



Lesser Slave Watershed Council Board Governance Policies

2020

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INTRODUCTION

The purpose of the Board Governance Manual is to provide Board members with information about their role and responsibilities as elected directors of the Lesser Slave Watershed Council (LSWC), and how these are translated into action in achieving the Vision and Mission of the organization.

The Manual includes:

- The authority under which the Board functions, its structure and requirements for fulfilling its responsibilities.
- The policies established by the Board in how it governs the work of the LSWC.
- The which the Board policies must align with.

The Board Governance Manual should be provided to all new Board members and reviewed by the Board on a regular basis. Each policy has information on the date it was created, updated and when it should be reviewed. At a minimum all policies should be reviewed every three years.

LSWC Society

The establishment of the LSWC was initiated in 1996 by organizations and individuals that were concerned about the health of the Lesser Slave Lake Watershed. In January 2007 the LSWC was recognized by the Government of Alberta as one of the Watershed Planning and Advisory Councils (WPAC).

The LSWC was incorporated as a multi-stakeholder society under the Alberta Societies Act on December, 2008 and was granted charitable status under the Canada Income Tax Act April 1, 2010. Membership was open to all organizations and individuals that live in the Lesser Slave watershed or whose interests are consistent with the vision and mission of the Society.

Vision: A healthy resilient watershed that is valued and stewarded by engaged citizens and communities

Mission Statement: The Lesser Slave Watershed Council works to improve and maintain a healthy watershed through education, planning and implementation of shared initiatives in support of communities and ecosystems throughout the region.

Goal: A healthy Lesser Slave watershed

Strategies:

1. Maintain Good Governance
2. Be a Convener and Collaborator
3. Engage in Policy and Planning
4. Lead or Support Monitoring and Reporting
5. Promote Education, Literacy, Stewardship

The organizational structure of the LSWC includes the general membership, a Board of Directors, Board Committees, the Executive Director and staff.

Water Planning and Advisory Council

In 2007, the LSWC was appointed by the Government of Alberta as the Watershed Planning and Advisory Council (WPAC) for the Lesser Slave Watershed under the [Water for Life: Alberta's Strategy for Sustainability \(2003\)](#).

The three goals of the Water for Life Strategy are:

1. Safe, secure drinking water supply
2. Healthy aquatic ecosystems
3. Reliable, quality water supplies for a sustainable economy

Watershed Planning and Advisory Councils are considered important stewards of Alberta's major watersheds. The LSWC is an independent, non-profit organization that is designated by Alberta Environment and Parks to report on the health of the watersheds, lead collaborative planning, and facilitate education and stewardship activities.

LSWC engages representatives of key stakeholders in the basin area, including:

- municipal
- provincial
- oil & gas sector
- non-government organizations
- Indigenous communities
- forest sector
- member at large
- tourism & recreation
- cottage owners and country residential
- agricultural sector
- angling and recreation

The LSWC seeks consensus on land and water resource management strategies that support the achievement of shared environmental, social, and economic outcomes for the watershed.

As one of the partnerships under the *Water for Life Strategy*, the LSWC works closely with the other groups including the Government of Alberta, the Alberta Water Council, the 10 other WPACs and Watershed Stewardship Groups.



In 2019 the WPAC's and Alberta Environment and Parks staff worked to draft a WPAC and Roles and Responsibilities document (draft). This document identifies four main roles of Alberta WPAC's:

1. **Convener and Collaborator**

Convener Role: WPACs will provide an important forum where stakeholders meet to share information and identify, discuss and recommend priorities for issues and initiatives within their watershed.

Collaborator Role: WPACs will work together in partnership with stakeholders in their watershed to support or lead projects and programs to address watershed-related issues.

Expectations of WPACs

- Maintain a consensus-based, multi-stakeholder process to support watershed management.
- Engage stakeholders to identify watershed issues and collaboration opportunities.
- Provide advice to decision-makers about watershed-related issues and collaborate with relevant watershed stakeholders to find solutions.
- Provide guidance and support to watershed stewardship groups, as appropriate.
- Encourage inclusiveness and broad stakeholder representation in their governance and initiatives.
- When requested, assist the government in stakeholder and public engagement related to watershed health and management initiatives, as WPAC resources allow.

2. Monitoring and Reporting

Monitoring Role: WPACs will be a valuable source of information about regional issues and monitoring needs related to watershed health and management.

Reporting Role: WPACs will produce “state of the watershed” reports that identify watershed conditions, the local pressures facing the watershed and the data and research gaps that may need to be addressed.

Expectations of WPACs

- Provide input to Environment and Parks regarding environmental monitoring, identification of specific issues and reporting needs for their watershed.
- Support community-based monitoring using Government of Alberta standards and methods within their watershed, with scientific support from the Government of Alberta, as appropriate.
- Assemble additional information to report on the state of the watershed, including localized environmental and socio-economic information related to the state of the environment.
- Produce a state of the watershed report to help inform the monitoring program design and to contribute regional expertise to the provincial assessment of the condition and sustainability of Alberta’s water resources.
- As appropriate, produce other reports and outreach resources about the watershed to support their work and meet the needs of the Government of Alberta and WPAC stakeholders.

3. Policy and Planning

Policy Role: WPACs will serve as a valuable source of knowledge and regional perspectives for relevant government policy development.

Planning Role: WPACs will prepare integrated watershed management plans (IWMPs) as advice to stakeholder members including the Government of Alberta that identify issues and examine the best course of action to address them. WPACs will also promote and coordinate implementation of these plans including opportunities to integrate and adopt strategies through other planning, policy and operational products and processes.

Expectations of WPACs

- Develop IWMPs in alignment with relevant government guidance documents, policies and plans. Where warranted, stakeholder input is incorporated in the development of these plans.
- Coordinate IWMP implementation support from jurisdictions (municipal, provincial and federal) and other stakeholders with the authority to implement plan recommendations.
- In collaboration with their stakeholders, assist in the development and implementation of water conservation, water monitoring, source water protection, wetland programs, and other similar initiatives.
- Support government regional planning and watershed-related planning, as appropriate. WPACs may lead, advise, implement or otherwise participate in components of government planning initiatives, based on government assessment of available opportunities and WPAC capacity.

4. Education and Literacy

WPACs will work to improve environmental literacy throughout their watersheds so residents can become better stewards of the water and land

Expectations of WPACs

- Work collaboratively with Environment and Parks, other government agencies, watershed stewardship groups, municipalities, non-profit organizations, local stakeholders and other WPACs in the development and delivery of basin-oriented education programs.
- Serve as a reliable source of information about watershed education programs and resources offered by watershed educators in the region.
- Develop or assist in the development of basin-oriented education programming that aligns with provincial literacy outcomes and the goals of the Water for Life Strategy.
- Deliver water-related education programming to a variety of audiences in the watershed.
- Conduct education and awareness programs such as riparian health assessments, field demonstration sites, and other stewardship activities.
- Promote awareness and implementation of best management practices by landowners and other stakeholders in the watershed.

The [*Guide to Watershed Management Planning in Alberta \(2015\)*](#) outlines the standard process for conducting watershed management planning studies which includes State of the Watershed reports and Watershed Management Plans. The following reports provide the foundation for all the technical studies and implementation activities the LSWC undertakes.

LSWC completed a [*State of the Watershed Report*](#) for the Lesser Slave Watershed in 2008 which summarized the data available for 15 watershed health indicators for water quantity, water quality, land use and biological factors.

An [*Integrated Watershed Management Plan*](#) was completed in 2018 and includes overall goals and objectives for a healthy sustainable watershed and recommends actions and an implementation plan to address watershed health in the Lesser Slave Lake watershed.

LSWC BOARD

GOVERNANCE POLICIES

A.1 Policy Development	
Purpose:	To establish guidelines for policy development by the LSWC Board of Directors.
Context:	The LSWC is a policy making Board. A policy is a set of directions or guidelines formally adopted by the Board. The Board sets policy and the Executive Director implements it.
Responsibility:	Board and Governance Committee

The task of policy development is delegated to the Board of Directors. In completing their work, the Board will ensure that no existing or new policy contravenes the LSWC Bylaws or applicable federal or provincial legislation or regulations. The Committee will also ensure that policies support the mission, vision and values of the LSWC.

Policy development specifically includes:

- Regular review of existing LSWC policies
- Providing the Board with recommendations regarding the adequacy of existing policies and any changes to existing policies if changes appear warranted,
- Preparation of new policy or policies as deemed necessary

The Committee will submit the results of the policy development work to the Board for discussion and approval. The Board will:

- 1) approve or reject the submitted policy or policies as presented
- 2) approve the submitted policy or policies subject to edits of the policy or policies, or
- 3) direct the Committee to continue policy development work and present the results of the work at a subsequent Board meeting.

Changes to the Bylaws, and Board of Director Terms of Reference, cannot be made by the Board. It is the LSWC Membership that must approve any such changes. The Board and its committees can debate propose changes to the Bylaws, Board Terms of Reference, , and prepare revisions to these documents for approval by the LSWC Membership.

All policies shall include:

- A statement of the policy's purpose
- A statement providing necessary context for the policy, including references to relevant legislation or regulation
- The list of who is responsible for the policy's implementation
- A detailed explanation of the policy
- All approval and review dates and details including:
 - The date when the Board first discussed implementation of the policy
 - The new or existing status of the policy

- Comments regarding the nature of any changes made to the policy over time
- The sequences of amendments, approvals including dates
- The date of the next review of the policy

After a policy or policy change is approved, the Board Governance Manual shall be updated, and all previous versions of the policy shall be removed. A master file of all LSWC policies shall be kept at the LSWC office.

Policies may also be recommended by the membership or individual Board members to the Board of Directors.

A.2 Governing Style	
Purpose:	To define the governance management style of the LSWC Board.
Context:	<p>Board management styles can range from working Boards that are involved in the day to day operations of an organization to an advisory Board that only provides advice to an organization and has no legal responsibilities. Most non-profit Boards are policy-making Boards where directors provide guidance through policy direction statements. In this type of governance management style, the Board sets policy and the Executive Director implements it.</p> <p>The LSWC is a policy making Board. A policy is a set of directions or guidelines formally adopted by the Board. The Board sets policy and the Executive Director implements it.</p> <p>The LSWC uses a Board Governance Manual of framework, governance and operational policies as the mechanism to document, update and reference its policies.</p>
Responsibility:	Board of Directors

A.3 Partnerships	
Purpose:	To establish guidelines for the LSWC to partner and collaborate with other organizations.
Context:	Due to the collaborative nature of the LSWC, it is frequently asked to participate or otherwise get involved in the activities of other organizations.
Responsibility:	Board and Governance Committee

LSWC considers the following criteria in assessing partnership opportunities:

- the purpose and intent of the organization and/or the initiative aligns with the vision, mission and goals of the LSWC
- the partnership advances the strategic and technical work of the LSWC
- the partnership generates new information and knowledge pertinent to the LSWC
- the opportunity can be undertaken within LSWC's financial and staff capacity

LSWC will utilize a Memorandum of understanding (MOU) to define the roles and responsibilities of each organization in a partnership for inter-governmental or complex partnerships. Potential partnerships could include:

- academic institutions
- government departments
- industry businesses
- non-profit organizations
- sub-watershed alliances
- other Watershed Planning and Advisory Councils
- First Nations
- Metis Settlements

A.4 Board Sector Representation

Purpose: To identify how the Board is composed of sectors that represent the multi-stakeholders in the Lesser Slave Watershed.

