

The following policies are from the LSWC's Board Governance Policies Manual (2020) and provide information on the roles, responsibilities and expectation of LSWC Directors. The full LSWC Board Governance Policy document can be obtained via email request to meghanpayne@lswc.ca

A.5.1 Director Roles and Responsibilities
Purpose: To establish the roles and responsibilities of LSWC Executive & Board Members.
Context: The LSWC Bylaws outline the overall structure and function of the Board and the Terms of Reference align with the Bylaws but provide more detail on specific areas of responsibility and authority.
Responsibility: Board and Membership
<p>Role and Responsibilities of Directors</p> <p>General</p> <ul style="list-style-type: none"> • Has fiduciary responsibility to the LSWC • Be knowledgeable and supportive of the Vision, Mission, Business, Purpose and Function of the LSWC and its committees • Advocates for and promotes the Vision and Mission of the LSWC • Raises awareness and promote the LSWC to members and the wider community, and helps build membership • Monitors the community's perception to the LSWC's goals and actions and the success of LSWC initiatives • Participates on existing or new committees established by the Executive Director, and approved by the Board, to assist the Executive Director with specific LSWC work • Seeks organizational support and resources from each of their member organizations and the sector of which they are a part • Seeks funding opportunities and reports those to the Fundraising Committee or Executive Director • Reports to the membership and their sector on the activities of the LSWC <p>Time commitment</p> <ul style="list-style-type: none"> • Each Director will commit to a minimum two-year term of office from the date of the AGM 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 appointed member until the next AGM • There is no limit to the number of terms an officer may serve. • If a Director resigns from the Board, they must do so in writing to the Board of Directors.

- If a Board member is unable to complete their term, the Board may choose to fill the vacancy by a nomination process at a Board meeting or leave the vacancy unfilled until the next AGM.

Criteria for Board Director Selection:

- **Personal Commitment and Diligence:** willingness to take the time and make the effort to adequately fulfill responsibilities, including: understanding strategic, financial and operational issues facing the LSWC; asking questions and following up as needed; engaging personally with the organization, e.g. through financial support, advocacy, networking, personal service, or other personal support activities; and staying current on sound governance principles and working to apply them to the LSWC
- **Vision and Leadership:** ability to see the big picture, and to help guide strategy and policy to help the LSWC achieve its mission and vision and be proactive
- **Advocacy, Stewardship and Integrity:** ability to serve and promote the interests and goals of the LSWC while respecting the interests of the public and the organization's intended beneficiaries
- **Knowledge/Qualifications:**
 - Willingness to become thoroughly familiar with the LSWC Mission and how the LSWC actually carries out the Mission day-to-day through its organizational structure and operations.
 - familiarity with watershed issues in the Lesser Slave Watershed within Alberta and willing to learn more.
 - Basic knowledge of environmental sciences, sustainable land-use, aquatic and riparian systems
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- **Collegiality:**
 - Ability to work well with others and to show respect for the ideas and views of LSWC Board members and staff; the understanding that Boards operate as a body
 - Strong interpersonal, written and oral communication skills
 - Flexible
 - Strong listening skills
 - Non-judgmental
- **Ability to bring resources,** financial and/or in-kind, to the LSWC

A.7 Board Member Code of Conduct

Purpose: To establish a Code of Conduct for LSWC Board Members.

Context: The Board must conduct itself in a fair and impartial manner that allows the LSWC to relate positively with Society members, staff and stakeholders.

Responsibility: Board

The Board of Directors is committed to pursuing the best interests of the LSWC. Towards this end, each Board member shall:

- Embrace the Values and Guiding Principles of the LSWC
- Support the Vision and Mission of the LSWC
- Be balanced in his/her effort to understand others and to make him/herself understood on important issues
- Distinguish between speaking his/her own mind and when speaking on behalf of his/her sector unless the Board member is an individual of the community
- Express additional or alternative points of view and invite others to do so
- Support Board decisions even if you are not fully in agreement with them
- Represent the Association actively and positively in the community
- Not disclose or discuss differences of opinion on the Board outside of Board meetings, including with staff, volunteers or others
- 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 LSWC 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.
- Respect the confidentiality of information on sensitive issues, e.g. personnel or Board member matters (see policy on *Confidentiality*)
- Refrain from speaking for the organization unless authorized to do so
- Disclose involvement with other organizations, businesses or individuals where such a relationship might be viewed as a conflict of interest (see policy on *Conflict of Interest*)
- Refrain from giving direction, as an individual Board member, to the Executive Director or any member of staff or volunteers

A.9 Board Member Conflict of Interest

Purpose: To establish a conflict of interest policy for LSWC Board members.

Context: Board members come from a variety of sectors; however, it is expected that they will make decisions in the best interest of the LSWC organization.

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 Director or member.

The Conflict of Interest policy allows individuals in regular contact with LSWC to determine when or if they may unduly benefit from their position.

Responsibility: Board

A conflict of interest exists wherever an individual could, or be perceived to, benefit, disproportionately from others, directly or indirectly, from access to information or from a decision over which they might have influence.

Conflicts of interest (real and perceived) may be unavoidable and will not prevent an individual from serving as a Director or staff member unless the extent of the interest is significant and occurs in a large number of situations.

