



BOARD GOVERNANCE MANUAL

Updated April 25, 2024

NSWA BOARD GOVERNANCE MANUAL

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INTRODUCTION

Purpose

The purpose of the Board Governance Manual is to provide Board members with information about their role and responsibilities as elected directors of the North Saskatchewan Watershed Alliance (NSWA), 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 NSWA.
- The [NSWA Bylaws](#) 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.

NSWA Society

The establishment of the NSWA was initiated in 1997 by organizations that were concerned about the health of the North Saskatchewan River including Trout Unlimited Canada; Prairie Farm Rehabilitation Administration (PFRA) of Agriculture and Agri-Food Canada; TransAlta; and City of Edmonton Drainage Branch.

The NSWA was incorporated as a multi-stakeholder society under the Alberta Societies Act on September 11, 2000 and membership was open to all organizations and individuals that live in the Northern Saskatchewan watershed or whose interests are consistent with the vision and mission of the Society.

The Purpose of the Society was amended at the 2014 NSWA Annual General Meeting (AGM) to comply with Canada Revenue Agencies charitable status standards and submitted as part of a charitable status application in 2015. Charitable status was granted to NSWA in February 2016.

Purpose:

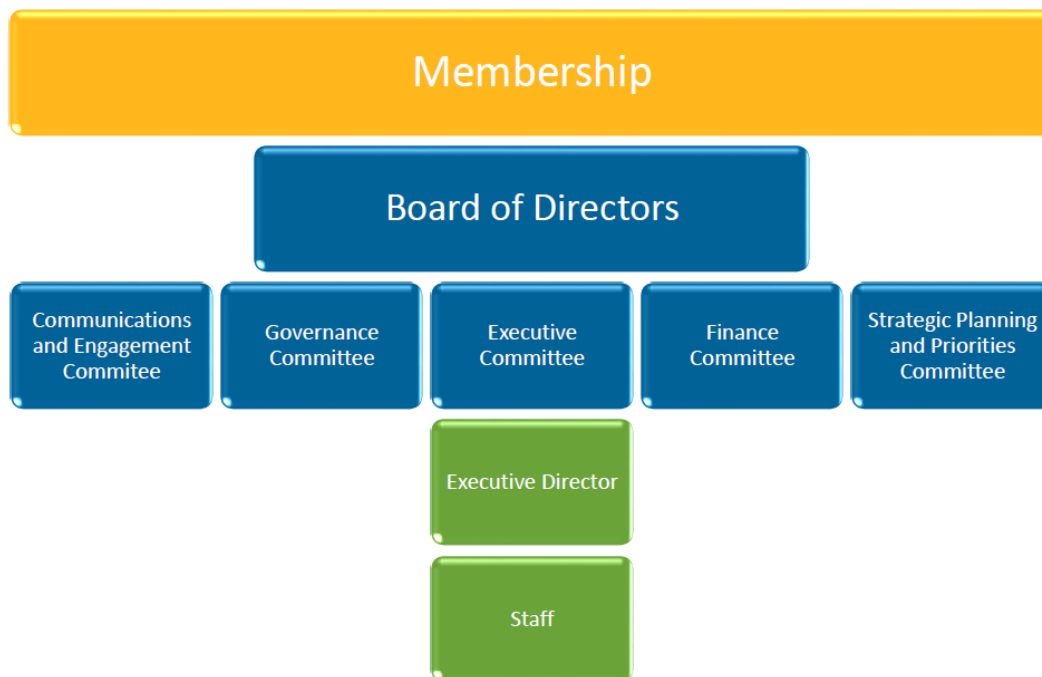
- *The North Saskatchewan Watershed Alliance is a non-profit society whose purpose is to protect and improve water quality and ecosystem functioning in the North Saskatchewan Watershed within Alberta.*
- *To educate and increase the public's understanding of watershed protection and its importance by developing and providing programs on the protection and improvement of water quality, water quantity, and the health of the North Saskatchewan Watershed*
- *To conduct research relating to the protection of the North Saskatchewan Watershed and to disseminate the results of such research*

Business

The North Saskatchewan Watershed Alliance:

- *Invites membership from all individuals and organizations that live and operate in the North Saskatchewan Watershed and/or who support our vision.*
- *Raises community awareness of watershed initiatives and the value of watershed protection*
- *Educates the basin communities on the value of seeking balanced, collaborative approaches to watershed management*
- *Facilitates the exchange of information, analysis and debate of issues to promote collaborative decision making and planning*
- *Reviews and provides feedback on government and industry actions and policies that relate to the vision*
- *Identifies, endorses, facilitates and undertakes projects and initiatives that foster sustainable management of the North Saskatchewan Watershed*

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



Water Planning and Advisory Council

In 2005, the NSWA was appointed by the Government of Alberta as the Watershed Planning and Advisory Council (WPAC) for the North Saskatchewan River 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 NSWA 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.

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

- municipal, provincial and federal governments
- industrial sectors
- conservation groups
- aboriginal communities
- academia
- the public

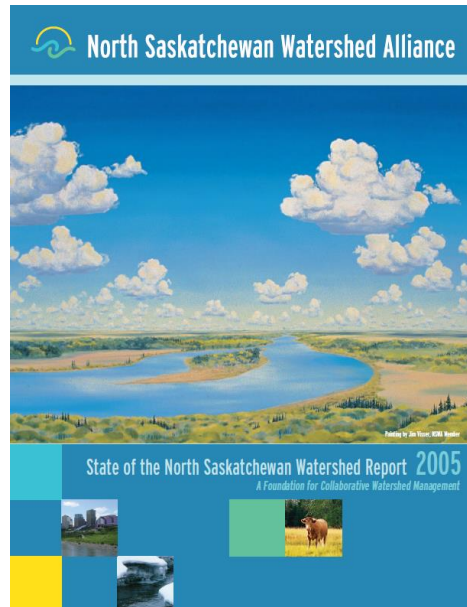
The NSWA seeks consensus on land and water resource management strategies that support the achievement of shared environmental, social, and economic outcomes for the watershed.

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

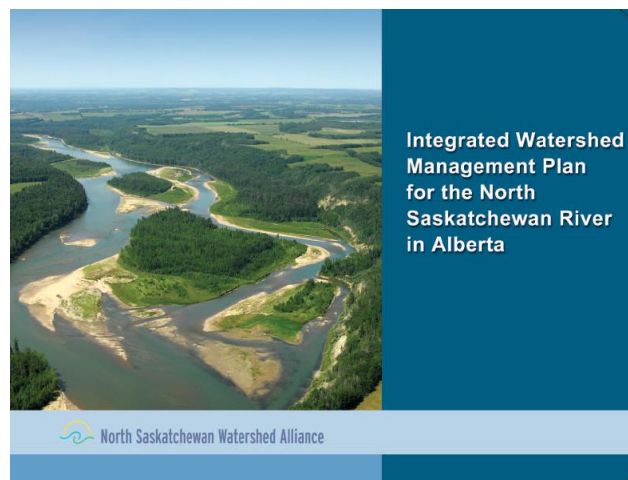


The [Guide to Watershed Management Planning in Alberta \(2015\)](#) outlines the standard process for conducting watershed management planning studies which includes State of the Watershed reports and Watershed Management Plans. The following reports provide the foundation for all the technical studies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

NSWA completed a [State of the Watershed Report](#) for the North Saskatchewan River basin in 2005 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 2012 and includes five goals and 51 recommended actions and an implementation plan to address watershed health in the North Saskatchewan River watershed.



FRAMEWORK POLICIES

A.1 NSWA Vision		
Purpose:	To establish a vision for the NSWA by which all governance and operational actions will be assessed.	
Context:	A vision describes the desired future state of the organization or where you are headed. The vision or aim of an organization should be highly visible and well understood by all members of the NSWA society. When an action, project or strategy is contemplated it should be assessed based on how it will move us forward towards the vision.	
<p>The NSWA's envisions a future where:</p> <p><i>People working together to improve the health and sustainability of the North Saskatchewan River watershed today and into the future.</i></p>		
Revision		
Board Meeting Date	Status	Comments
September 9, 2000	New	<i>In original Bylaws</i>
April 29, 2010	Update	<i>Update from 2000 Vision</i>
April 10, 2019	Approved	<i>Part of Board Manual Approval</i>
March 11, 2020	Review	<i>No changes</i>
4 February 2024	Review	<i>Update</i>
Review Date:	2026-2027	

A.2 NSWA Mission		
Purpose:	To establish the mission of the NSWA.	
Context:	A mission should outline what and how an organization is going to move towards its vision. It describes our core purpose or why we exist.	
<p>The NSWA's mission is:</p> <p><i>To protect and improve watershed health, water quality, and water quantity by:</i></p> <ul style="list-style-type: none"> • <i>seeking, developing and sharing knowledge;</i> • <i>facilitating partnerships and collaborative planning;</i> • <i>working in an adaptive management process; and,</i> • <i>striving to advance the practice of watershed stewardship.</i> 		
Revision		
Board Meeting Date	Status	Comments
September 11, 2000	New	<i>In original Bylaws</i>
April 29,2010	Update	<i>Update from 2000 Mission</i>
April 10, 2019	Approved	<i>Approved as part of Board Manual</i>
March 11, 2020	Review	<i>No changes</i>
4 February 2024	Update	<i>Updated text</i>
Review Date:	2026-2027	

A.3 NSWA Values

Purpose: To describe the values of the NSWA.

Context: Our values are what we believe or stand for. They set the foundation for how we interact with each other and stakeholders in the watershed.

The NSWA's values are:

1. Empower a sustainable future.

The NSWA works to elevate our collective capacity to improve the environmental health and resilience of the North Saskatchewan River watershed so it can meet the needs of future generations without compromising the lives we lead in the watershed today. We seek to create a culture of sustainability within the North Saskatchewan watershed that values responsible and ethical use of resources, promotes environmental stewardship, creates an equitable and sustainable future for all, without diminishing the benefits we receive from the watershed today.

2. Embrace empirical and experiential knowledge.

The NSWA places high importance on both Indigenous and Western ways of knowing, because together they can provide a more complete and nuanced understanding of our watershed. We strive to represent the best in watershed science and knowledge so that it may underpin watershed stewardship, education, and development across the North Saskatchewan watershed. And through our work in the watershed, we aim to fill gaps in our understanding of the aquatic environment.

3. Unlock the creative and collaborative potential of ourselves and others.

Collaboration is a first instinct for NSWA. All our work begins by bringing people together to collaborate, because we know that no one person or group has all the knowledge, skills, or resources to achieve success with complex, multi-faceted problems. At NSWA, we strive to create spaces that spark collaboration knowing these spaces rely on mutual respect, safety, reciprocity, trust, and sharing accountability. We believe collaboration helps us build stronger relationships, foster a sense of community, and drive positive change.

4. Cultivate inclusive environments to empower our partners and ourselves.

At NSWA, we actively recognize, accept, and celebrate the unique differences in individuals and work to empower everyone to contribute their diverse perspectives. We work to create environments and processes where everyone is valued, respected, and supported, regardless of those things that make us all unique. We feel this approach empowers individuals to bring their whole selves to the table, contribute their unique perspectives, and collaborate effectively with others across our differences.

5. Be unconventional and create fun.

We believe that intentionally seeking new ways of thinking and approaching challenges can lead to breakthrough ideas and innovative solutions. To be unconventional, we need to have a little fun, be able to laugh at ourselves, and find some humour in our daily work. We want the NSWA to have a unique and memorable personality that sparks more effective engagement, breaks down barriers, and builds connections across our watershed and beyond.

6. Adapt and grow.

We are willing and capable to adjust our mindset, behaviours, and approaches as individuals and as an organization in response to changing circumstances. We see that the ability to adapt in times of uncertainty opens doors to innovation, as it encourages a mindset that constantly seeks new solutions and approaches to old problems. Ultimately, the value of our flexibility lies in its transformative power, so that the NSW, our staff, and our partners can be the architects of their own success in an ever-changing world.

