



Board of Directors Terms of Reference

Updated/Approved: February 9, 2023

Purpose

The Board of Directors governs and manages the affairs of the Athabasca Watershed Council (AWC). Directors commit to pursue the AWC Vision and Mission and model its Values as follows:

Vision: *The Athabasca watershed is ecologically healthy, supporting resilient communities and a sustainable economy.*

Mission: *To demonstrate leadership and facilitate informed decision-making in the Athabasca watershed by bringing stakeholders and Indigenous peoples together to achieve our shared vision.*

Values:

- *Water and ecological health: a blessing and a gift, essential for the environment, economy, society and the spirit.*
- *Inclusivity and consensus decision-making: building integrity and trust by respecting all points of view including the cultures, knowledge and communities of Indigenous peoples.*
- *Accountability: being responsible, timely, transparent and purpose driven but also allowing for creativity, innovation, and organizational risk taking.*

Membership

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:

Federal and Provincial Governments • One (1) appointed seat for Alberta Environment and Protected Areas • One (1) elected seat for Federal or Provincial Government
Municipal Governments • Three (3) elected seats for Municipal Government Either elected officials or senior staff, so long as they are the designated representative of their municipality. Based on predominant economic activities, areas of agricultural production, and white area/ green area boundaries, these 3 seats are defined as follows: • Upper Basin - Jasper National Park, Yellowhead County, Woodlands County and M.D. Lesser Slave River • Middle Basin - Counties of Lac St. Anne, Barrhead, Westlock and Athabasca • Lower Basin - Lac La Biche County, M.D. Opportunity and R.M. of Wood Buffalo Or any town, village, hamlet or summer village, within each sub-region.
Indigenous • Three (3) elected seats for Indigenous perspectives: First Nations (Treaty 6 or 8 or non-treaty) or Métis.
Industry • One (1) elected seat for agriculture • One (1) elected seat for the oil and gas industry (member of Canadian Association of Petroleum Producers). • One (1) elected seat for the forest industry (member of Alberta Forest Products Association) • One (1) elected seat for the mining or utility industry • One (1) elected seat for agriculture or industry (e.g., outfitters, trappers, tourism, etc.)
Non-Government Organization • One (1) elected seat for research or academia • Two (2) elected seats for environment (affiliated with fisheries, lake health, riparian areas, wetlands, protected areas, biodiversity or environmental human health). • Two (2) elected seats for stewardship (representing sub-basin, lake, land trust or other stewardship initiatives).
Member at Large • Two (2) elected seats for members at large (preferably with a relevant affiliation such as but not limited to outdoor recreation, hunting and fishing, trail groups, environmental education youth programs, etc.)

The Board may fill vacancies on an interim basis by appointment. Such appointments will be up for election at the next AGM. Membership on the Board of Directors of the Athabasca Watershed Council is open to Alberta residents only.

Election and Terms of Service

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.

Except for the appointed Alberta Environment and Parks representative, all Board members will be elected at the AGM. Elections shall be held through one ballot where the top candidate or candidates are accepted under each sector group. Each Board member may identify their Alternate. This Alternate will be from within the same sector group. Each Board member shall serve for a two-year term. He/she may continue to serve additional terms if re-elected.

Roles and Responsibilities

- The Board will strive for consensus decision-making and develop a procedure for achieving consensus (see section 4.1 of the Policy and Process Guide).
- The Board will ensure the establishment and continued maintenance of an effective Communications Strategy and a Policy and Process Guide for the Athabasca Watershed Council.
- The Board will collaborate and/or partner with other stewards within the Athabasca watershed in order to maximize efforts and gain efficiencies.
- The Board of Directors will meet at least four (4) times per year. It is recognized that meeting frequency could increase if required.
- 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.
- 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.
- Each Board member will be responsible for communications with their sector according to the Board approved communications plan.

Code of Conduct

- Board members must demonstrate ethical and professional conduct.
- Board members must remain supportive of the consensus positions and decisions made by the Athabasca Watershed Council. In the event of a non-consensus issue, a communications plan should be developed and approved by the board before such issue is discussed publicly.

- 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.
- Board members must not express any judgement of staff performance (e.g., skills, abilities, etc.), unless done so as part of an official performance assessment. However, this does not preclude board members from providing constructive feedback to staff on projects, programs or other AWC activities or for recognizing and celebrating success with staff.
- The Board will establish ground rules for conducting meeting business and agree how decisions will be made and recorded. (See the AWC Policy and Process Guide).

Conflict of Interest

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.

Board members must advise the rest of the Board of any potential conflicts of interest. In the event of a conflict of interest, Board members must withdraw from associated deliberations, decision-making and access to information.

Amendment and Review

In a case where these Terms of Reference conflict with the Bylaws, the Society Bylaws will take precedence and supersede any Terms of Reference. Amendments to the Board of Directors Terms of Reference must be ratified by the Board of Directors. This TOR should be reviewed every three years or sooner if circumstances warrant.

TOR Created and Approved: September 24, 2009 (Initiator's Group)

First Revised: November 24, 2016

Last Revised: February 2023

Due for Review: 2028