Context: The LSWC Bylaws indicate that "The Board of Directors shall consist of up to a maximum of 21 elected board members to represent a variety of sectors throughout the watershed."

Responsibility: Board of Directors

Non-governmental organizations may include environmental, recreational, tourism, educational or stewardship organizations.

A.5 Board Roles and Responsibilities

Purpose: To establish the roles and responsibilities of LSWC Board and Board Members.

Context: The Board of Directors is responsible for the overall operation of the Society. It conducts business and make decisions on behalf of the LSWC membership that follows a strategic plan outlining major goals, projects and activities, and an annual work plan in support of the strategic plan.

Responsibility: Board and Membership

Introduction

The following Terms of Reference define the respective roles, responsibilities and time commitments expected of the LSWC Board of Directors. These Terms of Reference and any amendments thereto must be ratified at an Annual General Meeting (AGM) or a Special Meeting of the LSWC Membership.

PURPOSE, RESPONSIBILITY AND AUTHORITY

Provide the membership and Executive Director with leadership and direction consistent with the Vision, Mission, Values, Bylaws, strategic plans and annual work plans of the LSWC.

Responsibilities and Authority of the Board of Directors

General

- Has fiduciary responsibility to the LSWC
- Sets the LSWC's Vision, Mission Statement
- Sets governance policies for the LSWC board
- 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
- Operates on the basis of public trust – thinks and acts for the larger good of the organization rather than individual or personal interests
- Discloses any real or perceived conflict of interest (see policy Conflict of Interest)
- Speaks with one voice in all matters concerning the LSWC
- Raises awareness and promote the LSWC to members and the wider community, and helps build membership
- Develops a 3-year Strategic Plan and an annual workplan (see policy Strategic and Business Planning)
- Monitors the community's perception to the LSWC's goals and actions and the success of LSWC initiatives

Executive Director

- The LSWC employs an Executive Director to carry out the day to day work of the LSWC

- Provides the Executive Director with support and direction regarding governance, strategic planning and funding of the LSWC
- Reviews the annual performance of the Executive Director via the Executive

Board, Annual General, and Special Meetings

- Brings forth new issues and opportunities to the LSWC membership and Board
- Brings forward items for the agenda within 3 working days of receiving the draft agenda
- Holds the AGM of the LSWC in accordance with the Bylaws
- Call Special Meetings of the Council in accordance with the Bylaws

Committees

- Appoints committees from among the membership to carry out specific work of the LSWC and/or
- Participates on existing or new board committees established by the Executive Director, and approved by the Board, to assist the Executive Director with specific LSWC work

Financial/Fundraising

- Oversees the assets and liabilities of the LSWC and ensures that the financial records are audited annually in accordance with the Bylaws
- Understands and approves the annual budget, financial updates, and the annual financial report
- Knowledgeable of signing authorities and expenditure limits of the Executive Director, Executive Committee and designated signing authorities
- Seeks organizational support and resources from each of their member organizations and the sector which they represent
- Seeks funding opportunities and reports those to the Board and Executive Director

Reporting

- Reports to the LSWC membership and the Sector they represent on the activities of the LSWC and Board of Directors
- Approves an Annual Report to be presented at the AGM
- Approves Board minutes and ensures they are available to any member of the Society or to the public upon request

Legal Responsibilities of the Board

- Maintain directors and officer's liability insurance, errors and omissions insurance, general liability insurance, and office contents insurance.
- Complete a Society Annual Return no later than 6 months after fiscal year end.
- Complete a CRA charitable annual return with financial input from the LSWC's accountant.
- Conduct business in accordance with the Alberta Societies Act and the Canada Revenue Agency guidelines for Charities.

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

Role and Responsibilities of Directors

General

- 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

Time commitment

- 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
 -
- **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.5.2 Chairman & Vice-Chairman	
Purpose:	To define the roles and responsibilities of the Chairman and Vice Chairman positions of the LSWC Board.
Context:	The role of the Chairman and Vice Chairman in a non-profit society is largely to ensure the integrity of the Board's policies and processes and to effectively chair formal meetings of the Board.
Responsibility:	Board and Executive Committee
<p>The Chairman and Vice Chairman are elected at the first Board meeting after the AGM. The positions are held for 2-year term. The Vice Chairman shall assume the duties of the Chairman in their absence. The Vice Chairman is also a member of the Executive and may have signing authority.</p> <p>Responsibilities</p> <p>The responsibility of the Chairman / Vice Chairman is to:</p> <ul style="list-style-type: none"> • Ensure the business affairs of the Board are consistent with the objects of the Society. • Enable the LSWC membership to achieve its Vision, Mission and Purpose and to abide by its Values and Principles. <p>Authority</p> <p>The Chairman / Vice Chairman is authorized by the Board to:</p> <ul style="list-style-type: none"> • Facilitate the business of the LSWC Board • Act as the official spokesperson for the LSWC Board or delegate this to another Board Director • Facilitate decision-making consistent with the Bylaws, Strategic Plan and direction of the Board of Directors and Membership • Sign cheques for the organization <p>Actions</p> <p>The Chairman / Vice Chairman Board meetings effectively by:</p> <ul style="list-style-type: none"> • Chairs Board meetings and ensures that meetings and Board business operates on the Values of the LSWC • Ensure meeting process is agreed to and followed (Board Meeting Process Guidelines) • Managing the time and keeping the meeting aligned with the agenda topic and timeframe • Ensuring all diverse views are heard • Ensures everyone has the opportunity to speak • Encourages those who tend to be quiet to share their thoughts 	

- Summarizing key ideas and keep momentum of the meeting going
- Ensure comments from Board members are concise and with purpose
- Establishing consensus whenever possible (see policy on *Decision Making Process*)
- Assessing consensus (or lack thereof) effectively and efficiently
- Managing conflict in a positive and constructive manner
- Reminding Directors of their roles and responsibilities
- Reminding Directors to disclose a real or perceived conflict of interest
- Raises awareness and promotes the LSWC to members and the wider community
- Works closely with the Executive Committee
- Works closely with the Executive Director
- Speaks on behalf of the Board of Directors (Executive Director speaks on behalf of the LSWC)
- Serves as ex officio on all committees

Qualifications and Competencies

The Chair and Vice Chair should have:

- Strong commitment to the LSWC and its work
- Basic understanding of non-profit organizations and their function
- Strong interpersonal, written and oral communication skills
- Strong listening skills
- Ability to work as part of a team

Frequency of Meetings and Time Commitment

- Board and Committee meetings in-person or conference calls at least four times per year.
- Communications with Executive Director by telephone, e-mail or in person
- Signing Society cheques, agreements and correspondence
- Average of 10-15 hours per month

A.5.3 Secretary	
Purpose:	To define the roles and responsibilities of the Secretary of the LSWC Board.
Context:	The role of the Secretary in a non-profit society is largely to ensure that all key records and documents of the Society are maintained.
Responsibility:	Board and Executive Committee

The Secretary is elected at the first Board meeting after the AGM. The position is held for 2 years. The Board may choose to combine the Secretary position with the Treasurer position or to delegate responsibilities to the Executive Director.

Responsibilities

The responsibility of the Secretary is to:

- Ensure the documents and records of the LSWC are kept up to date and in good order to enable the organization to achieve its Vision, Mission and Purpose and to abide by its Values and Principles.
- Ensure records pertinent to the Society are properly retained and submitted as part of the annual reporting requirements.
- Participate and record the Minutes of the LSWC Board meetings, Executive Committee meetings, the AGM and any Special Meetings of the Membership

Actions

The Secretary:

- Ensures minutes of Board and Executive Committee meetings are taken and that they accurately record, decisions and actions.
- Works with the Executive Director to ensure the Minutes of Board Meetings are up to date and distributed to the Board of Directors
- Works with the Executive Director to ensure the Minutes of the Annual Meeting and Special Meetings of the Membership are up to date and distributed to the Board of Directors
- Works with the Executive Director to update, maintain and ensure safe storage of LSWC's Minutes and other legal documents
- Works with the Executive Director to maintain LSWC's incorporation status (and that of charitable registration when applicable)
- Works with the Executive and Governance Committees to ensure that the Governance Manual is subject to a regular review process
- Works with the Executive Director to maintain an up-to-date list of LSWC members
- Participates on the Executive Committee
- Signs cheques on behalf of the organization

Qualifications and Competencies The Secretary should have:

- Strong commitment to the LSWC and its work
- Basic understanding of non-profit organizations and their function
- Strong interpersonal, written and oral communication skills
- Strong listening skills
- Ability to work as part of a team

Frequency of Meetings and Time Commitment

- Board and Executive Committee meetings in-person or conference call
- Meetings/communications with Executive Director and/or Executive Committee by telephone, e-mail or in person

- Signing occasional correspondence, cheques
- Average of 5-10 hours per month

A.5.4 Treasurer

Purpose: To define the roles and responsibilities of the Treasurer of the LSWC Board.

Context: The role of the Treasurer in a non-profit/charitable society is to monitor the financial activities of the organization and to ensure that complete and accurate records are kept in accordance with the Society's Act and generally accepted accounting practices.

Responsibility: Board and Executive Committee

Treasurer

The Treasurer is elected at the first Board meeting after the AGM. The position is held for 2 years. The Board may choose to combine the Secretary position with the Treasurer position or to delegate responsibilities to the Executive Director.

