

## **THE NORTH SASKATCHEWAN WATERSHED ALLIANCE SOCIETY**

### **BOARD OF DIRECTORS - TERMS OF REFERENCE**

#### **INTRODUCTION**

The following Terms of Reference (TOR) define the respective roles, responsibilities and time commitments expected of the members of the Board of Directors. These TOR and any amendments thereto must be ratified at an Annual General Meeting or a Special Meeting of the North Saskatchewan Watershed Alliance (NSWA) Society.

#### **PURPOSE, RESPONSIBILITY AND AUTHORITY**

The purpose of the Board of Directors is to:

*Provide the membership and Executive Director with leadership and direction consistent with the by-laws, strategic plans and annual work plans of the NSWA.*

The Board of Directors is responsible:

- to provide the Executive Director with support and direction regarding governance, funding, projects and activities of the NSWA
- to bring forth new issues and opportunities to the NSWA membership
- to employ such persons, companies or organizations as may be required to carry out the work of the NSWA
- to review the annual performance of the Executive Director
- to appoint committees from among the membership to carry out specific work of the NSWA
- to hold the Annual General Meeting of the NSWA Society in accordance with the By-laws
- to call Special Meetings of the Society in accordance with the By-laws
- to monitor the success of NSWA initiatives
- to manage the assets and liabilities of the NSWA and ensure that the financial records are audited annually in accordance with the By-laws
- to report to funding agencies and other organizations as required
- to report to the members of the Society regarding the activities of the Board of Directors, committees and Executive Director
- to prepare an Annual Report to be presented at the Annual General Meeting

The Board of Directors is authorized to develop the 3 year "Strategic Plan", outlining major goals, projects and activities, and the "Annual Work Plan" in support of the Strategic Plan.

#### **MEMBERSHIP of the BOARD OF DIRECTORS**

- The Board of Directors shall consist of no less than ten and no more than eighteen members elected to represent a variety of sectors and regions throughout the watershed.
- Directors are expected to bring expertise and commitment to the activities of the Board.
- Both individual and organizational declared members may be elected to the Board of Directors.
- Organizational members elected to the Board of Directors are expected to represent in an effective manner both their immediate organizations and their respective sectors or regions.
- Organizational members elected to the Board of Directors may be represented by either their official or alternate representative.

The Board of Directors may include representation from the following sectors or regions:

Federal Government – 1	Provincial Government -2
City of Edmonton – 1	Other Municipal Governments - 3
Agriculture – 1	Forestry – 1
Petroleum – 1	Industry – 1
Utility – 2	First Nations - 1
Metis – 1	Non-government Organizations – 2
Non-affiliated Member-at-Large - 1	

## **TIME COMMITMENT**

Each Director will commit to a minimum two-year term of office from the date of the Annual General Meeting in which he or she is elected. A Director or alternate who misses more than three consecutive meetings may be deemed to have forfeited his or her position and may be replaced by a Board appointee until the next AGM.

## **EXECUTIVE COMMITTEE**

Following each Annual General Meeting, the newly elected Board of Directors shall appoint from among its members a President, Vice-President, Secretary and Treasurer to constitute an Executive Committee for the purpose of meeting the regulatory requirements under the *Societies Act*. There is no limit to the number of terms an officer may serve.

## **MEETING PROCESS AND FREQUENCY**

The Board of Directors shall meet a minimum of four times per fiscal year at the call of the President. The agenda of the business to be transacted shall accompany each notice of a meeting of the Board of Directors. Between meetings, decisions may be made by conference call, internet, e-mail or fax.

## **DECISION-MAKING**

Decisions and recommendations of the Board will be made by simple majority vote provided that a quorum of Directors is present. Quorum will constitute 50% + 1 of elected or appointed Directors. Every reasonable effort will be made to achieve consensus in decisions and recommendations. Dissenting votes will be noted and recorded.

## **OTHER MATTERS**

- Agenda and background materials will be circulated to Directors five (5) working days before the date of the next meeting.
- The Secretary of the Board of Directors, or alternate Secretary, will take brief minutes of meetings in order to record decisions, outcomes, actions and responsibilities. The Secretary will circulate minutes to the Board of Directors in a timely manner.
- Approved Board minutes are available to any member of the Society upon request.