Revision

Board Meeting Date	Status	Comments
September 11, 2000	New	<i>In original Bylaws</i>
June 7, 2013	Update	<i>Update from 2000 Value Statement</i>
April 10, 2019	Approved	<i>Approved as part of Board Manual</i>
March 11, 2020	Reviewed	<i>No changes</i>
February 13, 2024	Update	<i>Complete revision</i>

Review Date:

2026-2027

A.4 NSWA Equity, Diversity, and Inclusion (EDI)		
Purpose:	To foster a culture of equality and belonging across the NSWA community to ensure that unique backgrounds and perspectives are valued and respected.	
Context:	The people of the North Saskatchewan River watershed are highly diverse with individuals from a broad variety of cultural, ethnic, and socioeconomic backgrounds. Equity, diversity, and inclusion efforts are crucial to address historical and systemic disparities, ensure equal access, and celebrate the strength that diversity brings to the region, and ultimately contributing to a more equitable and inclusive society.	
Equity, Diversity, and Inclusion Statement:		
<p>The North Saskatchewan Watershed Alliance (NSWA) is committed to diversity, inclusion, and equity. Incorporating the principles of Equity, Diversity, and Inclusion (EDI) into the fabric of NSWA's activities is fundamental to improving the health of the watershed for the North Saskatchewan River through collaboration and partnership.</p> <p>We acknowledge that systemic barriers to EDI exist in water stewardship and that tangible actions for lasting change are required. By leveraging the NSWA's extensive network, we aim to expedite the sharing of knowledge and implement EDI practices that promote inclusive water stewardship methods, community involvement, data collection, and addressing the unequal impacts of water management decisions on marginalized individuals and communities.</p> <p>We strive to create inclusive spaces where everyone is welcome and acknowledged, and to make and hold space for those whose voices and perspectives have been silenced or ignored. We aim to understand how power dynamics affect people's involvement in water stewardship, especially when they have multiple identities like age, race, class, gender, and ability. By fostering understanding and compassion, we are building capacity to engage across boundaries and perspectives.</p> <p>We will promote equity, diversity, and inclusion in water and aquatic environmental management, in water education and literacy, in work with external partners, and in water and aquatic ecosystem stewardship collaboration.</p> <p>In the spirit of Truth and Reconciliation, NSWA is working to decolonize our practice. We acknowledge the harm that colonization and assimilation has caused and continues to cause for Indigenous peoples. We start our gatherings with personalized land and cultural acknowledgements and through ongoing engagement with Indigenous community members, we work to ensure that the worldviews of those who have shared their wisdom with us are accurately represented and relayed in a respectful manner.</p>		
Revision		
Board Meeting Date	Status	Comments
27 March 2024	New	<i>First edition.</i>
Review Date:	2026-2027	

GOVERNANCE POLICIES

B.1 Policy Development

Purpose: To establish guidelines for policy development by the NSW Board of Directors.

Context: The NSW is a policy making governance 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.

The task of defining policy development and how it is carried out is delegated to the Governance Committee. The development of policies is delegated by the Board to the most relevant Board Committee. In completing their work, Committees will ensure that no existing or new policy contravenes the NSW Bylaws or applicable federal or provincial legislation or regulations. The Committees will also ensure that policies support the mission, vision, and values of the NSW.

Policy development specifically includes:

- Regular review of existing NSW 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

A Committee that has been tasked with policy development work will submit the results of that 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.

Policies should complement and support the Society Bylaws. The Bylaws are approved by the Membership and not the Board or its committees.

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 NSWA policies shall be kept at the NSWA office and available on the NSWA Board web-portal.

Policies may also be recommended by the membership or individual Board members to the Governance Committee.

Revision

Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
January 20, 2021	Updated	<i>Edited for clarity</i>
September 11, 2023	Updated	<i>Edited for clarity</i>

Review Date: 2026-2027

B.2 Governing Style

Purpose: To define the governance management style of the NSW Board.

Context: 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.

The NSW is a policy making governance 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.

The NSW uses a Board Governance Manual framework, governance, and operational policies as the mechanism to document, update and reference its policies.

Revision

Board Meeting Date	Status	Comments
April 10, 2019	New	
January 20, 2021	Updated	<i>Edited for clarity</i>
September 11, 2023	Updated	<i>Minor edits</i>

Review Date: 2026-27

B.3 Partnerships

Purpose: To establish guidelines for the NSWA to partner and collaborate with other organizations.

Context: Due to the collaborative nature of the NSWA, it is frequently asked to participate or otherwise get involved in the activities of other organizations.

NSWA partners with organizations not individuals. Potential partnerships could include:

- Indigenous communities and organizations
- academic institutions
- government departments
- industry businesses and organizations
- non-profit organizations
- sub-watershed alliances
- other Watershed Planning and Advisory Councils (WPACs)

NSWA 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 NSWA
- the partnership advances the strategic direct or technical work of the NSWA
- the partnership generates new information and knowledge pertinent to the NSWA
- the NSWA can meet both its own and the new partnership's obligations within its financial and staff capacity

the partner organization(s) can meet its/their partnership obligations within its/their own financial and staff capacity.

NSWA will utilize a ***Memorandum of Understanding (MOU)*** to outline the key parameters of the partnership which may include:

- Names of the partners or parties
- Purpose
- Term and Termination
- Roles, Responsibilities, and Resources
- Funding
- Information and Confidentiality
- Communications, spokespersons and logo use
- Dispute Resolution

Revision		
Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
January 20, 2021	Updated	<i>Edited for clarity</i>
January 26, 2022	Updated	<i>MOU parameters added</i>
September 20, 2023	Updated	<i>Minor additions and edits</i>
Review Date:	2026-2027	

B.4 Board Sector Representation

Purpose: To identify how the Board is composed of sectors that represent the multi-stakeholders in the North Saskatchewan River watershed.

Context: The NSWA Bylaws indicate that “*The Board of Directors shall consist of no less than ten and no more than twenty members elected or appointed to represent a variety of sectors and regions throughout the watershed.*” This does not include advisory positions to the Board (see policy B.5 Board Advisory Positions).

- The composition of the Board of Directors may include representation from federal, provincial, and municipal governments and agencies; major license holders and utilities; agriculture, forestry, oil and gas and other industries; non-governmental organizations, members at large and other watershed stakeholders.
- Organizational members elected or appointed to the Board of Directors may be represented by either their official or alternate representative.
- The Board of Directors bring the perspectives and insights of a variety of sectors and regions throughout the watershed:
 - Board members at large represent their own individual viewpoints.
 - Organizational Board members are expected to provide the perspectives of both their individual organization and their respective sectors or regions in an effective manner.
- The sector that the Board member is providing perspective from is not bound by the decisions made by the NSWA Board.
- Directors are expected to bring expertise and commitment to the activities of the Board.
- All sectors on the Board have equal status.
- The term of the Directors is three years.

Appointed Board Sector Representation (up to 6)

Appointed representatives are from areas deemed critical to the organization such as regulators of water, land or energy resources, holders of major (and/or senior) water licenses and other key watershed stakeholders. Appointments are made in writing by the representative’s organization and remain in good standing unless changed by that organization in writing. Appointments may be accepted by the Board at any time during the year.

These directors are appointed (by their sector), and affirmed, not elected at an Annual General Meeting:

1. Provincial and Other Government (3) – recommend departments that have environment and energy mandates., e.g., agriculture, energy regulator and environmental protection.

- Utility (3) – recommended utilities include those that are active water users in the watershed, and hold major water licenses/approvals, such as but not limited to, TransAlta, EPCOR, and the Alberta Capital Region Wastewater Commission

Elected Board Sector Representation (up to 14)

These sector representatives are elected at an Annual General Meeting (AGM):

- Municipal Governments (4) –Representation should be a balance of rural and urban municipalities within the watershed (excluding the City of Edmonton which is designated as an advisory position to the Board). The elected municipality provides written confirmation as to their representative and alternate.
- Agriculture (2) – agricultural associations such as crop, livestock, dairy, intensive agriculture (greenhouses, turf farms) or biofuels sectors are recommended.
- Industry (3) –large industries or industrial associations that are active in the watershed are recommended, e.g., forestry, oil and gas and Industrial Heartland industries or associations
- Non-government Organizations (2)– organizations that represent environmental, water, stewardship, recreation or tourism are recommended, e.g., watershed stewardship groups, wildlife/biodiversity or land stewardship groups.
- Member at large or Academia/Research (3)- individuals that have knowledge or experience related to environmental, water resources, stewardship, recreation or tourism. Academic organizations that are based in or conduct research within the watershed, e.g., University of Alberta, NAIT, Lakeland College.

Nominating Committee

The actual makeup of the Board of Directors will be recommended by a Nominating Committee, using the above as a guide. The Nominating Committee is an ad hoc committee struck by the Executive Committee as required and will include Executive Committee members and a few Board members who volunteer for this purpose. The Nominating Committee will determine, based on the strategic direction of NSWA, what the Board could benefit from in terms of sectors and skills to achieve those directions. This may change over time. This does not preclude NSWA members from submitting nomination forms for open Board of Director seats.

Revision

Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
May 18, 2016	Updated	<i>Added more municipal representatives and changed some representatives to advisory positions</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
February 24, 2020	Updated	<i>Added in appointed and elected positions that have voting rights at a Board meeting.</i>
May 5, 2020	Updated	<i>Redefined sectors and added appointed positions.</i>
March 17, 2021	Updated	<i>Edited for clarity</i>

January 25, 2023	Updated	<i>Replaced department names with general description of mandates for Provincial and Other Government sectors. Added description of Nominating Committee. Added description to Member at Large/Academia sector</i>
Review Date:	2025-26	

B.5 Board Advisory Positions

Purpose: To identify the role of those members who are advisory to the Board (non-voting/non-elected), and the reasons by which those roles were selected.

Context: A primary goal of the Board is to ensure that its composition represents the cross section of stakeholders across the watershed. In some cases, sectors or regions have requested to participate on the NSWA Board in an advisory rather than a voting capacity. The Board also recognizes that at times it might be advantageous to enlist additional Board members with specific expertise to serve in an advisory capacity as the Board works through certain tasks.

The NSWA has established a list of stakeholders that would be beneficial as advisory to the Board. This may include, but is not limited to, First Nations, Metis and City of Edmonton.

Advisory positions are filled through appointments. Those holding advisory positions may participate in Board meetings and activities, excluding committee meetings, unless such participation is approved by the Board. Advisory members will be considered non-voting members of the Board.

Ideally, the Board will establish Board Advisory positions and confirm representatives for a three-year term at the first NSWA Board meeting after an AGM. It is understood that some parties interested in advisory roles might only be able to commit to shorter duration and less formal involvement, and that certain advisory positions might only be relevant to shorter duration tasks. In such cases, Advisory member(s)' duration of service will be determined by the Board in conversation with the Advisory member(s).

The appointee's responsibilities are as follows:

- **Personal Commitment and Diligence:** willingness to take the time and make the effort to adequately fulfill Advisor responsibilities to do what is in the best interests of NSWA, including: understanding strategic, financial and operational issues facing the NSWA; 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 NSWA.
- **Vision and Leadership:** ability to see the big picture, and to help create and, if necessary, adjust strategy and policy to help the NSWA achieve its mission and be proactive.
- **Advocacy, Stewardship, and Integrity:** ability to consider the interests and goals of the NSWA while respecting the interests of the public and the organization's intended beneficiaries.
- **Knowledge/Qualifications:**

- Willingness to become familiar with the NSWA Mission and how the NSWA carries out the Mission day-to-day through its organizational structure and operations.
- Familiarity with watershed issues in the North Saskatchewan Watershed within Alberta and willing to learn more.
- Basic 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 NSWA 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 NSWA.

Shorter duration advisory participation could involve:

- Sharing of data, information and knowledge through workshops and meetings.
- Providing feedback on and developing NSWA initiatives, plans and strategic direction.
- Involvement in planning field work.

Revision

Board Meeting Date	Status	Comments
May 18, 2016	New	<i>Sector representation updated with provision for advisory representatives.</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
March 17, 2021	Updated	<i>Edited to be more open to a wider range of advisory positions.</i>
January 25, 2023	Updated	<i>Changed to three-year term to align with Bylaws</i>

Review Date:

2025-26

B.6 Board Roles and Responsibilities

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

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

Introduction

The following Terms of Reference define the respective roles, responsibilities and time commitments expected of the NSWA 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 NSWA Society.