Responsibilities

The responsibility of the Treasurer is to:

- Ensure mechanisms are in place for the collections and retention of financial records involving funds in the custody of the Society.
- Ensure that financial information is submitted properly as per the Society's Act and Revenue Canada requirements.
- Submit statements on the financial standing of the Society on the request of the Executive Committee
- Provide a third-party financial review engagement for the past fiscal year at the AGM.
- Ensure the financial record-keeping, processes and obligations of the LSWC are transparent, sound and in good standing enabling the organization to achieve its Vision, Mission and Purpose and to abide by its Values and Principles

Authority

The Treasurer is authorized to:

- Oversee the financial affairs of the LSWC in collaboration with the Executive Director
- Sign cheques, financial and other legal documents on behalf of the LSWC

Actions

The Treasurer:

- Ensures the Board understands the financial affairs and resources of the LSWC
- Works with the Executive Director to ensure the financial stability of the LSWC
- Participates on the Executive Committee

- Ensures financial statements and records are subjected to an annual third-party review by a certified accountant
- Works with the Executive Director to ensure all books and accounts of the LSWC are in good order
- Works with the Executive Director to ensure quarterly and annual financial statements are presented to the Board 5 working days prior to Board meeting
- Ensures Annual LSWC Operational Budget is ready for Board review and approval annually prior to the AGM
- Reviews Financial Policies in the Governance Manual annually to ensure they are relevant

Qualifications and Competencies

the Treasurer should have:

- Strong commitment to the LSWC and its work
- Knowledge of basic accounting principles
- Basic understanding of non-profit organizations and their function
- Strong interpersonal, written and oral communication skills
- Strong listening skills
- Ability to work as part of a team

Frequency of Meetings and Time Commitment

- Board and Executive Committee meetings in-person and conference call
- Meetings/communications with Executive Director and/or Executive Committee by telephone, e-mail or in person
- Signing cheques, agreements and correspondence
- Average of 5 – 10 hours per month

A.6 Indemnification of Directors and Officers	
Purpose:	To provide information on Board member liabilities.
Context:	In order to minimize a Board member's liability, each member should be familiar with their obligations as provided in this Governance Manual.
<p>LSWC shall maintain Directors and Officers liability insurance at all times. This insurance provides for the protection of Directors and Officers of LSWC provided they are acting reasonably and in good faith in the execution of their duties.</p> <p>Directors and Officers must be familiar with their obligations and the liability checklist below. It is recommended that this list be reviewed annually such as at the first meeting after the</p>	

AGM.

In order to minimize liability, each Board member **must**:

- Know and support the organization's beliefs, vision, mission, target, and aims statements
- Attend all Board meetings and assigned committee meetings
- Read/pre-meeting material before each meeting
- Be familiar with the Board's policies
- Be familiar with the minutes of the Board and assigned committees
- Know which positions are authorized to sign cheques, and for what amounts
- Monitor the community's response to the organization's progress and services
- Participate in approving the annual budget, annual financial review engagement report, and periodic financial statements

In order to minimize liability, the Board may delegate the Executive Director **to**:

- Give the required notification for the AGM
- Notify the membership of proposed bylaw changes
- Complete the annual incorporation filing requirements (federal and provincial)
- Approve, and annually review, personnel policies
- Maintain up-to-date contracts with the executive director and staff
- Develop and implement an evaluation process for the executive director
- Maintain receipts and disbursements, according to financial and business policies
- Make sure that the membership approves the annual audited financial statements
- Purchase adequate insurance
- Develop written terms of reference for Board members

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.8 Board Member Confidentiality	
Purpose:	To establish a confidentiality policy for the LSWC Board members.
Context:	Confidentiality is required in some cases if disclosure of information is harmful to individual privacy, third party business interests or public safety.
Responsibility:	Board
<p>The Board of Directors embrace the Values of the LSWC which include openness and transparency. However, confidentiality is appropriate and shall be maintained for the following:</p> <ul style="list-style-type: none"> • Deliberations at Board meetings are to remain at the Board level until a Board decision is made and documented in the approved minutes • Information items discussed at Board meetings relating to project data and/or results if the data was collected on the basis of confidentiality • Items discussed in an <i>in-camera</i> meeting • The use of personal data must meet the requirements of the Personal Information Privacy Act that determines the organization's ability to collect, use, retain, correct, disclose and dispose of the information. • Personal information of Members, Board of Directors, Staff, Volunteers and others associated with the LSWC (including contact, personal matters or business information) will not be shared with or made accessible to any person, business, or agency, unless the owner of that information agrees in writing to share it, with the exceptions of: <ul style="list-style-type: none"> ○ a matter of criminal concern ○ contact information of Board of Directors and Staff as listed on the LSWC website • Data collected from individual persons about their land, groundwater, surface water or air column within the boundaries of their property, when participating in an LSWC project, requires appropriate, project specific disclosure forms to be created by the LSWC and completed by the participant, e.g. in the case of data sharing. <ul style="list-style-type: none"> ○ If data is not being shared, then the data becomes the trust of the LSWC and is kept confidential. If an agency wishes to have or use this data, they must supply a written request to the LSWC outlining proposed use of the data, and dispensation of the data at project close. The LSWC then must get permission, in writing, from the project participant agreeing to the use and dispensation of the data. • Information users shall use confidential information solely for the purpose indicated at the time of collection for performing services as a Director of the LSWC Board 	

- Information users must always exercise good judgment and care to avoid unauthorized or improper disclosures of confidential information.
 - Conversations in public places, such as restaurants, elevators, and public transportation, should be limited to matters that do not pertain to information of a sensitive or confidential nature.
 - Board Members should be sensitive to the risk of inadvertent disclosure and should for example, refrain from leaving confidential information on desks or otherwise in plain view and refrain from the use of speaker phones to discuss confidential information if the conversation could be heard by unauthorized persons.
 - When transporting confidential information in the course of business, the information must always be secure or in the possession of the user.
- Information users shall keep confidential all records, documents, papers, and other materials, regardless of medium and/or return them to LSWC offices when their use is no longer required.

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, disproportionally 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 Policies Manual
- LSWC Staff handbook
- LSWC Strategic and Operational Plans
- Review of prior year Board minutes
- State of the Watershed Report (2008)
- Integrated Watershed Management Plan (2018)

A.11 Board Member Recognition of Service

Purpose: To establish guidelines for the LSWC Board to acknowledge service of a Board and staff member.

Context: The LSWC Board membership is voluntary and has a significant time commitment. Similarly, staff and notable contractors should be recognized for the time and commitment they have shown to advancing the mission of the LSWC.

Responsibility: Board and Executive Committee

It is important that LSWC recognize the loyalty of Board Directors, Advisory positions, staff and notable contractors for their contribution to advancing the vision and mission of the LSWC.

A key aspect of LSWC recognition is an acknowledgement of the personal commitment and motive that is typically common to persons involved in the delivery of programs by a not-for profit/charitable organization. The nature of recognition should reflect an assessment of the service and sacrifice shown by the individual towards advancing the interests of LSWC.

Nominations are to be submitted to the attention of the Chair at least 30 business days prior to the AGM. Nominations are to include rationale for recognition as it relates to the LSWC mission as well as outlining the name of Person(s) supporting the nomination.

A wide range of potential scenarios could be presented for providing an acknowledgement of service, e.g., retirement, departures, notable achievements etc. Over time it is anticipated that the basis of recognition can change, and latitude should be provided to decide on the merit of recognition in the context of current events.

Executive Committee will review nominations and decide on appropriate acknowledgement. Any recognition acknowledgement exceeding \$150 will be recommended to the Board for a decision. The LSWC AGM is the preferred venue to provide recognition, however provisions can be made for other venues or timing.

A.12 Strategic and Business Planning
Purpose: To establish guidelines for LSWC strategic and business planning.
Context: In accordance with the primary role of the LSWC as a designated Watershed Planning and Advisory Council, the organization requires business planning for the purposes of: <ul style="list-style-type: none"> • Setting mid-term goals and strategies in order to achieve the vision of the organization into the future, and; • Developing the programs and actions to be undertaken by the organization in the upcoming operating year and the associated resources required to complete them.
Responsibility: Board and Executive Director Strategic Plan <p>The LSWC Board shall review the strategic planning and priorities agenda item annually. For this agenda item the Executive Director shall prepare a draft Strategic Plan for Board discussion and approval. Typically, the Executive Director will prepare a draft Plan for input and advice from the Committee.</p> <p>The Plan will:</p> <ul style="list-style-type: none"> • Establish the critical priorities and strategies for the organization to pursue in the next 3-5 years in order to achieve its Goals; • Provide the rationale and recommended means to implement the Plan; • Will demonstrate alignment with the LSWC Integrated Watershed Management Plan or justify variances otherwise; • Set direction for the Annual Operating Plan; Annual Operating Plan <p>The Executive Director, with input from the Executive and other Committees, shall prepare an Annual Operating Plan for Board approval where such Plan will:</p> <ul style="list-style-type: none"> • Describe the various activities in the Annual Operating Plan that the Executive Director, staff and contractors will undertake in the next fiscal year in sufficient detail to form a budget of spending and staff time allocation; • Show how the Plan will meet the various intents and restrictions of the organization's funding sources in its use of such funds; • Provide the basis for annual work plans and performance management of the organization's staff and contractors. <p>The Executive Director, will schedule the development of all business planning in order to facilitate funding applications, meet Government of Alberta requirements, permit participation of the Board, and allow for sufficient time for Board review and approval where possible.</p>

The Executive Director, with input from the Board, shall determine the format, content and required resources (e.g. consultants, facilitators) to draft all business plans. The Executive Director shall also seek the appropriate input of Government, funders, members and other stakeholders in the development of all plans.

The Board is responsible to ensure all business plans for the organization meet the requirements and intended objectives of the organization. The implementation of all business plans, including any amendments thereof, shall be done so in accordance with the organization's Delegation of Authority.

A.13 LSWC Meeting Guidelines	
Purpose:	To establish parameters for effective and productive Board and Committee meetings.
Context:	Effective and productive meetings are reliant on participant readiness.
Responsibility:	Board, Executive and Committee members
<p>The following actions and activities to facilitate effective and productive meetings:</p> <ul style="list-style-type: none"> • Clearly defined purpose for meeting. • Agenda is organized and concise with estimated timelines and intended outcome for each item (e.g. decision, information). • Board establishes meeting dates at first meeting following Annual General Meeting of LSWC. • Executive Director prepares DRAFT Board or Committee Meeting Agenda for approval of Executive Committee and Committee chairs, respectively. • Board Meeting Agendas are sent out 10 working days prior to the Board meeting. • Board Chair has responsibility to ask if the Information items on the Agenda require Board discussion. If there are no items for discussion the Chair will ask for a motion to accept the information agenda items as indicating the Board has reviewed the report(s). <p>In Camera Meetings will:</p> <ul style="list-style-type: none"> • Summarize decisions of the Board by through detailed motions. • <i>In camera</i> meetings are limited to Board members unless exceptions noted in the motion. • Information and discussion are not recorded in detail in the minutes. • Matters discussed <i>in camera</i> are considered private and confidential and not the subject for external discussion as per Board Confidentiality Policy. 	

