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Objective:	To set Terms of Reference for the Board of Directors of the South East Alberta Watershed Alliance Society (SEAWA).
Context:	The following Terms of Reference defines the respective roles, responsibilities, and time commitments of the Board of Directors. If amended, these Terms of Reference must be ratified by the SEAWA membership at an Annual General Meeting or a Special Meeting specifically called for amending the Terms of Reference.
Authority:	The Board of Directors derives its Authority through bylaws, through delegation of responsibilities from the membership, through these Terms of Reference, and through passed motions in accordance with the SEAWA bylaws, policies, and procedures.

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## **Statement of Policy:**

1. The primary 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 SEAWA.

As stewards of the organization, the Board has the responsibility to oversee the conduct of SEAWA's business and to supervise management, which is responsible for the day-to-day operation of SEAWA.

Together with the Executive Director, the Board will set the standards of conduct and performance for SEAWA.

2. The Board of Directors is responsible for:
  - 2.1. Human Resources
    - 2.1.1. Make the final decision on appointing a new Executive Director (The Executive/Human Resources Committee is responsible for the recruitment process);
    - 2.1.2. Approve the job description of the Executive Director;
    - 2.1.3. Monitor and review the Executive Director's performance, at least annually, against agreed-upon objectives;
    - 2.1.4. Approve the SEAWA staff salary grid;

- 2.1.5. Review the organization structure including duties and responsibilities assigned to other staff;
  - 2.1.6. Approve matters relating to employees including compensation and benefits, and the SEAWA Employee Manual;
  - 2.1.7. Authorize the employment of persons, companies or organizations as may be required to carry-out the work of SEAWA. At a minimum, the Board of Directors must be made aware of the new hire;
  - 2.1.8. Provide advice and counsel to the Executive Director in the execution of his/her duties;
  - 2.1.9. Ensure that the Executive Director receives awareness training for supervisors and managers, on Alberta *Occupational Health and Safety Act* and its amendments taking effect on June 2018, as an *Act to Protect the Health and Well-being of Working Albertans*;
  - 2.1.10. Ensure that the Board, SEAWA staff, and volunteers are aware of the employment-related provisions of the *Alberta Human Rights Act*; and
  - 2.1.11. Ensure that SEAWA develops and enforces a “Safe and Respectful Workplace Policy” that addresses the conduct of the board, staff, and volunteers. This policy is to ensure compliance with employment-related legislation as well as the maintenance of a positive and productive work environment. This is to be updated as the relevant pieces of legislation that pertain to employment and workplaces are amended.
- 2.2. Mission and Plans
- 2.2.1. In cooperation with the Executive Director, develop and propose amendments to SEAWA's Mission, Vision, and bylaws for ratification by the SEAWA membership;
  - 2.2.2. Participate in the development and management of, and ultimately approval of, SEAWA's policies, business plans, reports and other deliverables in consideration of the organization's role and contractual responsibilities;
  - 2.2.3. Develop and execute, through the Executive Director, a reporting system that accurately measures SEAWA's performance against its business plans; and
  - 2.2.4. Review and approve new and renewed business plans.
- 2.3. Policies and Procedures
- 2.3.1. Approve and monitor, through the Executive Director, compliance with all policies and procedures that govern SEAWA's operations;
  - 2.3.2. Direct management to ensure SEAWA operates at all times within applicable laws and regulations and to high ethical standards;
  - 2.3.3. Review and approve new policies, and conduct regular reviews and renewals of existing policies.
- 2.4. Financial and Risk Issues
- 2.4.1. Ensure the implementation, integrity, and implementation of SEAWA's internal controls and financial policies and procedures;
  - 2.4.2. Ensure the Executive Director identifies the principal financial and non-financial risks of SEAWA, and implements appropriate strategies to manage these risks;
  - 2.4.3. Monitor operational and financial results;
  - 2.4.4. Ensure that the financial records are audited annually in accordance with the bylaws;