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 NSWA.

Responsibilities and Authority of the Board of Directors

General

- Has fiduciary responsibility to the NSWA
- Sets the NSWA's Vision, Mission, and Values
- Sets governance policies for the NSWA board
- Be knowledgeable and supportive of the Vision, Mission, Values, Business, Purpose, and Function of the NSWA and its committees
- Advocates for and promotes the Vision, Mission, and Values of the NSWA
- Operates based on 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 NSWA
- Raises awareness and promotes the NSWA to members and the wider community, and helps build membership
- Develops a 3-year Strategic Plan from which NSWA administration prepares an annual work plan that is presented to the board for information. (See policy B.13 *Board Strategic and Business Planning*)
- Monitors the community's perception of the NSWA's goals and actions and the success of NSWA initiatives

Executive Director

- Employs an Executive Director to carry out the day-to-day work of the NSWA
- Provides the Executive Director with support and direction regarding governance, strategic planning, and funding, of the NSWA

- Reviews the annual performance of the Executive Director via the Executive Committee

Board, Annual General, and Special Meetings

- Brings forth new issues and opportunities to the NSWA membership and Board
- Holds the AGM of the NSWA Society in accordance with the Bylaws
- Calls Special Meetings of the Society in accordance with the Bylaws

Committees

- Appoints committees from among the membership to carry out specific work of the NSWA 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 NSWA work

Financial/Fundraising

- Oversees the assets and liabilities of the NSWA 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 or Executive Committee

Reporting

- Reports to the NSWA membership and the Sector they represent on the activities of the NSWA and Board of Directors
- Approves Board minutes and ensures they are available to any member of the Society or to the public upon request, as per the procedure stated in the Bylaws.

Legal Responsibilities of the Board

Refer to policy B.7 *Indemnification of Board Directors*.

Revision

Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
March 11, 2020	Updated	<i>Edited for clarity</i>
January 25, 2023	Updated	<i>Edited for clarity</i>

Review Date: 2025-26

B.6.1 Director Roles and Responsibilities

Purpose: To establish the roles and responsibilities of NSWA Directors/Board Members.

Context: The NSWA Bylaws outline the overall structure and function of the Board, and this policy aligns with the Bylaws but provide more detail on specific areas of responsibility and authority.

General

- Has fiduciary responsibility to the NSWA.
- Be knowledgeable and supportive of the Vision, Mission, Values, Purpose, and Function of the NSWA and its committees.
- Advocates for and promotes the Vision, Mission, and Values of the NSWA.
- Raises awareness and promotes the NSWA to members and the wider community and helps build membership.
- Monitors the community's perception of the NSWA's goals and actions and the success of NSWA initiatives.
- Participates on existing or new committees established by the Executive Director, and approved by the Board, to assist the Executive Director with specific NSWA 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 Finance/Fundraising Committee or Executive Director.
- Reports to the membership and their sector on the activities of the NSWA.

Time commitment

- Each Director will commit to a minimum three-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.
- Officers (Executive Committee) are elected annually. A limit of three 1-year terms applies to officers, unless otherwise approved by the Board.
- 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 NSWA; 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 NSWA.

- **Vision and Leadership:** ability to see the big picture, and to help guide strategy and policy to help the NSWA achieve its mission and vision and be proactive.
- **Advocacy, Stewardship, and Integrity:** ability to serve and promote the interests and goals of the NSWA while respecting the interests of the public and the organization's intended beneficiaries.
- **Knowledge/Qualifications:**
 - Willingness to become thoroughly familiar with the NSWA Mission and how the NSWA carries out the Mission day-to-day through its organizational structure and operations.
 - Familiarity with watershed issues in the North Saskatchewan Watershed within Alberta and willing to learn more.
 - Basic 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 NSWA 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 NSWA

Revision

Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
March 11, 2020	Updated	<i>Edited for clarity</i>
January 25, 2023	Updated	<i>Edited for clarity</i>

Review Date:

2025-26

B.6.2 Chair and Vice Chair Roles and Responsibilities

Purpose: To define the roles and responsibilities of the Chair and Vice Chair positions of the NSW Board.

Context: The role of the Chair and Vice Chair 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.

The Chair and Vice Chair are elected at the first Board meeting after the AGM. The positions are held for one year. The Vice Chair shall assume the duties of the Chair in their absence.

Responsibilities

The responsibility of the Chair/Vice Chair is to:

- Ensure the business affairs of the Board are consistent with the objects of the Society.
- Enable the NSW membership to achieve its Vision, Mission and Purpose and to abide by its Values and Principles.

Authority

The Chair/Vice Chair is authorized by the Board to:

- Facilitate the business of the NSW Board.
- Act as the official spokesperson for the NSW 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
- Approves financial and legal transactions as required.

Actions

The Chair/ Vice Chair convene Board meetings by ensuring

- meetings and Board business conducted according to values of the NSW.
- meeting processes follow (Board Meeting Process Guidelines).
- effective time management and keeping the meeting aligned with the agenda topic and timeframe.
- diverse views are heard.
- all members of Board have opportunity to speak.
- the Board is open to considering new ideas
- Board members comments are concise and with purpose.
- discussion is directed at achieving consensus whenever possible (see policy on *Decision Making Process*) by assessing consensus (or lack thereof) effectively and efficiently.
- conflicting viewpoints are contained in a positive and constructive manner.

- Directors are aware of their roles and responsibilities and need to disclose any real or perceived conflict of interest.

Promotes the NSWA to members, public and business community.

- Liaise closely with the Executive Committee and Executive Director
- ex officio on all committees as a non-voting member.

Qualifications and Competencies

The Chair and Vice Chair should have:

- Strong awareness and commitment to the NSWA and its work
- Basic understanding of non-profit/charitable 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.
- Average of 10-15 hours per month

Revision

Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
September 11, 2019	Updated	<i>Edited for clarity</i>
November 18, 2020	Updated	<i>Edited for clarity</i>
September 22, 2021	Updated	<i>Edited for clarity</i>

Review Date: Annually

B.6.3 Secretary Roles and Responsibilities

Purpose: To define the roles and responsibilities of the Secretary of the NSWA Board.

Context: The role of the Secretary in a non-profit society is to ensure all key records and documents of the Society are maintained.

The Secretary is elected at the first Board meeting after the AGM. The position is held for one year. 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 NSWA 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 NSWA Board meetings, Executive Committee meetings, the AGM, and any Special Meetings of the Membership

Authority

The Secretary is authorized to:

- Ensure that when the Seal of the Society is used that it shall be authenticated by the signature of the Secretary and the Chair or Vice-Chair.

Actions

The Secretary:

- Ensures minutes of Board and Executive Committee meetings accurately record, decisions and actions.
- Works with the Executive Director to ensure the Minutes of Board Meetings are current 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 current and distributed to the Board of Directors.
- Works with the Executive Director to update, maintain and ensure safe storage of NSWA's Minute Book and other legal documents.
- Works with the Executive Director to maintain NSWA'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 NSWA members.
- Participates on the Executive Committee.
- Approves financial and legal transactions as required.

Qualifications and Competencies

The Secretary should have:

- Strong awareness and commitment to the NSWA and its work
- Basic understanding of non-profit/charitable 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
- Average of 5-10 hours per month

Revision

Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity and added ability to delegate to the Executive Director.</i>
September 11, 2019	Updated	<i>Edited for clarity</i>
November 18, 2020	Updated	<i>Edited for clarity</i>
September 22, 2021	Updated	<i>Edited for clarity</i>
Review Date:	Annually	

B.6.4 Treasurer Roles and Responsibilities

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

Context: The role of the Treasurer in a non-profit/charitable society is to monitor and approve 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.

The Treasurer is elected at the first Board meeting after the AGM. The position is held for one year. The Board may choose to combine the Secretary position with the Treasurer position.

Responsibilities

The responsibility of the Treasurer is to:

- Chair Finance Committee
- Presents financial report to membership at Annual General Meeting (AGM)
- 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 follows general accounting practices and submitted properly as per the Society's Act and Revenue Canada requirements.
- Submit statements to the Board on the financial standing of the Society or as requested by the Executive Committee.
- Secures for the Society a third-party auditor statement for the past fiscal year for presentation at the Annual General Meeting (AGM).
- Ensure the financial record-keeping, processes, and financial obligations of the NSWA are transparent, follow generally accepted accounting practices

Authority

The Treasurer is authorized to:

- Oversee the financial affairs of the NSWA in collaboration with the Executive Director.
- Approves financial and legal transactions.

Actions

The Treasurer:

- Ensures the Board understands the current financial affairs and resources of the NSWA.
- Works with the Executive Director to ensure the financial stability of the NSWA.
- Ensures financial statements and records are subjected to an annual third-party audit by a certified accountant.
- Works with the Executive Director to ensure all books and accounts of the NSWA 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 NSW Operational Budget is ready for Board review prior to on set of new business year.
- Presents NSW Operational Budget at AGM.
- Reviews annually, Financial Policies in the Governance Manual and recommends amendments to Board.

Qualifications and Competencies

The Treasurer should have:

- Strong awareness and commitment to the NSW and its work
- Knowledge of basic accounting principles
- Basic understanding of non-profit/charitable 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
- Average of 5 – 10 hours per month

Revision

Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
September 11, 2019	Updated	<i>Edited for clarity</i>
November 18, 2020	Updated	<i>Edited for clarity</i>
September 22, 2021	Updated	<i>Edited for clarity</i>

Review Date: Annually

B.7 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 the Board Governance Manual and the Member Liability Checklist.

NSWA shall always maintain Directors and Officers liability insurance. This insurance provides for the protection of Directors and Officers of NSWA provided they are acting reasonably and in good faith in the execution of their duties.

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 AGM.

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, audit, annual financial report, and periodic financial statements

To minimize liability, the Board collectively must:

- 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
- Makes sure that committee reports are submitted in writing
- Develop written terms of reference for Board members

Revision		
Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
March 11, 2020	Updated	<i>Edited for clarity</i>
January 25, 2023	Updated	<i>Minor grammar edits</i>
Review Date:	2025-26	

B.8 Board Member Code of Conduct		
Purpose:	To establish a Code of Conduct for NSWA Board Members.	
Context:	The Board must conduct itself in a fair and impartial manner that allows the NSWA to relate positively with Society members, staff, and stakeholders.	
<p>The Board of Directors is committed to pursuing the best interests of the NSWA. Towards this end, each Board member shall:</p> <ul style="list-style-type: none"> • Embrace the Values and Guiding Principles of the NSWA • Support the Vision and Mission of the NSWA • 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 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 NSWA 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 <i>Confidentiality</i>) • Refrain from speaking on behalf of 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 <i>Conflict of Interest</i>) • Refrain from giving direction, as an individual Board member, to the Executive Director or any member of staff or volunteers 		
Revision		
Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
January 26, 2022	Updated	<i>Edited for clarity</i>
Review Date:	2024-2025	

B.9 Board Member Confidentiality

Purpose: To establish a confidentiality policy for NSWA Board members.

Context: Confidentiality may be required in some cases where disclosure of information may be harmful to individual privacy, third party business interests or public safety.