A.14 Decision Making
Purpose: To explain the processes the Board will use in its decision making.
Context: The LSWC Board has an obligation to its Membership to make careful and considered decisions. The Board therefore requires a clear policy for how the Board makes decisions.
Responsibility: Board and Committees
<p>The LSWC Board of Directors, all committees and working groups shall use the Consensus Decision-Making model outlined in the attached figure. Consensus decision-making is a process of reaching a decision that all participants can support. During the decision-making process, modifications to the original proposal being discussed may be made to reach a decision. Under a consensus decision-making model, it is understood that reaching a decision means that while not every participant may fully agree with the final proposal arrived at, they can support it. Consensus decision-making was selected as the LSWC’s model as it aligns with the Values of the LSWC, in that the process allows for all views to be heard and considered equally in the final decision.</p> <p>A quorum of voting-eligible Board members is required for decision making to take place at Board meetings. In the case of an even number of voting-eligible members, quorum is half of the total number plus one, and in the case of an uneven number of voting-eligible members, quorum is half of the total number rounded up to the next highest whole number. For example, in the case of 15 voting-eligible members quorum is 8, and in the case of 13 voting eligible members, quorum is 7.</p> <p>At each meeting of the Board, its committees, and its working groups, the elected Chair of the LSWC, or the chair of the committee or working group will state at the outset of the meeting that decisions will be made using the consensus decision-making process as outlined in the attached figure.</p> <p>Decisions that need to be made between Board or Committee meetings may be made by conference call, or through electronic means. The consensus decision-making process is followed under these circumstances as well.</p> <p>If using electronic means for decision making, there is an expectation that the Board Chair or committee chairs actively engage Board or committee members to fully participate in the decision-making process. Email messages should be flagged as important and include a read receipt flag to determine if Board members or committee members have received and opened the message.</p>

The Board Chair and/or Committee Chairs have a responsibility to actively engage members in Board business and should follow up with members they have not heard from at least once to invite them to participate. It is incumbent upon Board members and committee members to actively participate in any email-based process. Quorum in the case of email-based decision making will be determined based on the number of messages returned to the original sender stating that the recipient has read the message. Quorum details must be documented and filed at the LSWC office.

If using a conference call for decision making, quorum is determined in the same manner as for an in-person meeting.

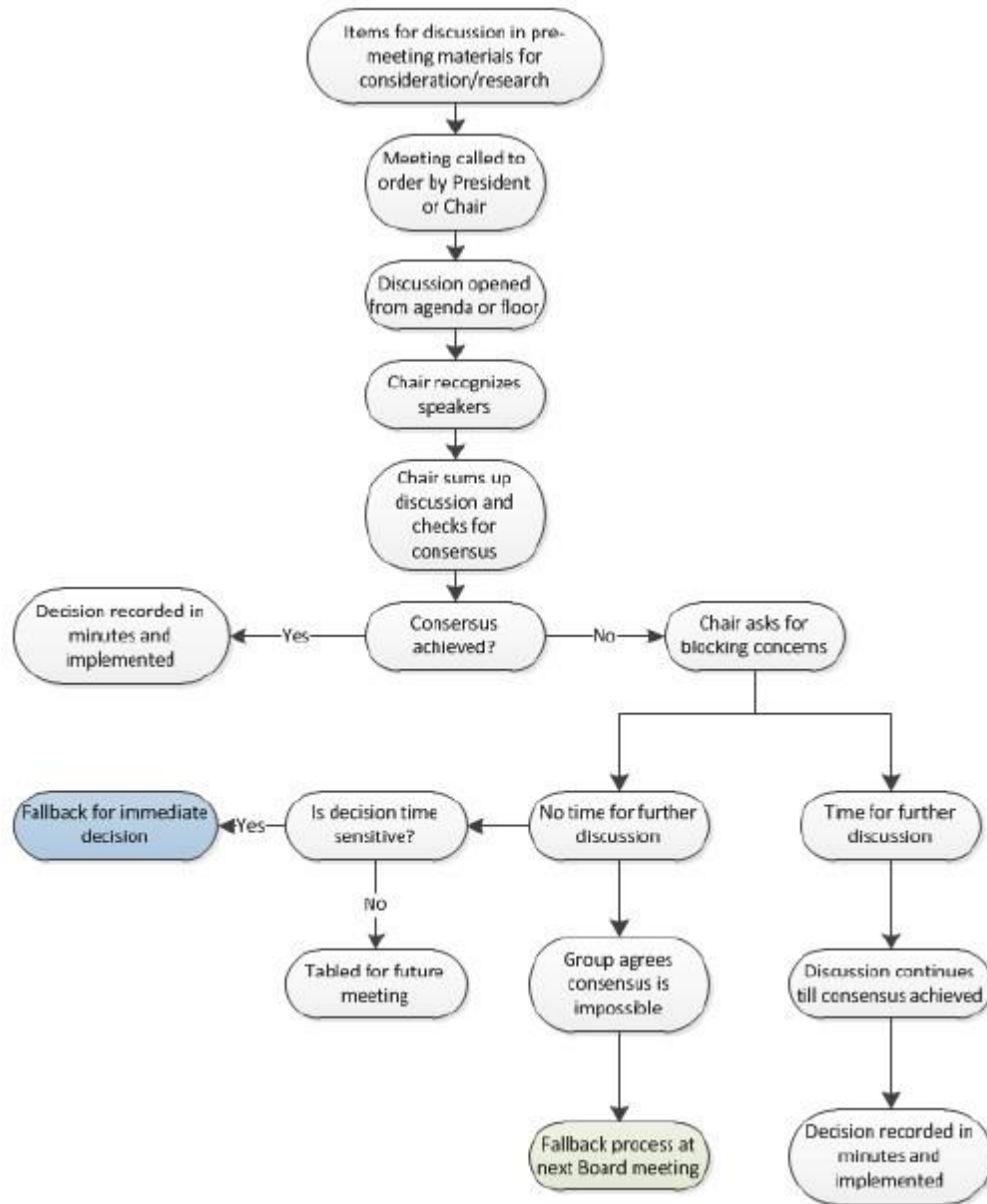
Board members and committee members are expected to definitively state their position on the decision at hand, or their silence will be taken as agreement with the proposal.

If the initial proposal is changed substantially from its original form, a final revised proposal should be circulated to the full Board or committee membership for review and final comment.

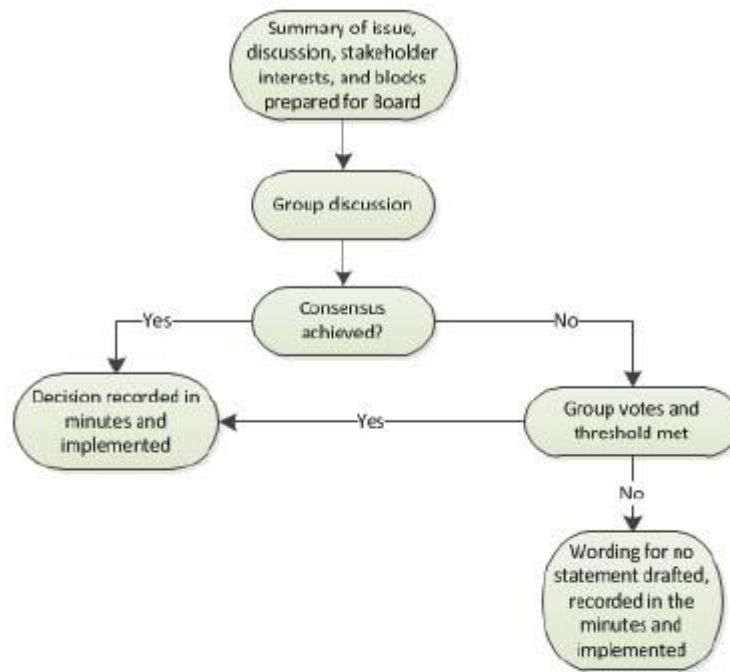
If decisions are made through electronic means, a record of the Board or committee members' decision must be documented and captured in a summary of the email exchanges accompanied by the various email exchanges between members. If decisions are made during a conference call, the voice votes of Board members or committee members must be captured in meeting minutes.

The LSWC Board and membership follow Robert's Rules of Order for conducting the business portion of the Board, AGM and any Special General Meetings. The prescribed rules of order may be changed by resolution by a two-thirds majority of the LSWC members present at a general meeting.

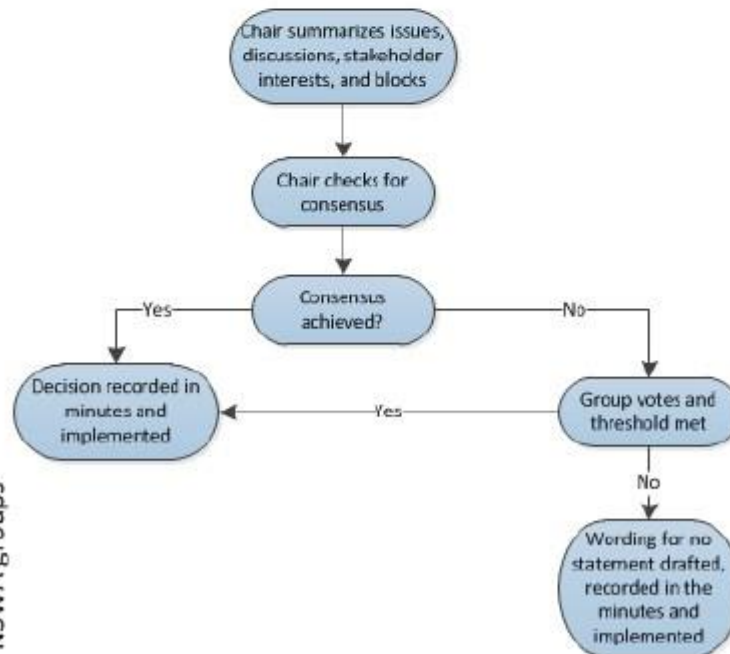
Consensus Decision Making Process



Fallback process for NSWA groups



Immediate decisions fallback process for NSWA groups



A.15 Delegation of Authority

Purpose: Delineate responsible agents who may act on behalf of the Board and the scope of financial authority to expend funds.

Context: The Board may delegate authority to an individual Director, Committee or employee. This delegation should be documented and clearly outline what the scope of the authority is.

Responsibility: Board and Executive Committee

Board of Directors:

- Makes decisions on all governance and policy matters of the LSWC
- Report to the LSWC Membership
- May delegate decision-making powers to committees by motion
- May not delegate major decisions including setting and approving strategic and operational plans, setting and approving the annual budget, approving financial reports, setting and approving policy (these are Board responsibilities)
- Authorized to delegate specific authority and responsibilities to the Executive Committee and Executive Director only (not to other staff).
- Individual Board Members do not delegate to the Executive Director, other staff, committees or volunteers unless under special circumstances authorized via a motion by the Board.