Procedure for Handling a Conflict of Interest

- Individuals representing LSWC have a duty to disclose any personal, family, or business interests that may create, or be perceived to create, a conflict of interest with LSWC. If the individual is uncertain whether there is a conflict of interest, he/she should disclose the situation to the Executive Director for a decision (the Executive director may clarify this with the Executive Committee).
- The Board as a whole (via the Chair) has a duty to disclose specific conflicts of interests of any Board Director(s) to LSWC members, staff and external stakeholders where that interest may, in the Board's judgment, affect the reputation or credibility of the organization, and to disclose the Board's procedure for operating in the presence of such conflicts.
- Board members have a duty to excuse themselves from participating in any discussion and voting on matters where they have, or may be perceived to have, a conflict of interest. Such exemptions shall be recorded in minutes of meetings.

A.10 Board Member Recruitment and Orientation

Purpose: Outline mechanisms for recruitment and orientation of LSWC members to hold Board positions.

Context: LSWC Bylaws state “Membership of the Society shall be open to any individual or organization whose interests are consistent with the Vision and Mission of the Society.” A “declared” member has the right to attend and vote at the LSWC AGM and to stand for election to the Board of Directors.

Responsibility: Board and Executive Director

Board Member Recruitment

- The Board shall strike an ad hoc Nominations Committee to seek potential Board Directors to fill vacant sector seats.
- A Call for Nominations shall be sent out to the LSWC membership no less than six weeks prior to the AGM.
- Interested LSWC members stepping forward as candidates running for a sector position on the Board shall submit a Board of Director Nomination form before or at the AGM that includes:
 - o Name
 - o Affiliation
 - o Sector
 - o Short Biographical Summary that outlines how their desire to represent a sector on the Board is reflected in how their skill, knowledge and experience aligns with needs of the LSWC and how these can be of benefit to the organization as much as outlining how they may benefit the candidate from participating in LSWC

Obligations of a Board Member:

- **Personal Commitment and Diligence:** willingness to take the time and make the effort to adequately fulfill Director responsibilities, including: understanding strategic, financial and operational issues facing the LSWC; asking questions and following up as needed; engaging personally with the organization, e.g. through financial support, advocacy, networking, personal service, or other personal support activities; and staying current on sound governance principles and working to apply them to the LSWC
- **Vision and Leadership:** ability to see the big picture, and to help create and, if necessary, adjust strategy and policy to help the LSWC achieve its mission and be

proactive

- **Advocacy, Stewardship and Integrity:** ability to serve and promote the interests and goals of the LSWC while respecting the interests of the public and the organization's intended beneficiaries
- **Knowledge:** Familiarity with watershed issues in the Lesser Slave Watershed within Alberta. General knowledge of environmental sciences, sustainability of land-use, aquatic and riparian systems
- **Collegiality:** Ability to work well with others and to show respect for the ideas and views of fellow Board members and staff; the understanding that Boards operate as a body, strong interpersonal, written and oral communication skills, strong listening skills
- **Securement:** Willingness to assist in the securement of resources and/or services in support of achieving the LSWC Mission.

Orientation of a Board Director: Successful Board members are expected to make themselves available for an orientation session at the LSWC office and/or acquaint themselves with:

- LSWC Bylaws
- LSWC Governance Manual
- LSWC Staff handbook
- LSWC Strategic and Operational Plans
- Review of prior year Board minutes
- Review of the LSWC Board Terms of Reference
- State of the Watershed Report (2008)
- Integrated Watershed Management Plan (2018)

A.19 Board Member Remuneration	
Purpose:	For out of pocket expenses for Board members.
Context:	This policy applies to Board Members (or their alternates) who are not otherwise supported by their employer while representing LSWC at meetings or conferences.
Responsibility:	Board and Committees

The LSWC is grateful for the dedication and commitment of its Board of Directors in carrying out the important work of the organization. While the LSWC must be prudent with its resources, it does not wish to have those who carry out important activities on behalf of the organization be out of pocket.

General Information & Eligibility

Board members and alternates, who are not supported by their employers when representing LSWC, may claim expenses as described below for meetings, workshops and conferences. Requirements are:

- Must be elected to the LSWC Board of Directors (or their alternate) and are not otherwise supported by their employer when representing LSWC.
- Must have Board approval prior to claiming expenses.
- LSWC does not provide honoraria or stipends for Board members (or their alternates)

Reimbursed Travel Expenses

All travel expenses will be properly documented (i.e. receipts or other proof of payment are required for all expenses).

Conferences and/or courses (pre-approval required from Executive Committee):

- LSWC will reimburse Board members or their Alternates for expenses incurred while attending conferences and/or courses as part of their Board role. This includes reimbursement for the cost of the course and/or conference as well as any travel expenses incurred.

Flights (if necessary):

- It is the responsibility of the Board member (or alternate) to book their own flights. Air travel shall be in coach or economy only.

Meals:

- Board members (or their alternates) shall either provide receipts for meal expenses (with a maximum 15% gratuity) and the following maximums applied:

Breakfast: \$ 15.35

Lunch: \$ 24.60

Dinner: \$ 40.30

Hotels:

- Every reasonable effort should be made to book cost effective rooms when multiple

options are available.

Car Rentals/Taxis:

- LSWC will reimburse the cost of a taxi or car rental if required while travelling as an LSWC representative.

Mileage/Parking:

- Reimbursement for use of Board members' (or their alternates') personal vehicles will be at rate of \$0.555 per km. LSWC will pay for parking charges with the submission of a receipt or other proof of payment.