The Board of Directors embrace the Values of the NSWA which include openness and transparency. However, confidentiality is appropriate and shall be maintained for the following:

- 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 with an understanding of confidentiality
- Items discussed in an *in-camera* 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 NSWA (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:
 - a matter of criminal concern
 - contact information of Board of Directors and Staff as listed on the NSWA website
- Information users shall use confidential information solely for the purpose indicated at the time of collection for performing services as a Director of the NSWA 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 during 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 the NSWA offices when their use is no longer required

Revision		
Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
January 26, 2022	Updated	<i>Edited for clarity</i>
Review Date:	2024-2025	

B.10 Board Member Conflict of Interest		
Purpose:	To establish a conflict of interest policy for NSW Board members.	
Context:	<p>Board members come from a variety of sectors; however, it is expected that they will make decisions in the best interest of the NSW organization.</p> <p>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 a Director or member.</p> <p>The Conflict of Interest policy allows individuals in regular contact with NSW to determine when or if they may unduly benefit from their position.</p>	
<p>A conflict of interest exists wherever an individual could, or be perceived to, benefit disproportionately from others, directly or indirectly, from access to information or from a decision over which they might have influence.</p> <p>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.</p> <p>Procedure for Handling a Conflict of Interest</p> <ul style="list-style-type: none"> • Individuals representing NSW have a duty to disclose any personal, family, or business interests that may create, or be perceived to create, a conflict of interest with NSW. 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 NSW 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. 		
Revision		
Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>

January 26, 2022	Updated	<i>Edited for clarity</i>
Review Date:	2024-2025	

B.11 Board Member Recruitment and Orientation

Purpose: Mechanisms for recruitment and orientation of NSWA members to hold Board positions.

Context: NSWA Bylaws state “The membership of the Society shall be open to all individuals or organizations whose interests are consistent with the NSWA vision, mission and values.”

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 NSWA membership no less than six weeks prior to the AGM.
- Interested NSWA members stepping forward as candidates running for a sector position on the Board shall submit at least 4 weeks prior to the NSWA AGM (or at the discretion of the Board) a Candidate Statement to include the following information for release to the NSWA membership:
 - Name
 - Affiliation
 - Sector
 - 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 NSWA and how these can be of benefit to the organization as much as outlining how they may benefit the candidate from participating in NSWA

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 NSWA; 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 NSWA
- **Vision and Leadership:** ability to see the big picture, and to help create and, if necessary, adjust strategy and policy to help the NSWA achieve its mission and strategic goals.
- **Advocacy, Stewardship, and Integrity:** ability to serve and promote the interests and goals of the NSWA while respecting the interests of the public and the organization's intended beneficiaries
- **Knowledge:** Familiarity with watershed issues in the North Saskatchewan Watershed within Alberta. General knowledge of environmental sciences, land, and water management.

- **Collegiality:** Ability to work 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 NSW Mission.

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

- NSW Bylaws
- NSW Governance Manual
- NSW Strategic and Operational Plan
- Review of prior year Board minutes
- Review of the NSW Board Motions Register

Revision

Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
January 20, 2021	Updated	<i>Edited for clarity</i>
September 13, 2023	Reviewed	<i>No changes</i>
Review Date:	2026-27	

B.12 Board Member Recognition of Service		
Purpose:	To establish guidelines for the NSW Board to acknowledge service of a Board and staff member.	
Context:	The NSW 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 NSW.	
<p>It is important that NSW recognize the contribution of Board Directors, Advisory positions, staff, and notable contractors for advancing the vision and mission of the NSW.</p> <p>A key aspect of NSW 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 NSW.</p> <p>Nominations for recognition 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 NSW mission as well as outlining the name of person(s) supporting the nomination.</p> <p>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.</p> <p>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 NSW AGM is the preferred venue to provide recognition, however provisions can be made for other venues or timing.</p>		
Revision		
Board Meeting Date	Status	Comments
April 10, 2019	New	
January 20, 2021	Updated	<i>Edited for clarity</i>
September 13, 2023	Reviewed	<i>No changes</i>
Review	2026-27	

B.13 Strategic and Business Planning

Purpose: To establish guidelines for NSWA strategic and business planning.

Context: In accordance with the primary role of the NSWA as a designated Water Planning and Advisory Council under Alberta's for Water for Life strategy, the organization requires business planning for the purposes of:

- Setting mid-term goals and strategies 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.

Strategic Plan

The NSWA Board shall have a strategic planning and priorities agenda item annually. For this agenda item the Executive Director and the Strategic Planning and Priorities Committee 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. The Plan will:

- Establish the critical priorities and strategies for the organization to pursue in the next 3-5 years to achieve its Goals;
- Provide the rationale and recommended means to implement the Plan;
- Will demonstrate alignment with the NSWA Integrated Watershed Management Plan or justify variances otherwise;
- Set direction for the Annual Operating Plan;

Annual Operating Plan

The Executive Director, with input from the Executive and other Committees, shall prepare an Annual Operating Plan for Board approval where such Plan will:

- 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.

The Executive Director, in consultation with the supporting Committees, will schedule the development of all business planning to facilitate funding applications, meet Government of Alberta requirements, permit participation of the supporting Committees, and allow for sufficient time for Board review and approval where possible.

The Executive Director, with input from supporting Committees, shall determine the format, content and required resources (e.g., consultants, facilitators) to draft all business plans. The

Executive Director and supporting Committees 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.

Revision

Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
January 26, 2022	Updated	<i>Edited for clarity</i>
Review Date:	2024-2025	

B.14 NSWA Meeting Guidelines		
Purpose:	To establish parameters for effective and productive Board and Committee meetings.	
Context:	Effective and productive meetings are reliant on participant readiness.	
<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 NSWA. • Executive Director prepares DRAFT Board Meeting Agenda for approval of Executive Committee. • Board Meeting materials are sent out a minimum of 5 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). • If the meeting needs to be extended the Chair asks Board members if they would like to extend the meeting or make a motion to table the discussion for the next meeting • Board agenda and supporting documents in addition to being emailed are posted on the NSWA Board Member Web Portal. <p>In Camera Meetings will:</p> <ul style="list-style-type: none"> • Matters discussed <i>in camera</i> are considered private and confidential and not the subject for external discussion as per Board Confidentiality Policy. • <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. • Decisions of the Board are summarized through detailed motions. 		
Revision		
Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
January 26, 2022	Updated	<i>Edited for clarity</i>
Review Date:	2024-2025	

B.15 Board Decision Making

Purpose: To explain the processes the Board will use in its decision making.

Context: The NSW 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.

The NSW 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 NSW's model as it aligns with the Values of the NSW, in that the process allows for all views to be heard and considered equally in the final decision.

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, 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 14 voting-eligible members quorum is 7, and in the case of 13 voting-eligible members, quorum is 7.

At each meeting of the Board, its committees, and its working groups, the elected President of the NSW, 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.

Decisions that need to be made between Board or Committee meetings may be made by through electronic means, e.g., conference call, video conferencing. The consensus decision-making process is followed under these circumstances as well. If using an electronic means 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 decisions are made through electronic means, a record of the Board or committee members' decision must be documented and captured in the minutes

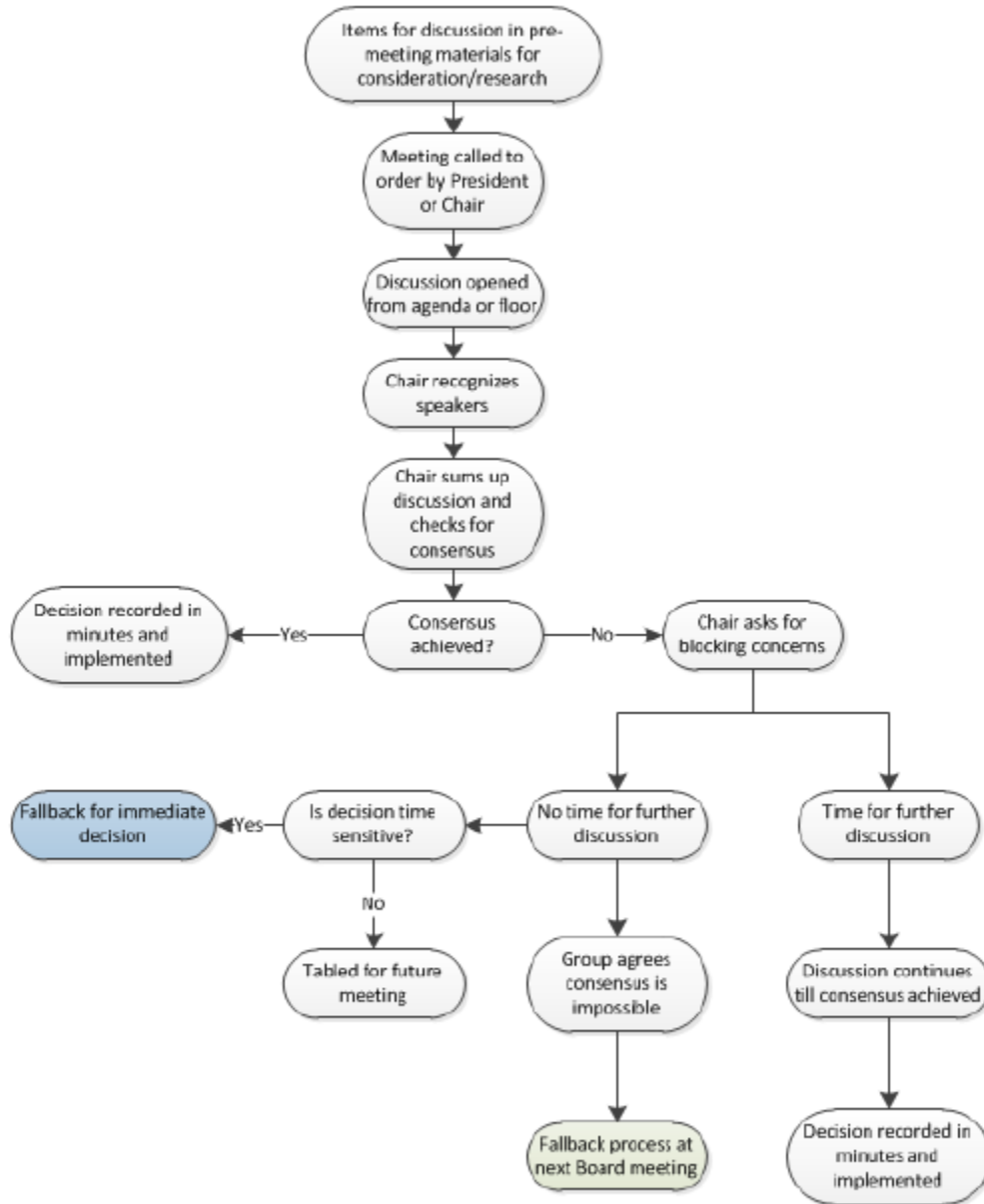
The NSW Board and membership follow Robert's Rules of Order for conducting the business portion of the Board, AGM and any Special General Meetings. The prescribed rules of order

may be changed by resolution by a two-thirds majority of the NSWA members present at a general meeting.

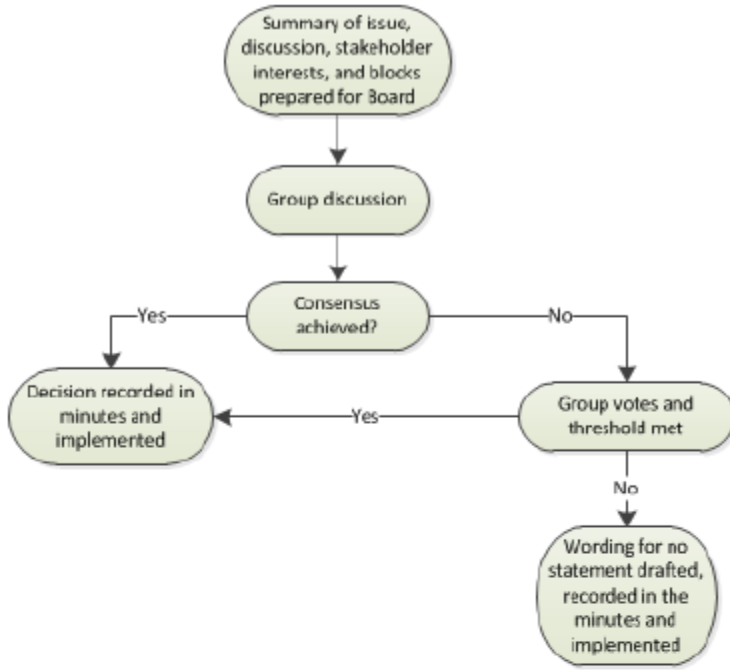
Revision

Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
May 13, 2020	Updated	<i>Edited for clarity</i>
January 25, 2023	Reviewed	<i>No changes</i>
Review Date:	2025-26	

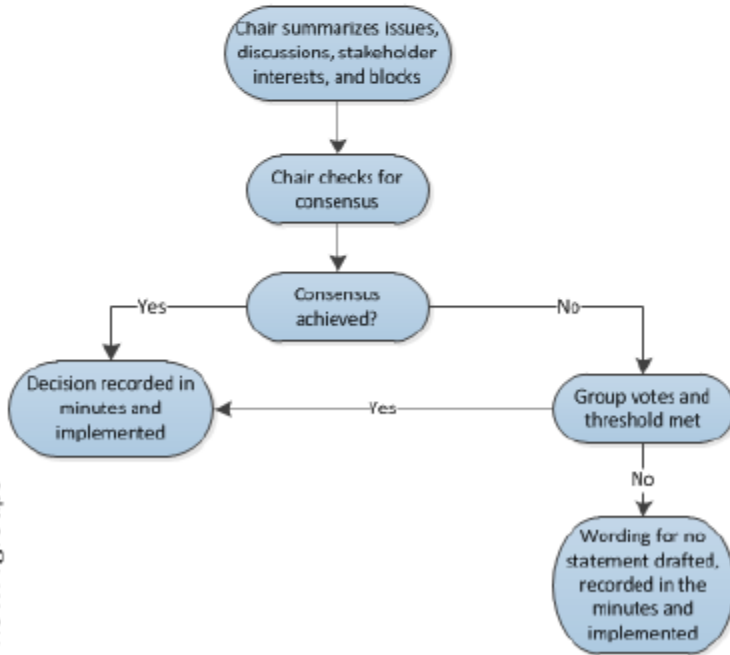
Consensus Decision Making Process



Fallback process for NSWA groups



Immediate decisions fallback process for NSWA groups



B.16 Board 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.

