

**THE NORTH SASKATCHEWAN WATERSHED ALLIANCE SOCIETY
RATIFIED BY MEMBERSHIP: DECEMBER 7, 2004**

Board of Directors Terms of Reference

Introduction

The following terms of reference define the respective roles, responsibilities, and time commitments of the Board of Directors. It is required that these terms of reference be ratified if amended at the Annual General Meeting or a General Members' Meeting of the North Saskatchewan Watershed Alliance (NSWA) Society.

Purpose, Responsibilities and Authority

The purpose of the Board of Directors is to:

Provide the membership and Manager with leadership and focus consistent with the by-laws and business plans of the NSWA.

The Board of Directors is responsible for:

- actively providing the Manager with support and direction regarding governance, funding, projects and activities of the NSWA.
- bringing forth new issues and opportunities to the NSWA membership.
- employing such persons, companies or organizations as may be required to carry out the work of the NSWA.
- annual Manager performance review and feedback, as required.
- appointing committees from among the membership to carry out specific work of the NSWA.
- holding the Annual General Meeting of the NSWA Society in accordance with the by-laws.
- calling Special Meetings in accordance with the by-laws.
- monitoring the success of NSWA initiatives.
- managing the liabilities and assets of the NSWA and ensuring that the financial records are audited annually in accordance with the by-laws.
- reporting to funding agencies, as required.
- reporting to the membership regarding the activities of the Board of Directors, ad-hoc committees and Manager.
- along with the Manager, the Board of Directors Executive may act as official spokespeople for the NSWA

The Board of Directors is authorized to conduct business and to make decisions on behalf of the NSWA membership by virtue of their election and of the ratification of the NSWA business plans and Board of Directors Terms of Reference at the Annual General Meeting, in accordance with the by-laws.

Time Commitment

Board of Directors members and officers are asked to commit to two years of effort from the date of the Annual General Meeting in which they were elected.

Board of Directors Membership

The Board of Directors shall consist of no less than ten and no more than fourteen members representing both funding and non-funding partners from a variety of sectors represented by the membership throughout the watershed. Board of Directors membership should represent a variety of expertise and a broad range of sectors active in the North Saskatchewan Watershed including but not limited to:

Municipal Government (rural and urban) - 3

First Nations - 1

Métis Nation - 1

Provincial Government – 2 (one of which is Alberta Environment)

Federal Government - 1

Agriculture - 2

Industry - 2

Non-government Organizations (examples: Recreation, Tourism, Education, Stewardship) – 2

Prior to election, nominees must state which sector they represent, and whether they are a funding or non-funding member. The desired numbers of seats in each sector category are given above.

Officers

Following each annual general meeting, the newly elected Board of Directors shall appoint from among itself, a President, Vice-President and Secretary/Treasurer for the purpose of meeting regulatory requirements under the Societies Act. There is no limit to the number of terms an officer may serve.

Meeting Process and Frequency

The Manager and the Board of Directors will meet a minimum of four times per year or, as required.

Between meetings decisions may be made by conference call, internet, email or fax.

Decision Making

Decisions and recommendations will be made by consensus. If consensus cannot be reached, decisions may be made by a recorded majority vote, provided quorum is present. Each Board of Directors member has one vote. Quorum will constitute 50% + 1 of Board of Directors members. When it is required that decisions be made by email or fax, members will be given a date by which they must respond. No response will imply acceptance of the group decision.

Other Matters

- Agendas and background materials will be circulated to Board of Directors members five working days before the meeting date.
- Brief meeting minutes will be kept recording decisions, outcomes, actions, and responsibilities, and will be circulated to the Board of Directors in a timely manner. Accepted minutes are available to any member upon request and are available for review at the NSW office.