- 2.4.5. Approve annual operational budget and financial statements;
  - 2.4.6. Appoint external auditors and approve auditor fees; and
  - 2.4.7. Monitor and manage the liabilities and assets of SEAWA.
- 2.5. Member, Stakeholder, and Funder Communication
- 2.5.1. Ensure SEAWA has a plan/policy to enable management and the Board to communicate effectively with municipal and provincial governments, SEAWA memberships and other stakeholders, and the public;
  - 2.5.2. Ensure financial results are reported fairly and in accordance with governing laws and policies;
  - 2.5.3. Produce and distribute an annual report;
  - 2.5.4. Hold the annual general meeting, and any other Special Meetings, in accordance with the bylaws;
  - 2.5.5. Report on the finances and activities of SEAWA, including its committees and project teams, for both the past and current year; and
  - 2.5.6. Report to funding agencies, as required.
- 2.6. Provide leadership and focus consistent with the Mission, Vision, bylaws and business plans of SEAWA.
- 2.6.1. Provide the Executive Director with support and direction regarding governance, funding, projects and activities of SEAWA;
  - 2.6.2. Appoint committees and project teams to carry-out specific work of SEAWA;
  - 2.6.3. Monitor the progress and success of SEAWA initiatives; and
  - 2.6.4. Bring forth new issues and opportunities to the SEAWA membership.
3. The Board of Directors is authorized to conduct business and to make decisions on behalf of the SEAWA membership by virtue of their election and of the ratification of the SEAWA business plans and Board of Directors Terms of Reference at the Annual General Meeting, in accordance with the bylaws.
4. Composition and Appointment:
- 4.1 The Board of Directors is comprised of the representatives elected at the Annual General Meeting in accordance with the bylaws of the Society.
5. Time Commitment
- 5.1 Members of the Board of directors will be required to commit to a two-year term from the date of the Annual General Meeting at which they were elected as a Director.
  - 5.2 In accordance with the bylaws, the term of office of a Director is renewable upon nomination and election by the Members to an overall term limit of three consecutive terms.
  - 5.3 Directors must be prepared to commit significant energy and effort to the affairs of the SEAWA for the term(s) of their election.
  - 5.4. The Executive Committee consists of the officers of SEAWA in accordance with the SEAWA bylaws, Article 5.0 Officers of the SEAWA.

5.4.1 The Executive Committee is responsible for, but not limited to

- Planning agendas for Board meetings;
- Carrying out emergency and time-sensitive business between Board meetings;
- Reporting to the Board on actions taken between Board meetings; and
- Carrying out other duties as assigned by the Board.

6. *In camera* Meetings:

6.1 *In camera* meetings should be considered where the following subject matter is to be discussed:

6.1.1 Human Resources:

- Issues regarding the performance or salary of the Executive Director: in this case, the Executive Director, staff and any guests are asked to leave;
- At the discretion of the Executive Director, issues regarding staff can be brought to the Board if not resolved by the Executive/Human Resources Committee and in accordance with the SEAWA Employee Manual. In this case, staff and guests will be asked to leave the meeting, but the Executive Director remains in the meeting; and
- Issues arising from Directors about staff or *vice versa* need to be brought to the attention of the Executive Director and/or the Executive Committee, and reviewed in accordance with the SEAWA Employee Manual. At the recommendation of the Executive Committee, issues can be brought to the Board of Directors for final resolution. Affected persons, staff and any guests will be asked to leave but the Executive Director remains in the meeting.

6.1.2 Legal

- Conflict of interest: where it is perceived that Board Directors, staff, and/or their family members could benefit financially or operationally, the affected person (Director or employee) would be asked to leave the meeting.
- Leases or contracts: discussions involving terms or financial details that may impart confidential information to a competitor.
- Other legal issues.

6.2 *In camera* Session Procedures

6.2.1 The Chair must call for a motion and have a seconder to hold an in camera session when requested by a Board member to proceed with an in camera session.

6.2.2 There are no minutes recorded at an in camera session and all discussion must be considered confidential.

6.2.3 Motions resulting from an in camera session must be reported at the next Board of Directors meeting so that the decision can be recorded in the minutes.

7.0 Accountability:

7.1 The Board of Directors is accountable to the SEAWA membership; and

7.2 The Board of Directors is accountable to funders in accordance with the contractual agreement between the two parties.

## 8.0 Conflict of Interest

Conflict of interest is defined as a situation or circumstance that places or may be perceived by others as placing a Director or committee member in a position where his or her personal interest may influence his or her decisions or actions in carrying out his or her responsibilities as a Director or member.

To assure the objectivity of the Board or committees and maintain public confidence in the integrity of the SEAWA, Board or committee members must avoid any conflict of interest, or perception thereof, with respect to their fiduciary responsibilities.

8.1 No Board member shall receive any direct financial benefits from the SEAWA, personally or by a company or group with which they are associated, from the business of the SEAWA.

8.2 Board members shall not use their positions to obtain employment within the SEAWA for themselves, family members, or close associates.

8.3 Board members are responsible for declaring a conflict of interest, or perception thereof. Such declaration is to be made in an open meeting prior to Board and committee discussion and decision of the subject and shall be recorded in the minutes.

8.4 In the event of an actual or perceived conflict of interest by the Board or Committee, the party will not participate in discussion or decisions on the subject and shall be recused from the meeting.

8.5 Board procedures shall assure the public equal access to information, not limited under *Freedom of Information and Protection of Privacy (FOIP) Act*.

Approved: November 13, 2014

Amended: March 9, 2017

Ratified: June 8, 2017

Amended: April 18, 2018

Ratified: June 14, 2018

Amended April 11, 2018

Ratified June 13, 2019