Board of Directors:

- Makes decisions on all governance and policy matters of the NSWA
- Reports to the NSWA Society Membership
- May delegate decision-making powers to committees by motion
- Shall 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
- Authorized to delegate specific authority and responsibilities to the Executive Committee and Executive Director only
- 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 (President, Vice President, Treasurer, Secretary):

- Reports to Board of Directors
- May delegate authority and responsibility to the Executive Director
- All Executive Committee members will have signing authority registered at the bank, if needed.
- Any two of President, Vice President, 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 NSWA Board

Standing Board Committees (Communications, Executive, Finance, Governance, Strategic Planning and Priorities)

- 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 NSWA according to the Board approved budget and work plan
- Accountable to the Executive Committee and/or the Board for the performance of staff and contractors responsible for deliver of operations on behalf of the NSWA.
- Is *ex officio (and non-voting)* on all Standing and Ad Hoc committees

- Reports to Board of Directors on responsibilities directly delegated by Board
- Reports to Executive Committee on responsibilities delegated by the Executive Committee
- Reports to other committees on status of responsibilities delegated by committees
- Acts as advisor/facilitator 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 as per signing authority. 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 \$10,000 do not require Executive Committee or Board approval but should be noted in financial reporting updates.
- Unbudgeted items between \$10,000-\$50,000 require Executive Committee approval.
- Unbudgeted items over \$50,000 require Board approval.

Revision Record

Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
May 13, 2020	Updated	<i>Edited for clarity</i>
January 25, 2023	Reviewed	<i>No changes</i>
Review Date:	2025-26	

B.17 Board Committees		
Purpose:	To establish guidelines for the NSW Board Committees.	
Context:	Committees have advisory functions to the Board. Their roles are delegated by the Board. <i>A committee's function is to bring experience, expertise, and judgement of a group of interested and informed persons to bear on a specific area of the organization's responsibility.</i>	
<p>Board committees can be of two types:</p> <ul style="list-style-type: none"> • Standing committees that have defined terms of reference in the Governance Manual and filled annually by volunteers from the Board. • Ad hoc committees can be approved by the Board to take on a specific, time limited tasks. 		
Revision		
Board Meeting Date	Status	Comments
April 10, 2019	New	<i>Provided function of committees plus description of standing versus ad hoc</i>
Review Date:	Annually	

B.17.1 Executive Committee	
Purpose:	To provide leadership and oversight to ensure the NSWA operates effectively and achieves its vision, mission, and goals.
Context:	Committees have advisory functions to the Board. Their roles are delegated by the Board.
Duties and Responsibilities	<ul style="list-style-type: none"> • Provides oversight of the operations and affairs of the NSWA Society, Board and Organization, and manages risk. • Provides guidance and delegates responsibilities to the Executive Director (ED) and monitors progress on operational and strategic goals of the NSWA.
Authority	<ul style="list-style-type: none"> • A Standing Committee of the NSWA Board. • The Committee makes decisions consistent with the NSWA 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 between \$10,000 \$50,000 that are not part of the approved budget/ workplan. For requests over \$50,000 and that are not part of the approved budget/workplan approval is required from the Board. • Any two of the Chair, Vice-Chair, Treasurer, Secretary 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 NSWA Board. • The Chair, or a delegate, is the official spokesperson of the Board.
Actions	<ul style="list-style-type: none"> • Reviews the Executive Committee Terms of Reference annually. • Leads the hiring process and recommends appointment of ED to the Board for approval. • Manages and signs the ED Employment Agreement that outlines the terms of employment. • In accordance with Board Direction, works with ED in establishing Board meeting schedules and agendas. • Oversees NSWA 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.

	<ul style="list-style-type: none"> • Monitors progress against the Strategic Plan and Annual Work Plan. • Approves small technical projects (based on the criteria established), and up to a financial threshold specified under delegation of authority. • Identifies issues of a reputational nature that require full Board discussion and input. • Administers policies set by the Board. • Works with ED to develop annual performance agreement and discusses performance issues with ED, as necessary. • Provides a written assessment of performance to ED and recommends to Board for approval. 	
Membership	NSWA Board Members– Chair, Vice Chair, Secretary and Treasurer NSWA Executive Director	
Meetings	Meets prior to each Board meeting and before and after each AGM; a minimum of 4 times per year.	
Remuneration	None. Expenses will be covered (mileage, accommodation, meals, travel) with prior Board approval.	
Reporting and key dates	Provides Committee updates to the Board as scheduled. Reviews terms of reference annually. Conducts ED performance assessment annually and before May 1 st .	
Revision		
Board Meeting Date	Status	Comments
September 18, 2013	New	
December 12, 2018	Updated	<i>Edited for clarity</i>
September 11, 2019	Updated	<i>Edited for clarity</i>
November 18, 2020	Updated	<i>Edited for clarity</i>
September 22, 2021	Updated	<i>Minor changes</i>
September 28, 2022	Review	<i>No changes</i>
Review Date:	Annually	

B.17.2 Communications and Engagement Committee	
Purpose:	To advise and monitor communications and stakeholder engagement strategies appropriate to achieve goals and objectives of the North Saskatchewan Watershed Alliance.
Context:	Committees have advisory functions to the Board. Their roles are delegated by the Board.
Responsibility:	Board and Communications and Engagement Committee
Duties and Responsibilities	<ul style="list-style-type: none"> • Advise the Executive Director on the communication activities undertaken by the NSWA. • Provides recommendations to the Board of Directors. • Identifies potential stakeholders and audiences of the NSWA communications and recommends engagement strategies. • Provides advice on the development of an annual Communication and Engagement Plan.
Authority	<ul style="list-style-type: none"> • Standing Committee provides advice to the NSWA Board.
Actions	<ul style="list-style-type: none"> • Undertake annual review and provide advice on the Communications and Engagement Strategy as part of the NSWA's strategic planning and priorities. • Provide recommendations to the Board on long-term communications and engagement direction and strategy to achieve NSWA strategic objectives. • Provide advice on the annual NSWA Operating Plan and Budget as it relates to communications and engagement issues or projects. • Encourages each Board Director to communicate information about the NSWA to his/her sector. • Reviews the Communications Committee Terms of Reference annually.
Membership	NSWA Board– Board members (up to 5) NSWA – Executive Director
Meetings	Meet as required but recommended at least 3 times per year.
Remuneration	None, aside from Board approved expenses associated with mileage, accommodation, meals, travel.
Reporting and key dates	<ul style="list-style-type: none"> • Sept. – Nov.(typically) advise Board on communication and engagement aspects of NSWA Strategic Plan as per the Strategic Planning Session • November - Annual review of NSWA Communications and Engagement Strategy

	<ul style="list-style-type: none"> February - advise Board on communication and engagement aspects of NSW Annual Operating Plan and Budget 	
Revision		
Board Meeting Date	Status	Comments
September 18, 2013	New	
December 12, 2018	Updated	<i>Edited for clarity</i>
September 11, 2019	Updated	<i>Edited for clarity</i>
November 18, 2020	Updated	<i>Edited for clarity</i>
September 22, 2021	Review	<i>No changes</i>
September 28, 2022	Review	<i>No changes</i>
Review Date:	Annually	

B.17.3 Finance Committee	
Purpose:	To ensure on-going financial practices of the North Saskatchewan Watershed Alliance conform to accepted accounting practices and accountability.
Context:	Committees have advisory functions to the Board. Their roles are delegated by the Board.
Duties and Responsibilities	<ul style="list-style-type: none"> • Ensure an annual budget in support of the NSWA Strategic and Operational plans is prepared for review and approval by the Board of Directors. • Develop and maintain policies and procedures for ensuring that expenditures are consistent with the accepted budget for each fiscal year and for reporting to the NSWA Board of Directors in meeting its legal obligations with respect to financial matters. • Develop a sustainable long-term funding strategy in which government grants, contributions from sectors and revenues from fundraising play a role. • Identify and recommend funding sources and fundraising activities that are aligned with the NSWA Vision, Mission, Purpose, Function, Bylaws, Strategic Plan and direction of the Board of Directors and Membership • Ensure that a financial audit is carried out and a financial statement is prepared by a 3rd party for each fiscal year and that these are presented at the AGM following the fiscal year end. • Ensure that the tax returns for the society are completed, reviewed, and submitted to the Government of Alberta. • Ensure that a reserve fund is maintained for society wind-up or unanticipated expenditures in accordance with Board motion.
Authority	<ul style="list-style-type: none"> • This is a Standing Committee of the NSWA Board that makes recommendations to the Board but has no explicit decision-making authority.
Actions	<ul style="list-style-type: none"> • Annually reviews the status of NSWA funding needs and develops a short-term and long-term funding plan for Board consideration. • Encourages each sector (including their own) on the Board of Directors to provide financial or in-kind support to the NSWA as a means of 'leading by example.' • Identifies and seeks other funding and in-kind support. • Develops strategies for engaging, cultivating, and maintaining potential funders and supporters on a long-term basis.

	<ul style="list-style-type: none"> • Provides recommendations and strategies for recognition of funders and providers of in-kind support. • Develops a draft annual budget for review and approval by Board of Directors. • Produces quarterly financial status reports for review by Board of Directors. • Reviews financial policies and procedures in NSWA governance manual on an annual basis and proposes changes to Governance committee as required. • Reviews the Finance Committee Terms of Reference annually. 	
Membership	NSWA Board – Treasurer and other Board members (up to 5) NSWA – Executive Director	
Meetings	Meet as required; at least 3 times per year.	
Remuneration	<ul style="list-style-type: none"> • None • Expenses will be covered (mileage, accommodation, meals, travel) with prior Board approval. 	
Reporting and key dates	<ul style="list-style-type: none"> • Proposed annual budget and funding plan submitted for Board approval by March for following fiscal year. Financial reports are produced for presentation to Board for each fiscal quarter. • Auditor retained and report filed for AGM. 	
Revision		
Board Meeting Date	Status	Comments
September 18, 2013	New	
December 12, 2018	Updated	<i>Edited for clarity</i>
September 11, 2019	Updated	<i>Edited for clarity</i>
November 18, 2020	Updated	<i>Edited for clarity</i>
September 22, 2021	Updated	<i>Edited for clarity</i>
September 28, 2022	Review	<i>No changes</i>
Review Date:	Annually	

B.17.4 Governance Committee	
Purpose:	To ensure effective and efficient Board governance of the North Saskatchewan Watershed Alliance.
Context:	Committees have advisory functions to the Board. Their roles are delegated by the Board.
Duties and Responsibilities	<ul style="list-style-type: none"> • Maintains a governance manual to guide NSWA Board governance. • Recommend governance options to achieve NSWA’s mission and vision.
Authority	<ul style="list-style-type: none"> • Standing Committee provides advice to the NSWA Board.
Actions	<ul style="list-style-type: none"> • 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 NSWA 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	NSWA Board Members (3-6) NSWA Executive Director
Meetings	Meetings held a minimum of 2 times a year.
Remuneration	None. Expenses will be covered (mileage, accommodation, meals, travel) with prior Board approval.
Reporting and key dates	Report to the Board twice a year: <ul style="list-style-type: none"> • Prior to the AGM to provide an update on compliance to the Board liability checklist. • Prior to the Board Strategic Planning Meeting to provide recommendations related to governance issues that should be addressed in the upcoming years.