Executive Committee (Chair, Vice Chair, Treasurer, Secretary):

- Reports to Board of Directors
- May delegate authority and responsibility to the Executive Director
- Any two of Chair, Vice Chair, Treasurer, Secretary or Executive Director are authorized to sign on all financial and legal documents,
- Any of the Executive Committee are authorized to sign correspondence on behalf of LSWC Board

Standing Board Committees (Executive)

- May delegate tasks to the Executive Director
- Report to Board of Directors

Executive Director

- Authorized to interpret and implement Board approved policies and strategic/operational plans
- Authority to manage the day to day business of the LSWC according to the Board approved budget and work plan
- Reports to Board of Directors on responsibilities directly delegated by Board

- Reports to other committees on status of responsibilities delegated by committees
- Acts as advisor to the Board, all committees and working groups • Manages and delegates tasks to staff, and volunteers

Expenditure Authorization: The Executive Director will make or approve all purchases. No purchase agreement or award will be made unless the cost is included in the Board approved annual budget. See policy on *Procurement/Contracts* for contract limits and process for approved funds.

- Unbudgeted items less than \$5,000 do not require Executive Committee or Board approval but should be noted in financial reporting updates.

A.15.1 Executive Committee

Purpose: To provide leadership and oversight to ensure the LSWC operates effectively and achieves its vision, mission and goals.

Context: Committees have advisory functions to the Board. Their roles are delegated by the Board.

Responsibility: Board and Executive Committee

Duties and Responsibilities

- Provides oversight of the operations and affairs of the LSWC Society, Board and Organization.
- Provides guidance and delegates responsibilities to the Executive Director (ED) and monitors progress on operational and strategic goals of the LSWC.

Authority

- A Standing Committee of the LSWC Board.
- The Committee makes decisions consistent with the LSWC vision, mission, strategic goals and directions given by the Board.
- The Committee may delegate authority and responsibility to the Executive Director.
- Provides authorization to the ED to spend funds over \$5,000
- Any two of the Chairman, Vice-Chairman, Treasurer or ED are authorized to sign on all financial and legal documents.
- Any of the Executive Committee are authorized to sign correspondence on behalf of the LSWC Board.
- The Chair, or a delegate, is the official spokesperson of the Board.

Actions

- In accordance with Board Direction, works with ED in establishing Board meeting agendas.
- Holds regular meetings and oversees all LSWC operational business matters in collaboration with the ED.
- Evaluates and recommends for Board approval initiatives and projects outlined in the Strategic Plan and Annual Work Plan.
- Evaluates and recommends for Board approval expenditures in accordance with the approved Annual Budget.
- Monitors progress against the strategic plan and annual work plan.

A.15.2 Governance Committee

Purpose: To ensure effective and efficient Board governance of the Lesser Slave Watershed Council (LSWC)

Context: Committees have advisory functions to the Board. Their roles are delegated by the Board.

Responsibility: Board and Governance Committee

Duties and Responsibilities

- Maintains a governance manual to guide LSWC Board governance.
- Recommend governance options to achieve LSWC's mission and vision.

Authority

- Committee provides advise to the LSWC Board if committee is active.

Actions

- Provide recommendations to the Board on the Governance Committee Terms of Reference.
- Provide recommendations to the Board regarding Society governance including society and Board membership, policies, Board procedures and Bylaws.
- Recommend policies and other related governance content for the LSWC Governance Manual.
- Review annually and make recommendations for any changes in Board governance or actions regarding statutory obligations.
- Gather and/or carry out research on non-profit Board governance best practices to inform recommendations to the Board on governance matters.
- Obtain and consider Board members' recommendations regarding Board governance.

Membership

LSWC Board Members – (3-6)

Meetings

Meetings held a minimum of 1 time a year.

Renumeration

None.
Expenses will be covered (mileage, accommodation, meals, travel) with prior Board approval.

Reporting and key dates

Report to the Board twice a year:

- Prior to the AGM to provide an update on compliance to the Board liability checklist.

	<ul style="list-style-type: none"> • Prior to the Board Strategic Planning Meeting to provide recommendations related to governance issues that should be addressed in the upcoming years.
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A.16 Board Communications and Authorized Spokespersons	
Purpose:	Establish effective strategies and guidelines to allow LSWC to communicate clearly with one voice to all members, stakeholders and partners.
Context:	A communications policy and plan allows the organization to develop a coherent, clear message that ensures understanding of LSWC's role and mandate by all members and partners of the LSW Council.
Responsibility:	Board and Executive Committee
<p>Board communications strategy is developed by the Executive Director with advice and guidance of the Board of Directors. The Executive Director will ensure the strategy considers all means of communications focused on the various audiences of the LSWC. The communications plan will be included as part of the operational plan approved by the Board on an annual basis.</p> <p>Note that communication includes messaging developed for internal (members) and external (stakeholder and partner) groups as well as the collection of information from stakeholders to ensure the society is meeting expectations.</p> <p>Authorized Spokespersons</p> <p>Authorized spokespersons for the LSWC utilize the:</p> <p><i>LSWC's Guidelines</i></p> <ul style="list-style-type: none"> • LSWC Vision, Mission and Values • LSWC Board Policies on Advocacy, Code of Conduct and Confidentiality <p>The Executive Director speaks on behalf of the LSWC as an organization. The Executive Director may direct a staff member to do this or ask the chairman or another Board member if unavailable or appropriate.</p> <p>The Chairman, or Vice-Chairman in the Chairman's absence, speaks on behalf of the LSWC Board, and may appoint a delegate as the Board's spokesperson.</p>	

A.17 Ownership of Information	
Purpose:	To define ownership of intellectual property and all other work produced by and for LSWC.
Context:	Information generated for LSWC in any way shall remain the property of LSWC.
Responsibility: Board and Committees <p> The Board of Directors, Staff and Volunteers embrace the Values of the LSWC which include openness and transparency. </p> <p> Based on these principles, the LSWC advocates to make public all of its reports and to share data where possible. However, depending on who is funding the work, there may be restrictions on its further dissemination and/or use by the LSWC. On the recommendation of the Executive Director the LSWC Board will decide if it will partner with an organization that has information sharing restrictions. </p>	
<p> Certain data collection, especially where it concerns a person’s private or proprietary information or location-specific data may need to remain confidential, based on what has been agreed to by all parties involved prior to commencement of the project. (see <i>B.9 Board Member Confidentiality Policy</i>). </p> <p> LSWC shall retain copyright (if applicable) and ownership of all reports, publications, information and other documents produced for the LSWC by staff, volunteers, Board members, and contractors unless otherwise agreed to in writing by LSWC Executive Director. </p> <p> The LSWC asks that anyone using LSWC generated information such as reports, images, whether in hardcopy or digital format, or from the internet via the LSWC website, Facebook, Twitter, etc. cite the LSWC as author of those materials. </p>	

A.18 Board Advocacy

Purpose: To define the process by which LSWC will advocate on certain matters.

Context: Advocacy can take many forms, but in general must be discussed with the Board and agreed to prior to the advocacy taking place.

The LSWC advocates for broad based watershed management, it does not advocate for individual watershed-related issues, such as specific development of a landfill, industrial site, or housing development. It can speak broadly to those issues by making recommendations in a watershed management plan based on the following guidelines:

- The LSWC carries out its advocacy work based on the Vision, Mission, Purpose and Business of LSWC.
- The LSWC is politically non-partisan.
- The LSWC shares and receives advice with and from a broad range of sectors and stakeholders and public including all levels of government regardless of political orientation.
- The LSWC collaborates and supports any group, agency or individual that supports our Mission and Purpose.
- The LSWC provides and seeks information/data that is:
 - current and accurate
 - peer reviewed or at peer reviewable quality
 - objective and complete
- Where there is conflict in information or data, the LSWC seeks clarity or resolution. If this is not possible the LSWC states all perspectives the information/data provides and may choose to make recommendations with reasons for the choice given.
- The LSWC stays within its area of expertise. It does not take official positions on environmental concerns, even those which may be extremely important and related to the work of the LSWC, if it does not have particular expertise on these issues.
- The LSWC follows due process ensuring that the Board of Directors, Executive Committee and subject matter experts of the LSWC are properly consulted and approve the substance and strategy on major advocacy concerns (see below).
- The LSWC does not advocate causes or positions without having met all the other conditions listed above.

For an advocacy motion to pass and be considered by LSWC:

- Consensus by the Board must be achieved or at least 75% of the Board members must vote in favour, e.g. 11 of 15 voting members.
- If this is outside of a regular Board meeting the Chair will attempt to call an additional meeting or organize a conference call to allow discussion. If this is not possible the Chair may request a vote by electronic means.
- If the motion is provided by electronic means, votes must be cast within a maximum of 7 days from notice of the motion. A non-response from a Board member will be noted as an abstention. An abstention is neither a vote in favour nor against a motion.

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
<p>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.</p> <p>General Information & Eligibility</p> <p>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:</p> <ul style="list-style-type: none"> • 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) <p>Reimbursed Travel Expenses</p> <p>All travel expenses will be properly documented (i.e. receipts or other proof of payment are required for all expenses).</p> <p><u>Conferences and/or courses</u> (pre-approval required from Executive Committee):</p> <ul style="list-style-type: none"> • 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. <p><u>Flights</u> (if necessary):</p> <ul style="list-style-type: none"> • It is the responsibility of the Board member (or alternate) to book their own flights. Air travel shall be in coach or economy only. <p><u>Meals:</u></p> <ul style="list-style-type: none"> • 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.

A.20 Honoraria	
Purpose:	Establish guidelines for the use of Honoraria by LSWC.
Context:	Honoraria is a payment given for professional services that are rendered nominally without charge.
<p>An honorarium is a one-time, small token of recognition showing appreciation by the LSWC to an individual performing a limited service as approved by the Executive Committee. The Executive Director does have the ability to compensate a speaker at a forum or conference. It is not a payment to compensate individuals for their time or expense. LSWC prefers to contract services whenever possible and as such Honoraria should rarely be used.</p> <p>Where the amount of the honorarium is more than a token (\$200.00 CDN), it can be interpreted by Canada Customs and Revenue Agency as unreported wages. Use of honoraria outside of the specific situations set out above may be construed by Canada Customs and Revenue Agency as the LSWC assisting an individual in tax avoidance. This leaves the LSWC, and potentially those initiating the request, open to significant fines.</p> <p>Guidelines:</p> <ul style="list-style-type: none">• A member of the LSWC Board or one of its committees cannot receive payment for work that is a regular part of his/her duties as a member of LSWC.• If the intent is to compensate individuals for the time and work spent on a project, the Board will handle the payment as a contract.• The decision to pay an honorarium to or to enter into a contract with any LSWC member must be in compliance with the LSWC Bylaws.	

