



Lesser Slave Watershed Council Board of Director Terms of Reference

Objective

The Lesser Slave Watershed Council is a registered charitable not for profit society governed by a Board of Directors. This Terms of Reference sets out the purpose, composition and procedures for the Board members. These Terms of Reference outline information and processes to be used in addition to those contained in the Lesser Slave Watershed Council bylaws.

1. Purpose of the Board of Directors

The Board of Directors commits to pursue the Vision and Mission and embrace the values of the Lesser Slave Watershed Council. The Board provides governance and strategic oversight to the organization and ensures that we are meeting our strategic goals.

2. Responsibility

Board members are responsible for acting and speaking in the best interests of the watershed council and its membership. Board members will be responsible for informed decision-making, and bringing broad based knowledge and an inclusive perspective to the table.

3. Membership of the Board of Directors

The Board of Directors shall have a maximum 21 of members including the Chair, Vice Chair, Treasurer and Secretary.

The Board shall consist of one representative and an alternate for each of the following organizations/sectors:

| | |
|-------------------------------|------------------------------------|
| MD of Lesser Slave River | Alberta Environment and Parks |
| Big Lakes County | Agriculture Sector |
| Town of High Prairie | Commercial Fishermen |
| Town of Slave Lake | Cottage Owners/Country Residential |
| Swan River First Nation | Non Government Organization's |
| Driftpile First Nation | Forest Industry |
| Sucker Creek First Nation | Recreation and Tourism |
| Kapaweno First Nation | Oil and Gas Industry |
| Sawridge First Nation | Citizen-at-Large |
| Peavine Metis Settlement | Trappers |
| East Prairie Metis Settlement | |

Alternates are welcome to attend all LSWC meetings and events and may fully participate in place of the designated board representative in their absence. When both the Board member and alternate are present their seat shall have one vote.

4. Appointment or Election of a Board Member

Board representatives from local, provincial and Aboriginal government will be appointed through their individual processes for 2 years terms. Self selected sector representatives will

be announced at the LSWC annual general meeting and will be expected to hold a current membership and have a current Board Member Nomination form on file with the LSWC. All other board seats will be elected in two year terms by the general membership at the LSWC annual general meeting. Any current LSWC member is eligible to run for election by completing a Board of Director Nomination form prior to commencement of nominations at the annual general meeting.

5. Board Vacancies

Vacant board seats may be filled on an interim basis by the Board of Directors until the next Annual General Meeting (AGM) where the nomination and election process will occur.

6. General Duties

Every member of the Board of Directors is expected to do the following:

- Prepare for and attend board meetings
- Receive and respond to emails from the LSWC staff in a timely manner
- Work as a team member and support board decisions
- Participate in the review of the LSWC's mission and objectives and the development of strategic and operational plans.
- Act as a liaison between the LSWC and the sector which is represented. This includes speaking on behalf of the LSWC to the sector or group and sharing relevant information with the LSWC.
- Monitor the performance of the organization in relation to objectives and core values
- Approve the operational plan and budget annually.
- Abide by the by-laws, board of directors Terms of Reference and with the rules and regulations laid out by The Alberta Societies Act and the Canada Revenue Agency for Canadian charities.
- Participate in the recruitment of new board members
- Participate in watershed planning and committee work
- Attend and participate in the Annual General Meeting
- Keep informed about community issues relevant to the mission and objectives of the LSWC

7. Time commitments to the LSWC

The Board of Directors are expected to commit at least eight (8) hours a month to the LSWC. This includes preparing for and attending meetings, keeping up to date with WPAC initiatives, and providing feedback to staff where required.

8. Code of Conduct

- Board members must demonstrate ethical and professional conduct at LSWC meetings and when in an LSWC role outside of board meetings.
- Board members must remain supportive of the positions and decisions made by the LSWC.
- Board members may speak to the media, the public, or other parties on behalf of the Lesser Slave Watershed Council, if they adhere to key messages that support the goals and objectives of the LSWC and our work.
- 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.