Revision		
Board Meeting Date	Status	Comments
September 18, 2013	New	
December 12, 2018	Updated	<i>Edited for clarity</i>
September 11, 2019	Updated	<i>Edited for clarity</i>
September 22, 2021	Updated	<i>Minor grammar</i>
September 28, 2022	Review	<i>No changes</i>
Review Date:	Annually	

B.17.5 Strategic Planning and Priorities Committee	
Purpose:	To ensure that the progress is made toward NSWA strategies and that operating goals and plans are aligned with NSWA strategies.
Context:	Committees have advisory functions to the Board. Their roles are delegated by the Board.
Duties and Responsibilities	<ul style="list-style-type: none"> • Review and prioritize the strategies and goals determined by the NSWA Board and ensure that NSWA operating plans and actions reflect the Board direction. • Periodically review the status of the 2011 Integrated Watershed Management Plan (IWMP) goals and ensure IWMP goals are integrated into NSWA strategies, goals, and plans. • Identify other inputs into NSWA strategies, goals, and plans, including consultation with Government of Alberta and other stakeholders such as subwatershed groups. • Make recommendations for incorporating the high priority goals and actions into the NSWA strategic plan where possible and practical. • Promote incorporation of IWMP goals and actions into the plans of other organizations, including Government of Alberta, and stakeholders within the watershed. • Ensure that NSWA Strategic planning is forward looking and based on an Adaptive Management Process
Authority	<ul style="list-style-type: none"> • Standing Committee provides advice to the NSWA Board.
Actions	<ul style="list-style-type: none"> • Periodically (at least annually) review the status of the IWMP goals and other inputs into NSWA strategic planning including new and emerging government policy initiatives, recent events and other factors that impact the watershed. • Determine what is changing and identify the key driving issues that impact the watershed. Gather the necessary information through professional contacts and networks, conferences, workshops meetings and other forums. • Conduct a gap assessment to identify where these key driving issues are being addressed through the activities of GoA or other stakeholders and where they are not being addressed (gaps). • Identify how current NSWA projects, activities and plans support and/or address these gaps. • Prioritize those key driving issues identified in the gap assessment that are not being actioned.

	<ul style="list-style-type: none"> • Make recommendations of key issues to be addressed by NSWA strategy, goals and plans and the priority of these issues to the NSWA Board before the annual strategic planning session. 	
Membership	NSWA – Board members. Alberta Environment and Parks and Alberta Energy Regulator representatives should be on committee. NSWA – Executive Director (and additional staff)	
Meetings	Meet as required and at least 3 times per year	
Renumeration	None. Expenses will be covered (mileage, accommodation, meals, travel) with prior Board approval	
Reporting and key dates	Provide progress reports all strategic planning activities at a Board meeting at least month prior to the annual strategic planning session	
Revision		
Board Meeting Date	Status	Comments
September 18, 2013	New	
December 12, 2018	Updated	<i>Edited for clarity</i>
November 18, 2020	Updated	<i>Edited for clarity</i>
September 22, 2021	Updated	<i>Minor changes</i>
September 28, 2022	Review	<i>No changes</i>
Review Date:	Annually	

B.18 Board Communications and Authorized Spokespersons		
Purpose:	Establish effective strategies and guidelines to allow NSWA 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 NSWA’s role and mandate by all members and partners of the NSWA society.	
<p>The Board communications plan is developed by the Executive Director with the advice and guidance of the Board of Directors. The Board has established a Communications and Engagement Committee to work with the Executive Director to ensure the plan considers all means of communications focused on the various audiences of the NSWA. The committee will report to the Board at regular intervals. The communications plan will be included as part of the operational plan approved by the Board on an annual basis. (See the <i>Communications and Engagement Committee Terms of Reference</i>)</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 Authorized spokespersons for the NSWA utilize the: <i>NSWA’s Guidelines</i></p> <ul style="list-style-type: none"> • <i>NSWA Vision, Mission and Values</i> • <i>NSWA Board Policies on Advocacy, Code of Conduct and Confidentiality</i> <p>The Executive Director speaks on behalf of the NSWA as an organization. The Executive Director speaks to operational issues, programs, personnel issues, and other topics that are directly within the Executive Director’s mandate. The Executive Director may direct a staff member to do this or ask the Chair or another Board member if unavailable or appropriate.</p> <p>The Chair or Vice-Chair in the Chair’s absence, speaks on behalf of the NSWA Board regarding policies, the organization’s strategic direction and the Executive Director’s employment, and may appoint a delegate as the Board’s spokesperson.</p>		
Revision		
Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
January 25, 2023	Updated	<i>Added types of issues addressed by Executive Director versus the Board</i>
Review Date:	2025-2026	

B.19 Ownership of Information		
Purpose:	To define ownership of intellectual property and all other work produced by and for NSWA.	
Context:	Information generated for NSWA in any way shall remain the property of NSWA.	
<p>The Board of Directors, Staff and Volunteers embrace the Values of the NSWA which include openness and transparency.</p> <p>Based on these principles, the NSWA advocates to make public all 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 NSWA. On the recommendation of the Executive Director the NSWA 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>NSWA shall retain copyright (if applicable) and ownership of all reports, publications, information, data (both raw and processed) and other documents produced for the NSWA by staff, volunteers, Board members, and contractors unless otherwise agreed to in writing by the NSWA Executive Director.</p> <p>The NSWA asks that anyone using NSWA generated information such as reports, images, whether in hardcopy or digital format, or from the internet via the NSWA website, Facebook, Twitter, etc. cite the NSWA as author of those materials.</p>		
Revision		
Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
January 26, 2022	Updated	<i>Edited for clarity</i>
Review Date:	2024-2025	

B.20 Board Advocacy

Purpose: To define the process by which NSWA 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 NSWA is often asked to attend public forums, open houses, focus group discussions or to provide comments to citizens, government agencies or the media about watershed and environmental issues.

When doing so:

1. The mission and business of the NSWA, as noted in the most current NSWA Strategic Plan, shall be followed.
2. Official spokespersons (as per the NSWA Communication Policy) should speak knowledgeably about the need to protect the watershed in order to conserve biological integrity and protect water quality and quantity, and that this is a multi-stakeholder issue.
3. The NSWA needs to be an active leader as an information/knowledge sharing resource that promotes open discussion about watershed issues and our message of shared accountability and responsibility.

Advocacy

Advocacy for the NSWA is defined as *“influencing decision making in the interest of sound watershed management.”*

The NSWA 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 NSWA carries out its advocacy work based on the Vision, Mission, Purpose and Business of NSWA.
- The NSWA is politically non-partisan.
- The NSWA 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 NSWA will consider collaborating and supporting groups, agencies or individual that supports our Mission and Purpose.
- The NSWA 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 NSWA seeks clarity or resolution. If this is not possible the NSWA states all perspectives the information/data provides and may choose to make recommendations with reasons for the choice given.
- The NSWA 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 NSWA, or if it does not have expertise on these issues.
- The NSWA follows due process ensuring that the Board of Directors, the Executive Committee, and subject matter experts of the NSWA are properly consulted and approve the substance and strategy on major advocacy concerns
- The NSWA 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 NSWA:

- 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.

Revision		
Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
May 13, 2020	Updated	<i>Edited for clarity</i>
March 29, 2023	Reviewed	<i>No changes</i>
Review Date:	2025 - 2026	

B.21 Board Member Remuneration		
Purpose:	To establish criteria for remuneration of expenses incurred by Board members	
Context:	The NSWA is grateful for the dedication and commitment of its Board of Directors in carrying out the important work of the organization. While the NSWA must be prudent with its resources, it does not wish to have those who carry out important activities on behalf of the organization be personally out of pocket.	
<p>Board members may incur expenses during carrying out their NSWA Board duties or participation in NSWA related activities. Expenses include travel costs to attend meetings, workshops, conferences and other NSWA related activities. Where the NSWA Board has decided that board representation is needed and appropriate at an activity, and where expenses are not already covered by other arrangements (i.e., covered by an employer), Board member expenses will be covered by the NSWA. NSWA does not provide honoraria or stipends for Board members (or their alternates)</p> <p>Individual Eligibility Criteria</p> <ul style="list-style-type: none"> • Individuals claiming expenses must be elected or appointed NSWA Board of Directors (or their designated alternate). • Expenses must not be eligible for coverage through other arrangements such as through the Board member employer. <p>Approvals</p> <ul style="list-style-type: none"> • The NSWA Board Executive Committee must approve an individual to be eligible for claiming expenses under this policy prior to claiming expenses. The board member must submit a request in writing to the chair of the Executive Committee. • The Treasurer or any other signing officer must approve expense claims under this policy (Note: Board members must not approve their own expenses). <p>Reimbursed Expenses</p> <ul style="list-style-type: none"> • Expenses claims will be submitted, and expenses reimbursed as per the procedures, amounts and limits set out for NSWA staff. 		
Revision		
Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
January 20, 2020	Updated	<i>Simplified and approval process changed</i>
10 October 2023	Reviewed	<i>No changes.</i>
Review Date:	2026-27	

B.22 Honoraria		
Purpose:	To establish guidelines for the use of honoraria by the NSWA.	
Context:	Honoraria are voluntary payments given for services that are provided nominally without charge (e.g., formal invoice).	
<p>An honorarium is a one-time, voluntary payment for services proved to NSWA for which a formal invoice is not provided. It is intended to show appreciation by the NSWA to any individual performing a limited service for NSWA. For example, the NSWA may wish to provide an honorarium to acknowledge the contribution of a speaker at a forum or conference. An honorarium is not a payment to compensate individuals for their time or expense. NSWA does not provide honoraria or stipends for Board members (or their alternates).</p> <p>An honorarium payment is considered as self-employment income (i.e., is not paid through payroll) and the recipient is required to self declare as taxable income. The Canada Revenue Agency requires that the charity paying the honorarium issue a T4A slip for honorarium payments that exceed \$500 per person per calendar year.</p> <p>Provision of an honorarium to an individual must be approved in advance by the Board Executive Committee and the Board must be notified.</p>		
Revision		
Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
January 20, 2021	Updated	<i>Simplified and approval process changed</i>
10 October 2023	Updated	<i>Revisions for clarity</i>
Review Date:	2026-27	

B.23 Personal Gift Acceptance		
Purpose:	To establish guidelines for the acceptance of personal gifts by Board Members.	
Context:	Although Board members may receive personal gifts from individuals, organizations, or companies, NSWA must not endorse, or be perceived to endorse specific companies.	
<p>Board members 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 NSWA can give rise to legitimate concerns about favoritism, influence, and conflict of interest.</p> <p>The acceptance of any gifts must be in alignment with the Board Member <i>Conflict of Interest</i> policy and Board member must notify the Board Executive Committee when they have accepted a gift.</p> <p>Promotional items unrelated to NSWA may be freely accepted by Board members, however, good judgment should be exercised regarding the wear/use of such items in situations where the Board member is serving in their official capacity as an NSWA Board member.</p>		
Revision		
Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity and information related to cash donations moved to Fundraising and Charitable Status Policy.</i>
January 20, 2021	Updated	<i>Edited for clarity</i>
10 October 2023	Reviewed	<i>No changes.</i>
Review Date:	2026-27	