- The proposal to pay an honorarium for a specific task must be outlined in a motion and voted on by the Directors of the LSWC Board. Such a vote may occur at a regular Board meeting or may be carried out electronically.

A.21 Personal Gift Acceptance

Purpose: To establish guidelines for the acceptance of personal gifts.

Context: Although Board members may receive personal gifts from individuals, organizations or companies, LSWC must not endorse, or be perceived to endorse specific companies. The acceptance of such gifts must be in alignment with the *Board Member Conflict of Interest* policy.

Responsibility: Board and Executive Committee

Individuals are expected to act with integrity, common sense, courtesy, and good judgment, and to recognize that acceptance of personal gifts from those doing or seeking to do business with LSWC can give rise to legitimate concerns about favoritism or influence.

Promotional items may be freely accepted. Good judgment should be exercised regarding the wear/use of such items while acting as an LSWC Board member.

A.22 Board Self Evaluation

Purpose: To establish guidelines for the LSWC Board to evaluate its own performance.

Context: Based on the Liability Checklist provided below.

Responsibility: Board and Executive Committee

An annual survey (electronically) of LSWC Board members will be conducted to ensure that Board members are familiar with their obligations and also that Board meetings/functions are meeting Board member expectations. This survey will be based in part on the liability checklist (<https://open.alberta.ca/publications/Board-development-roles-andresponsibilities-of-not-for-profit-Boards>).

The following questions will be asked annually with a 5-point rating system - Strongly Disagree (1), Disagree (2), Neither Agree or Disagree (3), Agree (4), Strongly Agree (5) – will be used.

1. I am familiar with my obligations as a Board member as outlined in the LSWC Board Governance Manual (including the liability checklist).
2. Over-all I am satisfied with how the LSWC Board is operating at a Governance driven Board.
3. The combination of information covered by the Board update reports and during Board meetings provides enough detail to ensure that the LSWC Board can meet its responsibilities and accountabilities.
4. Board meetings are run in an effective manner.
5. As a Board member I have been provided with adequate opportunities to provide input.
6. Board meetings are run in a manner that allows for input from all Board members.
7. The make-up of the Board includes appropriate representation from all sectors.

Additionally, the following open-ended questions will be asked on the annual survey as well.

1. From your perspective as a Board member, what have been the highlights of LSWC's work over the past year?
2. From your perspective as a Board member, what aspects of the Board operations/function are working well?
3. From your perspective as a Board member, what aspects of the Board operations/function need to be improved?
4. Please provide any additional comments.

The Executive Committee will review the inputs from the survey and follow up will occur with the Board when any rating is below "Agree (4)".

B.1 Human Resources – Executive Director	
Purpose:	Delineate the role of the Executive Director
Context:	The Executive Director position is the LSWC operations leader in design and delivery of the LSWC operations as well as forward looking. The Resignation or termination of an institutional leader can challenge the credibility of LSWC as much as it can be destabilizing.
Responsibility:	Board and Executive Committee
<p>Oversight of human resources is a key responsibility in the mandate of the LSWC Board because of its impact on LSWC’s ability to deliver its mission.</p> <p>The Board of Directors:</p> <ul style="list-style-type: none"> • Is responsible for the oversight and strategic direction of the day to day operations of the organization and has legal fiduciary role as stewards of LSWC investments. • Is responsible for all aspects of the relationship with the Executive Director, who is the chief staff person reporting directly to the Board. Board responsibility includes selection and hiring, support and performance management, succession planning and replacement of Executive Director. • Establishes the compensation direction of LSWC and is directly responsible for setting the compensation of the Executive Director. • Is responsible for overseeing the policy framework which governs all the organization’s human resources. • Is responsible for understanding what obligations and liabilities the organization has regarding its employees and other service providers, including volunteers and contractors, and should satisfy themselves that these obligations are being met. 	

B.1.1 Board - Executive Director Relationship	
Purpose:	To clearly define the relationship between the Board and the Executive Director.
Context:	In a Policy Making Board, the Board sets the direction of the organization through its policies. Typically, the Board will hire an Executive Director to implement these policies and deal with the day to day operations of the organization.
Responsibility:	Board and Executive Committee

The Board, or Executive Committee:

- has one employee which is the Executive Director
- develops and approves a position description for the Executive Director
- recruits and approves the hiring of the Executive Director

The Board, or Executive Committee, and the Executive Director:

- sign a formal agreement of employment
- provides direction and guidance to the Executive Director through approved policies, strategic plans, operational plans and budgets.
- develops and evaluates a performance agreement with the Executive Director annually.

The Executive Director:

- Uses the Executive Director position description and approved Board policies, strategic plans, operation plans and budgets to implement the day to day business of the organization.
- Develops and implements staff human resources policies and an occupational health and safety management framework that follows all applicable legislation and regulations.
- Manages staff organizational structure, position descriptions and performance planning.
- Manages staff salary and benefits framework within the constraints of the organizations approved strategies and budgets.
- Is responsible for the recruitment, hiring and termination of all staff and contractors.

B.1.2 Executive Director Position Description

Purpose: To describe the Executive Director position description requirements.

Context: The Executive Director position is the only employee of the Board and requires an up to date position description to outline their major responsibilities.

Responsibility: Board and Executive Committee

The Executive Director is responsible for enabling the achievement of the LSWC's mission, vision and strategic objectives as guided by LSWC Board of Director's policy and direction. The Executive Director is responsible for the day-to-day operations of the LSWC including governance, administration, finances, partnerships and communications.

Supervision

The Executive Director reports directly to the LSWC Board of Directors, through the Executive Committee.

Detailed Position Description

The Executive Committee is responsible for ensuring a position description is current and aligns with the LSWC vision and mission as well as the purpose and strategic direction of the organization. The description should include:

- A general description of the position role
- A section on authority and accountabilities
- A list of detailed job responsibilities
- An outline of core competencies such as education, experience and skills required to do the job effectively

This position description shall be used for recruiting, hiring and assessing performance of the Executive Director.

Remuneration

The Executive Director is a salaried position and paid commensurate with qualifications of the individual as recommended by the Executive Committee and approved by the Board.

B.1.3 Executive Director Employment Agreement

Purpose: To describe the key parameters to include in the Executive Director Employment Agreement.

Context: The Executive Director position is an employee of the LSWC Board and requires a legal agreement to outline the terms and conditions of employment.

Responsibility: Board and Executive

The Executive Director is the face of LSWC and reports directly to the Board through the Executive Committee. Their working association is described in the employment contract for the benefit of both parties. The agreement should include sections on:

1. **Adaptive management** – structure and stability start from the top. By their very nature, NGO's typically have more fluid human resources structure. This fluidity in human resources challenges the continuity of program design and delivery in support of the LSWC Mission. A contract creates an accountability mechanism.

2. **Scope of expectations and responsibility** – describes the extent of key responsibilities and allocation of time.
3. **Succession Planning – transitioning** – Contract to include notice provisions by either the incumbent or the Board. Enables management of employment separation to permit application of contingencies to be put in place.
4. **Performance Expectations and Feedback** – provision for structured annual review for dialogue and feedback on current and projected expectations.
5. **Delegation and Risk Management** – Delineates scope of authority and accountability.
6. **Dispute Resolution** – mechanism for the Board and Executive Director to formally address conflicts.
7. **Recruitment.** A legal agreement helps to attract the best possible candidates for the leadership role and provides a mechanism for the Board and Executive Director to build a strong working relationship and achieve outcomes beneficial to both parties.

Current Executive Director position description will be available to Directors in the Dropbox share folder

B.1.4 Executive Director Performance Evaluation

Purpose: Define key parameters to be used as the basis of an Annual Performance Evaluation of the Executive Director

Context: The Executive Director acts on behalf of the Board to achieve the mission and vision of the Society by conducting the day to day operations of the organization. The Executive Director is the sole employee of the Board and therefore requires regular feedback and guidance on their performance.

Responsibility: Board and Executive Committee

Introduction

The Executive Committee is responsible for ensuring LSWC operations support the Strategic Direction and operational objectives set out the by the Board. The Executive Director will collaborate with the Executive Committee in preparing an Operational Plan and Budget and setting out performance expectations attached to delivery of the plan.

The operational cycle of the LSWC is April 1 to the following year's March 31st. The Board reports annually to the Society membership at the AGM on outcomes attributed to the prior and succeeding years operational programs. The Executive Director is accountable for delivery of the operational program and an integral element of their success is dependent on

clear delineation of expectations and evaluation of performance.

Performance measures enable LSWC to report on performance as well as discover changes the organization needs to make to improve overall organizational performance. Performance management is directly linked to LSWC's mission and vision and is important to assess how efficiently and effectively LSWC is using its limited resources. Performance measurement of the Executive Director is an iterative process that will be reviewed annually and is linked to LSWC's Strategic Planning and Priority setting.

As set out in the LSWC Strategic Plan, the performance of the Executive Director will be measured using the goals, strategic actions and indicators outlined in the Plan. The end product should focus on describing what parameters would best describe whether progress has been made. They include:

- Description of measurable expectations
- Consideration of weighting -not all expectations are equal – some are more important than others

The Employment Contract provides a full list of responsibilities set out for the Executive Director in their position description and employment agreement. Assessment includes as much an examination of outcome as ensuring an operational readiness to achieve the mission of LSWC. Examination of effectiveness as the efficiency of resources used to achieve outcomes. Measures should be: Specific, Measurable, Attainable, Realistic and Timely (SMART).

A Performance Management Plan should include sections related to the Executive Director position key responsibilities such as:

- Board Governance
- Administration and staff
- Technical Program and Studies
- Communication and Engagement

Objectives should be established for each – keeping to items that make a difference, are realistic and can be measured. Measures should be set for each objective such as:

- Number of meetings with specific entities critical to achieving operational outcomes
- Participation of municipalities
- Participation of members in communications and engagement
- Participation and diversity of public and municipalities in forums
- Process improvements
- Operations delivery time improvements
- Index of program output versus program costs
- Operating costs per employee
- Number of key administration process improvements
- Percentage of revenues spent on administration
- Administration expense as percentage of total expenses

- Employee satisfaction
- Financial funds raised efficiently and effectively
- Grant proposal success rate
- Percentage of revenues spend on fundraising activities
- Fundraising expense as percentage of total expenses

B.2 Human Resources – Staff and Volunteers

Purpose: To provide guidance on the management of staff and volunteers of the LSWC.

