner that facilitates equity, diversity, inclusion, and harm prevention;
 - (ii) Distinguish between speaking their own mind and speaking on behalf of their sector unless the Board member is an individual of the community;
 - (iii) Express additional or alternative points of view and invite the same of others;
 - (iv) Support a Board decision at all times even if they are not fully in agreement;
 - (v) Represent BRWA actively and positively in the community;
 - (vi) Not disclose or discuss differences of opinion on the Board outside of Board meetings, including with staff, volunteers or others;
 - (vii) Refrain from lobbying other Board members outside of Board meetings that might have the effect of creating factions and limiting free and open discussion. Board members will naturally discuss BRWA business amongst themselves outside of Board meetings, but the intent is to have full discussion and participation by all at the Board meeting. This encourages the Board to function as a team rather than smaller groups and supports a transparent and open culture in the organization;
 - (viii) Respect the confidentiality of information on sensitive issues, e.g. personnel or Board member matters;
 - (ix) Refrain from speaking for the organization unless with prior authorization;

- (x) Disclose involvement with other organizations, businesses or individuals where such a relationship might be viewed as a conflict of interest;
- (xi) Refrain from giving direction, as an individual Board member, to the Executive Director or any member of staff or volunteer.

8.0 CONFIDENTIALITY

- (a) The Board shall exercise good judgment and care to avoid unauthorized or improper disclosures of confidential information. Confidential information will not be shared with or made accessible to any person, business, or agency, unless the owner of that information agrees in writing to share it, with the exceptions of a matter of: criminal concern.
- (b) Confidentiality Beach Prevention:
 - (i) The collections and use of personal information data must meet the requirements of the Personal Information Privacy Act that determines the organization's ability to collect, use, retain, correct, disclose and dispose of the information.
 - (ii) Confidential information shall be collected and used solely for the purpose indicated at the time of collection for performing services as a Director of the BRWA Board.
 - (iii) Conversations in public places, such as restaurants, elevators, and public transportation, should be limited to matters that do not pertain to information of a sensitive or confidential nature.
 - (iv) Board Members should be sensitive to the risk of inadvertent disclosure and should, for example, refrain from leaving confidential information on desks or otherwise in plain view and refrain from the use of speaker phones to discuss confidential information if the conversation could be heard by unauthorized persons.
 - (v) When transporting confidential information in the course of business, the information must always be secure or in the possession of the user.
 - (vi) Information users shall return all confidential records, documents, papers, and other materials, regardless of medium, to secure storage in the BRWA offices when their use is no longer required.
- (c) The Board shall maintain confidentiality as required including in, but not limited to, the following situations:
 - (i) Deliberations at Board meetings are to remain at the Board level until a Board decision is made and documented in the approved minutes;
 - (ii) Information items discussed at Board meetings relating to project data and/or results until notice of public release;
 - (iii) Data collected on the basis of confidentiality;
 - (iv) Items discussed in an in camera meeting;
 - (v) Personal information of Members, Board, Staff, Volunteers and others associated with the BRWA (including contact, personal matters or business information);
 - (vi) Personal matters of Board members, staff and volunteers; and
 - (vii) Data collected from individual persons about their land, groundwater, surface water or air column within the bounds of their property.
- (d) Confidential Information Beach
 - (i) Should a breach of confidential information occur, the Board shall follow legislated requirements for disclosure and shall make reasonable efforts to address the cause of the breach.

9.0 RESOURCES, INCLUDING FINANCIAL RESOURCES AND STAFF SUPPORT

(a) BRWA Shall:

- (i) Provide an orientation for the Board which includes receiving links and training on the following: BRWA Bylaws, BRWA Strategic and Operational Plan, Review of prior year Board minutes, Review of the BRWA Board Motions Register, and BRWA Governance Manual;
- (ii) Provide Protection of the Board, Officers and Members as outlined in the Bylaws;
- (iii) Maintain Director and Officer Liability Insurance at all times;
- (iv) Maintain a Chair and Treasurer on the Board;
- (v) Maintain an Executive Committee to manage the Board. The Executive Committee consists of the Chairperson, Vice or Co-Chair, Treasurer, and Executive Director who may serve as Secretary but shall not have a vote. Executive Meetings may be open to other individuals as required by the Chair;
- (vi) Maintain and distribute the meeting records and associated resources for the Committee;
- (vii) Provide Director remuneration for meetings and board approved events, programs and functions in accordance with the Bylaws, not the following exception: Directors to forfeit remuneration, where payment may be offered, for work that is a regular part of his/her duties as a BRWA Board Member;
- (viii) Provide information and updates on the Society's programs and activities; and
- (ix) Offer recognition of service. The Board are listed on the BRWA Website.

10.0 TOR ADOPTION & REVIEW

This document will be adopted by the Board of Directors and periodically reviewed and new amendments may be adopted.

11.0 PREVIOUS VERSIONS

August 3, 2009

August 2020

Endorsement

Battle River Watershed Alliance Society, Board of Director's Terms of Reference have been endorsed by the Directors as follows:

Name	Affiliation	Signature (or alternative e.g. Order in Council)	Date	Term
Khalil Ahmed	Battle River Research Group			
Ryley Andersen	Wainwright			
Jamie Bruha	Alberta Parks and Protected Areas			
Alan Corbett	Drainage Council			
Bruce Cummins	MD of Wainwright			
Melissa Orr-Langner	Alberta Agriculture and Irrigation			
Dustin Owens	Heartland Generation			
Dale Pederson	Beaver County			
Peter Pullishy	Wetaskiwin County			
Greg Smith	Vermillion County			
Terry Vockeroth	County of Paintearth / BRWA Board			
Marilyn Weber	Caster, Alberta			
Preston Weran	Town of Blackfalds, Alberta			
Ex- Officio				
Catherine Peirce	BRWA, Executive Director			