B.24 Board Self Evaluation		
Purpose:	To establish guidelines for the NSWA Board to evaluate its own performance.	
Context:	Based on the Liability Checklist provided by the Government of Alberta.	
<p>An annual survey (electronically) of NSWA 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-and-responsibilities-of-not-for-profit-Boards).</p> <p>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):</p> <ol style="list-style-type: none"> 1. I am familiar with my obligations as a Board member as outlined in the NSWA Board Governance Manual (including the liability checklist). 2. Overall, I am satisfied with how the NSWA Board is operating as a policy-making Board. 3. The combination of information covered by the Board update reports and during Board meetings provides enough detail to ensure that the NSWA 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. <p>Additionally, the following open-ended questions will be asked on the annual survey as well.</p> <ol style="list-style-type: none"> 1. From your perspective as a Board member, what have been the highlights of NSWA’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. <p>The Governance Committee will review the survey results and report back to the Board and follow up will occur with the Board when any rating is below “Agree (4)”.</p>		
Revision		
Board Meeting Date	Status	Comments
April 10,2019	New	
January 20, 2021	Updated	<i>Edited for clarity</i>
September 11, 2023	Review	<i>No changes</i>
Review Date:	2026-27	

B.25 Records Retention		
Purpose:	To establish guidelines for the retention of important NSWA records.	
Context:	NSWA creates records for society, financial and administration operations and these records need to be kept and secured for legal and fiduciary reasons.	
<p>The Executive Director will develop a properly maintained records management system that meets Alberta Societies Act, Revenue Canada, and other applicable requirements.</p> <p>Records vital to the organizational, legal, or financial operations of the Association shall be kept in a secure location and be managed so that the integrity of the complete record is preserved. If records are held electronically, they are backed up regularly at an offsite location.</p> <p>Society Records The Society written and electronic copies of incorporation certificate, bylaws and revisions and annual reports shall be kept in secure locations.</p> <p>Approved Board and Annual General Meeting minutes shall constitute the legal record of NSWA society proceedings.</p> <p>Society records and approved minutes shall be retained after dissolution as per the Alberta Registry and Revenue Canada requirements, e.g., 2-5 years</p> <p>Financial Records Approved Annual Financial Audits shall constitute the legal record of the NSWA society financial proceedings.</p> <p>Financial records required by Revenue Canada for human resources (payroll, source deductions, benefits) or charity purposes shall be retained for seven years or as detailed in applicable federal guidelines.</p> <p>Records of employment shall be retained until (18 months) after the retirement, termination, or death of staff, including:</p> <ul style="list-style-type: none"> • personnel files • records of employment • payroll registers and pay histories, including benefits • staff absences and medical certificates • Worker’s Compensation claims 		
Revision		
Board Meeting Date	Status	Comments
April 10, 2019	New	

May 13, 2020	Updated	<i>Moved from Financial policies to Board policies. Society and human resources records added.</i>
January 25, 2023	Reviewed	<i>No changes</i>
Review Date:	2025-26	

B.26 Public Participation

Purpose: To outline how NSWA engages our watershed stakeholders.

Context: The purpose of the NSWA includes sharing information as well as developing collaborative partnerships with watershed stakeholders. These actions involve different levels of engagement which can be identified on the spectrum of public participation developed by the International Association of Public Participation ([IAP2](#)). For the use of this policy public participation will be interpreted as how NSWA engages its watershed stakeholders.

NSWA supports public participation as a process to make better decisions that incorporate the interests and concerns of all affected stakeholders. Depending on the issue or project, NSWA will have different goals for public participation that will be communicated to our stakeholders. The NSWA will use the IAP2 public participation spectrum as a model in its approach to engagement, with the term stakeholder(s) replacing the term public in the table below.

developed by the international association for public participation

	INFORM	CONSULT	INVOLVE	COLLABORATE	EMPOWER
PUBLIC PARTICIPATION GOAL	To provide the public with balanced and objective information to assist them in understanding the problem, alternatives and/or solutions.	To obtain public feedback on analysis, alternatives and/or decision.	To work directly with the public throughout the process to ensure that public concerns and aspirations are consistently understood and considered.	To partner with the public in each aspect of the decision including the development of alternatives and the identification of the preferred solution.	To place final decision-making in the hands of the public.
PROMISE TO THE PUBLIC	We will keep you informed.	We will keep you informed, listen to and acknowledge concerns and aspirations, and provide feedback on how public input influenced the decision.	We will work with you to ensure that your concerns and aspirations are directly reflected in the alternatives developed and provide feedback on how public input influenced the decision.	We will look to you for advice and innovation in formulating solutions and incorporate your advice and recommendations into the decisions to the maximum extent possible.	We will implement what you decide.

NSWA recognizes it has multiple stakeholders that include but are not limited to:

- federal and provincial government agencies
- municipal governments
- indigenous communities
- industry and utility organizations
- agricultural associations and landowners
- watershed stewardship groups
- non-profit organizations
- academia, and
- the public at large.

The North Saskatchewan River watershed has a diversity of people, landscapes, and economic activity within its boundary. At different points in time, stakeholder concerns and interest to engage with the NSWA have been different from place to place within the watershed.

Based on experience, NSWA recognizes that the level and types of stakeholder engagement will vary depending on the scope of the issue or project, the importance of the issues being discussed to each stakeholder, and the resources and time that are available for engagement. These considerations should be carefully reviewed during the development of any engagement strategy and guide the implementation of the strategy.

NSWA recognizes that the level and types of public participation will vary depending on the scope of the issue or project, the individual differences between stakeholders and the resources and time that are available.

Examples of types of engagement the NSWA may undertake include:

INFORM	CONSULT	INVOLVE	COLLABORATE	EMPOWER
Website Forums Newsletters	Forum Surveys AGM Surveys	State of the Watershed Reports	NSWA Integrated Watershed Management Plan	Subwatershed Alliances

Revision

Board Meeting Date	Status	Comments
March 17, 2021	New	<i>Recommended by Governance Committee</i>
January 26, 2022	Updated	<i>Formatting changes</i>

Review Date: 2024 - 2025

B.27 Endorsements		
Purpose:	To establish guidelines for the NSWA to endorse the activities and projects of partner and collaborate with other organizations.	
Context:	NSWA frequently is asked endorsements (e.g., letter of support) from external organizations to support activities to be undertaken by the external organization. These requests are often associated with grant applications being developed for the external organization.	
<p>NSWA considers the following criteria in assessing requests for project, grant, or activity endorsements. Endorsement requests may be granted if they:</p> <ul style="list-style-type: none"> • Alignment of the purpose and intent of the organization and/or the initiative with the vision, mission, and goals of the NSWA. • Improve the health of the watershed. • Support implementation of the Integrated Watershed Management Plan. • Advances our understanding of the watershed. • Enable watershed citizens to participate in watershed activities. <p>NSWA will keep a record of any endorsements.</p> <p>For endorsement requests with NSWA resource asks of greater than \$2,500 or staff time greater than 2-person-days, NSWA Partnerships Policy (B.3) will apply.</p>		
Revision		
Board Meeting Date	Status	Comments
January 25, 2023	New	
Review Date:	2025-2026	

OPERATIONAL POLICIES

C.1 Human Resources – Executive Director		
Purpose:	Ensure that the organization has a human resources framework and policies in place to meet the legal requirements.	
Context:	The NSW Board directly employs an Executive Director as the leader in design and delivery of NSW operations, including the delegated human resources policies for management of organization staff, volunteers, and contractors.	
<p>Oversight of human resources is a key responsibility in the mandate of the NSW Board because of its impact on NSW’s ability to deliver its mission.</p> <p>The Board of Directors is responsible for:</p> <ul style="list-style-type: none"> • all aspects of the relationship with the Executive Director, who is the person reporting directly to the Board. • the description of position duties, selection and hiring, support and performance management, succession planning and replacement of Executive Director. • setting the compensation of the Executive Director. • understanding what obligations and liabilities the organization has regarding its employees and other service providers, including volunteers and contractors, and ensure obligations are being met. 		
Revision		
Board Meeting Date	Status	Comments
April 10, 2019	New	
March 17, 2021	Updated	<i>Significant changes made</i>
November 3, 2023	Updated	<i>Minor editorial change</i>
Review Date:	2026-27	

C.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 strategic direction of the organization through its policies. The Board will hire an Executive Director to implement these policies and deal with the day-to day operations of the organization.	
The Board, through the Executive Committee:		
<ul style="list-style-type: none"> • has one employee which is the Executive Director. • develops and approves a position description for the Executive Director and recruits and approves the hiring of the Executive Director. 		
The Board, through the Executive Committee:		
<ul style="list-style-type: none"> • signs a formal agreement of employment with the Executive Director. • provides direction and guidance to the Executive Director through approved policies, strategic plans, operational plans, and budgets. • develops and evaluates the position description, performance, and remuneration recommendations with the Executive Director annually. 		
The Executive Director:		
<ul style="list-style-type: none"> • 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 including administration, finances, partnerships, and communications. • Develops and implements staff human resources administrative directives and procedures and an occupational health and safety management framework that follows all applicable legislation and regulations. • Manages staff organizational structure, position descriptions and ensures staff performance evaluations occur annually. • Manages staff salary and benefits framework within the constraints of the organization’s approved strategies and budgets. • Is responsible for the recruitment, hiring and termination of all staff and contractors. 		
Revision		
Board Meeting Date	Status	Comments
April 10, 2019	New	
March 17, 2021	Updated	<i>Edited for clarity</i>
3 November 2023	Updated	<i>No changes</i>
Review Date:	2026-27	

C.1.2 Executive Director Position Description		
Purpose:	To outline the scope, responsibility, authority, and accountability of the Executive Director position.	
Context:	The Executive Director position is the only employee of the Board, and it is important that the position description outline core competencies, skills, authorities, and responsibilities.	
<p>The Executive Director is responsible for achieving the NSW's mission, vision and strategic objectives as guided by NSW policies and Board direction. The Executive Director is responsible for the day-to-day operations of the NSW including, administration, finances, partnerships, and communications.</p> <p>Supervision The Executive Director reports directly to the NSW Board of Directors, through the Executive Committee.</p> <p>Detailed Position Description The Executive Director position description should include:</p> <ul style="list-style-type: none"> • A general description of the position • 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. <p>This position description shall be used for recruiting, hiring, and assessing performance of the Executive Director.</p> <p>Remuneration The Executive Director is a salaried position, and the pay is reflective of the individual's qualifications as recommended by the Executive Committee and approved by the Board.</p>		
Revision		
Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
December 12, 2018	Updated	
March 17, 2021	Updated	<i>Edited for clarity</i>
3 November 2023	Reviewed	<i>No changes</i>
Review Date:	2026-2027	

C.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 the only employee reporting to the NSW Board under a legal agreement that outlines the terms and conditions of employment.

The Executive Director is the face of NSW and reports directly to the Board through the Executive Committee. A legal agreement helps to attract the best possible candidates for the leadership role and provide a mechanism for the Board and Executive Director to build a strong relationship and achieve outcomes beneficial to both parties.

The Executive Committee is responsible for ensuring the Executive Director position description is current and aligns with the NSW vision and mission as well as the purpose and strategic direction of the organization.

The contractual agreement creates an accountability mechanism yet has an adaptive management style and structure to reflect that non-profit organizations typically have challenges with program continuity, design and delivery that require a flexibility in a fluid human resources structure.

The agreement should include sections on:

1. **Scope of expectations and responsibility** – describes the extent of key responsibilities and expected allocation of time.
2. **Succession Planning – transitioning** – Contract must 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.
3. **Performance Expectations and Feedback** – provision for structured annual review for dialogue and feedback to ED on current and projected expectations.
4. **Delegation and Risk Management** – Delineates scope of ED authority and accountability.
5. **Dispute Resolution** – mechanism for the Board and Executive Director to formally address conflicts.

Revision

Board Meeting Date	Status	Comments
April 10, 2019	New	
March 17, 2021	Updated	<i>Significant changes made</i>
3 November 2023	Reviewed	<i>No changes.</i>

Review Date: 2026-2027

C.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.