Context: Although the Board delegates the day to day operations of the organization to the Executive Director, they have the responsibility to ensure that appropriate policies and procedures are in place to manage the organization's risks related to the employment of staff or use of volunteers.

Responsibility: Board, Executive Committee and Executive Director

The Board will ensure that there are appropriate human resources policies and procedures in place for staff and volunteers. (LSWC staff handbook 2019) The policies shall meet all applicable federal and provincial legislation and regulations and be reviewed periodically to ensure effectiveness and appropriateness. Examples include Human Resources and Occupational Health and Safety Manuals.

The Board will ensure that there is appropriate insurance coverage for LSWC staff including Worker's Compensation Board coverage and general liability insurance. The Town of High Prairie administers the LSWC's payroll, pays CPP, EI, WCB and invoices the LSWC for the employer expenses.

B.2.1 Human Resources

Purpose: To outline the requirements for human resources policies for LSWC staff.

Context: The LSWC employs staff to manage the day to day operations of the organization and implement the strategic direction of the Society and Board. It is important that there are appropriate human resources policies in place that reflect legislative and regulatory requirements as well as generally accepted employment practice.

Responsibility: Board, Executive Committee and Executive Director

The Executive Director will ensure that there are appropriate human resources policies in place that reflect legislative and regulatory requirements as well as generally accepted employment practice.

At a minimum the following policies shall be addressed:

- Employment Standards
- Recruitment and Selection
- Orientation
- Performance Appraisals
- Confidential Information & Intellectual Property
- Health and Safety
- Harassment
- Discipline process
- Grievance process
- Hours of work and overtime
- Statutory Holidays & Vacation
- Leave provisions such as sick days
- Compensation & Benefits
- Training and Development
- Resignation , Lay-off, Termination

B.2.2 Occupational Health and Safety

Purpose: To outline the requirements for human resources policies for LSWC staff.

Context:	The LSWC employs staff to manage the day to day operations of the organization and implement the strategic direction of the Society and Board. It is important that there is an appropriate occupational health and safety framework in place to address the hazards of the policies in place that reflect legislative and regulatory requirements.
The LSWC:	
<ol style="list-style-type: none"> 1. Values the safety and well being of our employees, contractors and the public 2. Safety goal is that no one gets hurt serving the LSWC 3. Complies with all regulatory requirements and pursue best practices and standards for safety 	
Responsibility: Board, Executive Committee and Executive Director	
The Executive Director will ensure that there are appropriate occupational health and safety management system in place to address the hazards of the policies in place that reflect legislative and regulatory requirements.	
The LSWC looks to government and industry standards for best practices and approaches for safety program development and seeks expert advice as necessary to ensure the program is adequate.	
A good reference for OHS management systems is: <i>Building an Effective Health and Safety Management System</i> (2018) developed by the Alberta Government.	
The Executive Director will report to the Board annually on indicators of the safety program effectiveness (e.g. annual improvement plan, incident reports, training, etc.)	

B.2.3 Volunteers	
Purpose:	To outline the requirements for human resources policies for LSWC staff.
Context:	The LSWC may use volunteers to help deliver its programs and services such as at educational forums, outreach activities or office duties. It is important that there are appropriate policies and safety procedures in place That reflect legislative and regulatory requirements as well a generally accepted employment practice.
Responsibility:	Board and Executive Committee
The Executive Director will ensure that there is a process in place for the orientation and supervision of volunteers. Volunteers will be required at a minimum to follow the human resources and occupational health and safety policies and procedures used by LSWC staff.	

B.3 Financial Management	
Purpose:	To establish policies that ensure appropriate management and oversight of the LSWC financial affairs.
Context:	The section provides a brief overview of financial management and over-sight of the LSWC. Specific policies are detailed in the subsequent financial policy sections.
<p>The LSWC follows generally accepted accounting principles, specifically the Canadian accounting standards for not-for-profit organizations (ASNFPPO), of accrual-based accounting to manage the financial affairs of the society. Annual budgets are prepared, and financial reporting is used to track progress against the budget during the year. The fiscal year for the LSWC is April 1 to March 31 as this aligns with the fiscal year of the Government of Alberta, the principal funder of the LSWC through the Water for Life Program.</p> <p>The Executive Director manages the day-to-day financial transactions of the LSWC. The Board, Executive Committee and Finance Committee provide oversight of LSWC finances. They recommend and approve the budget and any major financial transactions.</p> <p>An independent certified accountant shall conduct a financial review engagement of LSWC financial books and prepare a financial statement on an annual basis. The accountant shall be appointed by the membership at the AGM.</p> <p>There shall be either a paper or electronic record for every LSWC transaction – either funds paid or funds received. Paper financial records (invoices, cheques, receipts for payments, bank statements, credit card statements,) shall be maintained in the LSWC archives for at least seven years as printed hardcopy. Electronic records shall be maintained by the LSWC for at least seven years.</p> <p>The LSWC shall use an accredited or certified accounting software (i.e. QuickBooks or other product) to track and manage the LSWC finances.</p> <p>Detailed accounting procedures shall be maintained and updated by Executive Director and reviewed and approved by the Executive Committee and Board on an annual basis.</p>	

B.3.1 Budgeting	
Purpose:	To establish the process of preparation, review and approval of the annual operating budget of the LSWC.
Context:	The annual operating budget governs how general funds are to be managed for general operation of the LSWC. It is separate and distinct from the management of funds associated with the specific projects financed through target project grants. Those funds are managed separately as per requirements specified by the granting agency.
Responsibility: Board, Executive Director	
<p>General</p> <p>An annual general operating budget is prepared, reviewed and approved for the fiscal year April 1 to March 31. The budget is based on the Annual Operating plan and guided by the LSWC's 3 year strategic plan. The budget is comprised of bottom-up estimates of major categories of revenues (i.e. GOA Grant funding, municipal contributions) and expenditures (staff salaries and benefits, office space lease, etc.).</p> <p>Annual Budget Process</p> <p>The Executive Director produces a draft of the budget in consultation with Executive by the end of February.</p> <p>The Board approves the budget, as presented or as amended.</p>	

B.3.2 Banking	
Purpose:	To ensure that that there are clear and transparent procedures and appropriate controls for managing funds and cash flow through the LSWC bank accounts
Context:	LSWC funds are divided into funds for general operation of the society and targeted funds intended for execution of specific projects funded through specific grants
Responsibility: Executive Director	
The LSWC will maintain a business bank account through a recognized major banking	

institution (Alberta Treasury Branch as of February 2019). The bank accounts shall consist of a Operational Account wherein funds and transactions related to the general operation of the LSWC will be managed. The Projects account shall contain all other funds allocated to projects and non-operational expenses. The bank accounts shall be set-up with at least two signing officers. The signing officers will include the Executive Director and the Board Chair, Vice Chair, Treasurer and Secretary. The account administrator shall be the Executive Director.

All non operational funds received by the LSWC for whatever purpose, shall be deposited into the Projects account. Operational funds received from the Government of Alberta will be deposited into the operational account.

Transfer of funds from the operational or project account shall be done only as follows:

- A cheque from the operational or project account that is signed by any two of the signing officers. The cheque will be written against an invoice received by the payee. All records of cheques and invoices will be maintained as per the financial record retention policy.
- A LSWC Credit Card may be used to pay for smaller expenses or vendors that prefer credit payments (i.e. rent, insurance, photocopying, etc.) One card will be issued for use through the Executive Director. The card daily and monthly limits will be set as low as possible but also allow for regular LSWC transactions. The LSWC monthly financial report will show monthly credit card transactions.
- Payments from petty cash. Petty Cash will be maintained in a lock box in the LSWC office and the amount in Petty Cash will be limited to \$150 at any one time. The Executive Director shall review payments from Petty Cash at least every quarter.
- LSWC will accept payments into its accounts by the following methods
 1. Cheque
 2. Cash
 3. Direct deposit

B.3.3 Signing Officers

Purpose: To establish guidelines for signing authorities for the LSWC

Context: Under LSWC Society Bylaw the Board of Directors will conduct business and make decisions on behalf of the LSWC membership.

Responsibility: Board and Executive Committee

The signing authorities for the LSWC can be held by the following positions: Chairman, Vice Chairman, Treasurer, Secretary, Executive Director

- All cheques require two authorized signatures irrespective of the dollar amount
- Except where delegated by the Board, any legally binding document and /or contract require two authorized signatures
- Contracts require the signature of the Executive Director only (refer to policy on *Delegated Authority*)
- Any of these positions have the authority to sign correspondence on behalf LSWC as outlined in the Board Communications and Authorized Spokespersons policy (refer to policy on *Communications and Authorized Spokespersons*)
- Signing authorities are to be reviewed and updated annually following the LSWC AGM.

B.3.4 Financial Reporting	
Purpose:	To establish procedure for providing regular updates on the status of LSWC finances to the Board
Context:	Financial reports are internal documents intended for LSWC Board and not for external agencies
Responsibility:	Board, Executive, Treasurer, Executive Director
Reports on the status of the LSWC finances will be prepared for each Board of Director meeting and provided to the Board as information.	

B.3.5 Financial Statements	
Purpose:	To establish the process for a financial review engagement of the LSWC's year end financial statement by a duly qualified accountant.
Context:	A financial review engagement report of the LSWC's financials are required by Corporate Registry as per the Alberta Society Act and LSWC Bylaws.

Responsibility: Executive

Independent Auditor's Report o LSWC'S Financial Statements Process

A duly qualified accountant, for the process set out below, is recommended as the auditor by the Executive to the Board.

The LSWC annual financial statements undergo a review engagement process by a certified general accountant at the completion of each fiscal year (fiscal year April 1 to March 31).

The following is from LSWC Financial Statements Year Ended March 31 and outlines the responsibilities for the LSWC and the Auditor, and the objectives for carrying out the Independent Auditor's Report:

"The certified general accountant audits the statements of operations, changes in fund balances and statements of cash flow for the year then ended for the LSWC, and prepares a summary of significant accounting policies and other explanatory information.

LSWC'S Responsibility for the Financial Statements

The Executive Director is responsible for the preparation and fair presentation of these financial statements in accordance with Canadian accounting standards for not-for-profit organizations, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Accountant's Responsibility

(The Auditor's) responsibility is to express an opinion on the financial statements based on the audit. Audits are conducted in accordance with Canadian generally accepted auditing standards. Those standards require the auditor to comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

The objective of the Annual Financial Review Engagement is to determine that the financial statements present fairly, in all material respects, the financial position of the LSWC at fiscal year-end, March 31, its financial performance and its cash flows for the year then ended in accordance with Canadian generally accepted accounting principles. Typically, the LSWC Board Chair and Treasurer sign the final Financial Review Engagement.

B.3.6 Procurement / Contract Services

Purpose: To establish standards and guidelines for the procurement of services to ensure that they are obtained as economically as possible through an open and competitive process, and that contracts are managed with good administrative practices and sound business judgment.

Context: The LSWC often uses the services of contractors or consultants to run the day to day operations of the organization such as accounting, legal, communications and human resources needs. The LSWC also uses contractors and consultants to conduct project specific project management, facilitation and communications technical studies.

Responsibility: Board, Executive and Executive Director

General Principles

Procurement is broadly defined as the overall function of acquiring goods and services.

Purchasing means the process of ordering and receiving the good or service.

LSWC procurement and purchasing will follow these general principles:

Conflict of interest: No Director or employee will participate in a purchase where they, or a family member, have a direct financial interest in the vendor, unless specifically approved by the Board. No Director or employee will solicit or accept anything of significant value as a gift from a vendor or potential vendor.

Cost Effectiveness: Quotations and proposals will be evaluated by the Executive Director to determine the best overall value to the LSWC for the cost quoted or proposed. This means that the LSWC will not necessarily accept the lowest quote or proposal. The criteria for selecting the vendor(s), the quotations received, and the evaluation will be documented for all purchases over \$10,000 including professional services.

Preferred Sourcing: In purchase evaluations the LSWC will include a preference for sourcing goods and services within or closest to the Lesser Slave Watershed and from environmentally and socially responsible vendors (e.g. products from reused and/or recycled materials, those produced with renewable resources, minimal water use, minimal air pollution, conditions where workers are treated fairly and equitably and receive a fair wage, animals are not mistreated, abused or tortured).

Sole Sourcing: some projects or contracts may span several years and if the LSWC has begun a project with a particular contractor they may extend the existing contract in to a new fiscal year without advertising the contract publically.

Competition: LSWC will utilize competition to ensure it receives good value when procuring

goods and services, including professional services. However, cost quotations or proposals may be requested from a single or small number of vendors when justified by time constraints, limited availability, or when under a certain dollar value.

Expenditure Authorization: The Executive Director will make or approve all purchases. No purchase agreement or award will be made unless the cost is approved by the board.

External Requirements: LSWC will meet the specific procurement conditions attached to any external funding. However, where the Executive Director determines that this cannot reasonably be done, the Executive Committee will provide direction.

Vendors: The Executive Director will recommend, with justification whether sole sourcing, preselected vendors, or open competition will be used. To make this recommendation the Executive Director may widely circulate a Request for Qualifications to determine the level of interest and availability of potential vendors.

Procurement/Contract Limits and Process for items within the Board Approved Budget

Contracts Less than \$10,000:

Cost quotations or proposals may be requested from a single or small number of vendors.

Contracts Between \$10,000 and \$50,000:

Obtain at least three detailed, written quotes

Professional (Consultant) Services over \$50,000:

Require a Request for Proposal process with defined terms of reference and a scored proposal evaluation. The Executive Director will provide the terms of reference for review by the Executive Committee.

Terms of Reference:

A detailed Terms of Reference for the services required will be prepared and will include:

- The purpose, objectives and goals
- Resources needed including expertise, experience, and equipment
- Deliverables and their format
- Timeline
- Any information or other resources to be supplied by LSWC
- Special conditions, if any
- Any other requirements or information which will assist potential vendors in understanding and providing the required services to LSWC

Proposal Evaluation:

Compare and rate or score each proposal against a set of weighted evaluation criteria, including cost, developed for the specific procurement. Unless previously directed otherwise by the Board, the Executive Director will award the work to the proponent submitting the

best proposal.

Grants

Grants may have specific requirements with respect to procurement process. If these are significantly different from the LSWC policy, the Executive Director will seek the advice of the Executive Committee. Otherwise the process outlined in the LSWC policy will be used.

B.3.7 Project Grant Management

Purpose: To set the policies for management of targeted grant funds related to specific projects

Context: LSWC may apply for grants to fund the specific projects. These targeted grant funds are managed separately from the funds for general operation of the society

Responsibility: Board, Executive and Executive Director

Project Grant Applications

The Executive Director has the authority to apply for grants for projects that align with the Strategic Plan

Proposal Evaluation:

Compare and rate or score each proposal against a set of weighted evaluation criteria, including cost, developed for the specific procurement. Unless previously directed otherwise by the Board, the Executive Director will award the work to the proponent submitting the best proposal.

Grants

Grants may have specific requirements with respect to procurement process. If these are significantly different from the LSWC policy, the Executive Director will seek the advice of the Executive Committee. Otherwise the process outlined in the LSWC policy will be used.

Strategic Plan. The LSWC Board will be informed of any grants applied for and/or receive through the Executive Directors reports.

Grants for targeted projects often required a contribution of matching cash and/or in-kind resources from LSWC. If cash or in-kind resources are required, they should be included in the Annual Work Plan and Budget. The Board must approve any application for grants that involve matching cash or in-kind resources that were not included in the approved budget.

Grant Agreements

The Executive Committee shall review and approve all agreements with the granting agencies prior to execution/signature of the Executive Director. When approving grant agreements, the Executive Committee must consider the size of the grant, LSWC resources required to execute the project, all cash and in-kind commitments, alignment with the Strategic Plan, Annual Work Plan and Budget and any potential conflicts of interest.

Management of Grant Funds

All grant funds will be managed by the Executive Director in Quick Books and all expenses tracked for each grant.

Reporting on Granted Projects

The Executive Director will ensure the successful execution of all commitments of grant funded projects, including all reporting required by the granting agency. The Executive Director may assign a project manager to oversee a granted project, but the Executive Director is ultimately accountable to ensure all commitments are met. The Executive Director will review all reports submitted to Granting Agencies. The Executive Director will regularly report on progress on granted project to the Board including the status of project finances.

Procurement for Granted Projects

Granting agencies may have specific requirements with respect to procurement process. If these are significantly different from the LSWC policy, the Executive Director will seek the advice of the Board. Otherwise the process outlined in the LSWC policy will be used.

B.3.8 Fundraising and Charitable Status

Purpose: To establish how LSWC activities are funded.

Context: There are different types of funding used by LSWC.

Responsibility: Board & Executive

Main Funding Sources:

LSWC's main sources of funding are:

1. Operating grant from Alberta Environment and Parks;
2. Project specific grant funding
3. Contributions from local municipalities
4. Other sources of funding including charitable donations.

Donations will generally be accepted from individuals, partnerships, corporations, foundations, government agencies, or other entities, provided they are consistent with the mandate and vision of LSWC and do not violate the *Conflict of Interest* policy.

All decisions to solicit and/or accept potentially controversial donations will be made by the Executive Committee in consultation with the Executive Director. The primary consideration will be the impact of the donation on the organization.

When considering whether to solicit or accept donations, the LSWC will consider the following factors:

- Values – does acceptance of the donation compromise any of the core values of LSWC?
- Compatibility – is there compatibility between the intent of the donor and the LSWC’s use of the donation?
- Public Relationships – does acceptance of the donation damage the reputation of LSWC?
- Primary Benefit – is the primary benefit to the LSWC or the donor?
- Consistency – is acceptance of the donation consistent with prior practice?
- Form of Donation – is the donation offered in a form that the LSWC can use without incurring substantial expense or difficulty?
- Effect on Future Giving – will the donation encourage or discourage future donations?
- Is there some other potential unacceptable consequences for the LSWC if the donation were accepted?

The LSWC urges all prospective donors to seek the assistance of personal legal and financial advisors in matters relating to their donations, including the resulting tax and estate planning consequences.

The LSWC may choose to seek the advice of legal counsel in matters relating to acceptance of donations when appropriate. Review by counsel is recommended for:

- Donations of securities that are subject to restrictions or buy-sell agreements;
- Documents naming the LSWC as trustee or requiring the LSWC to act in any fiduciary capacity;
- Donations requiring the LSWC to assume financial or other obligations;
- Transactions with potential conflicts of interest; and
- Donations of property which may be subject to environmental or other regulatory restrictions

B.3.9 Insurance

Purpose: To establish guidelines for the purchase of insurance for the LSWC Board and organization.

Context: Every activity an organization undertakes has inherent risks and liabilities. When a high risk is identified, insurance is one tool that can help protect an organization. Having Board and staff policies and procedures is another tool.

Responsibility: Board, Executive Committee and Executive Director
LSWC has identified risks related to the management of the organization by a Board, day to

day operations of the organization and staff health and safety or employment concerns.

To mitigate these risks, LSWC should have the following types of insurance coverage:

Directors and Officers Insurance:

- With a minimum \$2,000,000 Limit of Insurance
- Errors and Omissions for Directors and officers

General and Commercial Liability Insurance

- With a minimum \$2,000,000 Limit of Insurance
- Property including computers

Workers Compensation Board Insurance

- The LSWC staff are covered by the Town of High Prairies Workers Compensation Board Insurance

B.3.10 Records Retention

Purpose: To establish guidelines for the retention of important LSWC records.

Context: LSWC's records are legal documents and shall be retained and disposed of according to the Association's records management system.

Responsibility: Executive Director

The Executive Director will develop a properly maintained records management system that meets Revenue Canada and other applicable requirements.

Access to LSWC records and files shall be managed so that the integrity of the complete record is preserved.

Records vital to the organizational, legal, or financial operations of the Association shall be protected and backed up monthly at an offsite location.

Approved Board and committee minutes shall constitute the legal record of LSWC proceedings.

Board and committee minutes and administrative records shall be retained, secured, and kept until the Association ceases operation.

Records of employment shall be retained until (18 months) after the retirement, termination, or death of staff, including:

- personnel files
- records of employment
- payroll registers and pay histories, including benefits
- staff absences and medical certificates
- Worker's Compensation claims

Records shall be destroyed only upon approval of the Board of Directors.

SECTION C: APPENDICES

Internal Documents

For access to internal documents listed please contact the Executive Director. These files are accessible online to LSWC directors, but not the public:

- LSWC Staff Handbook
- Notice of Charitable registration
- Society Incorporation
- Town of High Prairie Group Benefits (2017)
- Town of High Prairie Payroll agreement
- Current staff contracts

LSWC Project documents:

State of the Watershed Report (2008)

https://www.lswc.ca/state_of_the_watershed

Technical update for the Lesser Slave Watershed (2015)

https://d3n8a8pro7vhmx.cloudfront.net/lswc/pages/18/attachments/original/1485717347/2015-LSL_technical-report_final.pdf?1485717347

Integrated Watershed management Plan (2018)

<https://www.lswc.ca/iwmp>