The Executive Director will collaborate with the Executive Committee in preparing an Annual Operational Plan and Budget and setting out performance expectations attached to delivery of the plan. This work will form the basis of an annual Executive Director Performance Agreement.

The annual operational cycle of the NSWA is April 1 to 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 component is evaluation of performance.

Performance management will include NSWA Operational Plan and recognizes the full spectrum 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 NSWA. Performance measures will examine the effectiveness as well as the efficiency of resources used to achieve outcomes. Measures should be: Specific, Measurable, Attainable, Realistic and Timely (SMART).

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

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

Performance measurements should focus on outcomes and may include:

- Engagement and Outreach
- Process improvements
- Timeliness of action
- Efficiency of program delivery
- Employee satisfaction
- Financial funds raised
- Grant proposal success rate

Revision		
Board Meeting Date	Status	Comments
April 10, 2019	New	
March 17, 2021	Updated	<i>Significant changes made</i>
3 November 2023	Updated	<i>Minor changes made.</i>
Review Date:	2026-27	

C.2 Human Resources – Staff and Volunteers		
Purpose:	To provide direction on the management of staff and volunteers of the NSWA.	
Context:	Board sets policies and procedures to manage the organization’s risks related to the employment of staff or use of volunteers.	
<p>The Board will ensure that policies meet all applicable federal and provincial employment and volunteer legislation and regulations. NSWA will maintain Human Resources and Occupational Health and Safety Manuals.</p> <p>The policies are to be reviewed periodically to ensure their application is effective and appropriate. This may be done periodically through a third-party audit.</p> <p>The Board will ensure that there is appropriate insurance coverage for NSWA staff including Worker’s Compensation Board coverage and general liability insurance.</p>		
Revision		
Board Meeting Date	Status	Comments
April 10, 2019	New	
January 26, 2022	Update	<i>Edited for clarity</i>
Review Date:	2024-2025	

C.2.1 Human Resources		
Purpose:	To outline human resources policies for NSW staff, volunteers and contractors working for NSW.	
Context:	Human resources policies reflect current legislative and regulatory requirements as well a generally accepted employment practice.	
<p>The NSW Executive Director will ensure a Human Resources Manual is prepared and current with existing legislative and regulatory requirements as well as generally accepted employment practice.</p> <p>NSW Executive Director is responsible for ensuring staff, contractors and volunteers are aware of the contents and application of the policies in the Human Resources Manual.</p> <p>The Human Resources manual is to contain the following policies addressed:</p> <ul style="list-style-type: none"> • Employment Standards • Recruitment and Selection • Orientation • Performance Appraisals • Confidential Information • Intellectual Property • Health and Safety • Harassment • Discipline process • Grievance process (including staff grievances with Executive Director) • Hours of work and overtime • Statutory Holidays • Vacation • Leave provisions such as sick days • Compensation • Benefits • Training and Development • Resignation • Lay-off • Termination 		
Revision		
Board Meeting Date	Status	Comments
April 10, 2019	New	
January 26, 2022	Updated	<i>Edited for clarity</i>
Review Date:	2024-2025	

C.2.2 Occupational Health and Safety		
Purpose:	To provide direction on adherence to prevailing Occupational Health and Safety legislation.	
Context:	NSWA staff, contractors and volunteers are to follow occupational health and safety legislation.	
<p>The NSW Executive Director will:</p> <ul style="list-style-type: none"> • prepare and make available to staff, contractors and volunteers an Occupational Health and Safety Manual that reflects prevailing legislation and regulation. • ensure staff, contractors and volunteers are made aware of the OHS Manual, its contents and application prior to undertaking work on behalf of NSW. <p>The Executive Director will report to the Executive Committee annually on any changes to the OHS Manual, staff training, any significant incidents, or injuries or any other OHS issue that may represent a risk to the NSW organization.</p>		
Revision		
Board Meeting Date	Status	Comments
April 10, 2019	New	
January 26, 2022	Updated	<i>Edited for clarity and details on reporting by Executive Director.</i>
Review Date:	2024-25	

C.2.3 Volunteers		
Purpose:	To outline obligations when retaining the services of volunteers under the supervision of NSW staff.	
Context:	The NSW may use volunteers to help deliver its programs and services such as at educational forums, outreach activities or office duties.	
The NSW Executive Director will ensure that volunteers follow the human resources and occupational health and safety policies and procedures used by NSW staff. This will be communicated to volunteers during an orientation process.		
Revision		
Board Meeting Date	Status	Comments
April 10, 2019	New	
January 26, 2022	Update	<i>Edited for clarity</i>
Review Date:	2024-2025	

C.3 Financial Management		
Purpose:	To establish policies that ensure appropriate management and oversight of NSWA financial affairs.	
Context:	This section provides a brief overview of financial management and oversight of the NSWA. Specific policies are detailed in the subsequent financial policy sections.	
<p>The NSWA follows generally accepted accounting principles, specifically the Canadian accounting standards for not-for-profit organizations (ASNFP), 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 NSWA is April 1 to March 31 as this aligns with the fiscal year of the Government of Alberta, the principal funder of the NSWA through the Water for Life Program.</p> <p>The Executive Director manages the day-to-day financial transactions of the NSWA with guidance provided by the Treasurer. The NSWA enlists the services of a financial accountant/bookkeeper (either contract or on staff) to assist the Executive Director with financial management and to manage NSWA staff payroll and benefits. The Board, Executive Committee and Finance Committee provide oversight of NSWA finances.</p> <p>An independent certified accountant shall conduct a full audit of NSWA 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 NSWA transaction – either funds paid, transferred or funds received. Paper financial records (invoices, cheques, receipts for payments, bank statements, credit card statements, etc.) shall be maintained in the NSWA archives for at least seven years as printed hardcopy. Electronic records shall also be maintained on NSWA servers for at least seven years.</p> <p>The NSWA shall use an accredited or certified accounting software (i.e. QuickBooks or other product) to track and manage the NSWA finances.</p> <p>Detailed accounting procedures shall be maintained in the <i>NSWA Operating Procedures Manual</i> that is updated by the Executive Director and reviewed and approved by the Executive Committee and Treasurer on an annual basis.</p>		
Revision		
Board Meeting Date	Status	Comments
April 10, 2019	New	
March 11, 2020	Updated	<i>Edited for clarity</i>
January 25, 2023	Updated	<i>Edite for clarity</i>
Review Date:	2025-26	

C.3.1 Budgeting		
Purpose:	To establish the process of preparation, review, and approval of the annual operating budget of the NSWA.	
Context:	The Annual Operating Budget (AOB) governs how the General Fund is to be managed during a fiscal year to deliver the overall operations of the NSWA, projects, programs, and contracts. For reporting purposes, the programs, projects, and contracts funded through grants each have an annual budget that is managed separately and administered through the General Fund.	
<p>The AOB is prepared, reviewed, and approved for the fiscal year April 1 to March 31. The AOB is based on the NSWA 3-Yr Strategic Plan and Annual Operating Plan (AOP). The AOB is comprised of estimates of major categories of revenues (i.e., Government of Alberta Grant funding, municipal contributions, donations, etc.) and expenditures (staff salaries and benefits, office space lease, etc.) and includes a forecast of the year-end surplus or deficit.</p> <p>Annual Operating Budget Process</p> <p>The Executive Director produces a draft AOP and AOB for the forthcoming fiscal year in consultation with the Treasurer by the end of February of the preceding operating year. The Finance Committee reviews the draft AOP and AOB in March to ensure that the AOB aligns with the Strategic Plan and that the year-end surplus/deficit is identified.</p> <p>On the recommendation of the Finance Committee, the draft AOP and AOB are presented to the NSWA Board at the April Board meeting for approval. Any revisions to the AOP and AOB requested by the Board, if necessary, result in a revised AOP and AOB that are subsequently presented to the Board for approval prior to the AGM.</p> <p>The Treasurer presents a summary of the Board-approved AOP and AOB as information to the membership at the AGM in June.</p>		
Revision		
Board Meeting Date	Status	Comments
April 10, 2019	New	
March 11, 2020	Updated	<i>Edited for clarity</i>
January 25, 2023	Updated	<i>Edited for clarity</i>
Review Date:	2025 - 2026	

C.3.2 Banking

Purpose: To ensure that there are clear and transparent procedures and appropriate controls for managing funds and cash flow through the NSWA bank account.

Context: NSWA funds are divided into funds for general operation of the society and funds intended for execution of specific projects or programs funded through specific grants or contracts.

The NSWA will maintain a business bank account through a recognized major banking institution (Alberta Treasury Branch as of February 2019). The bank account shall consist of the following:

- a General Account wherein funds and transactions related to the general operation of the NSWA will be managed.
- Sub-accounts that will be used to manage funds of specific projects or programs. A sub-account for each project or program will be set-up at the start of a project and will be reconciled and closed at the completion of the project.

The bank account shall be set-up with at least two signing officers. Signing officers will include the Executive Director and at least one of the Board Chair, Treasurer, Vice Chair or Secretary. The account administrator shall be the Executive Director.

All funds received by the NSWA for whatever purpose, shall be deposited into the General Account. Funds for any specific project or program will then be deposited into the sub-account established for that purpose. Funds related to the Annual Operating Budget will remain in the General Account.

All funds paid by NSWA will be paid out of the General account. Project specific funds will be transferred from the appropriate sub-account into the General Account to facilitate processing of payments against specific projects.

The transfer of funds between the General Account and the sub-accounts shall occur on a quarterly basis and will generally be done by the Executive Director. Others with signing authority can also transfer funds between the General Account and individual sub-accounts. No NSWA staff or contractors will be able to transfer funds between sub-accounts.

Transfer of funds from the General Account shall be done only as follows:

- A cheque from the General 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.

- An NSW Credit Card may be used to pay for smaller expenses or to vendors that prefer credit payments (i.e., rent, insurance, photocopying, etc.) for expenses consistent with the Annual Operating Budget. The card(s) daily and monthly limits will be set as low as possible but will be sufficient to allow for regular NSW transactions. The Treasurer shall review and verify credit card statements and transactions at least every quarter.
- On-line payments or transfers from the NSW General Account for expenses consistent with the Annual Operating Budget (i.e., biweekly payroll and taxes paid to revenue Canada, etc.). The Treasurer shall review and verify all records of on-line payments or transfers at least every quarter.
- Direct deposits from the NSW General bank account for expenses consistent with the Annual Operating Budget (i.e., health benefits, utility bills, annual banking fees, etc.) The Treasurer shall review and verify all direct deposit payments at least every quarter.
- Payments from petty cash. Petty Cash will be maintained in a lock box in the NSW office and the amount in Petty Cash will be limited to \$150 at any one time. The Treasurer shall review and verify payments from Petty Cash at least every quarter.

NSW will accept payments into the General Account by the following methods

1. Cheque
2. Cash
3. Paypal/Square
4. Direct deposit

Funds in the General Account may be maintained as cash or in the form of cashable GICs as appropriate.

Revision

Board Meeting Date	Status	Comments
April 10, 2019	New	
March 4, 2020	Updated	<i>Edited for clarity</i>
January 26, 2022	Updated	<i>Edited for clarity</i>
Review Date:	2024 - 2025	

C.3.3 Signing Officers		
Purpose:	To establish guidelines for signing authorities to follow for the NSWA.	
Context:	Under NSWA Society Bylaw the Board of Directors will conduct business and make decisions on behalf of the NSWA membership.	
<p>Signing authorities for the NSWA can be held by the following positions: President, Vice President, Treasurer, Secretary, Executive Director.</p> <ul style="list-style-type: none"> • All cheques require two authorized signatures irrespective of the dollar amount • Except where delegated by the Board, any legally binding document and /or contract requires two authorized signatures • Where signing authority for specific contracts has been delegated to the Executive Director by the Board, such contracts only require the signature of the Executive Director (refer to policy on <i>Delegated Authority</i>) • Any of the designated signing authorities has the authority to sign correspondence on behalf of NSWA as outlined in the Board Communications and Authorized Spokespersons policy (refer to policy on <i>Communications and Authorized Spokespersons</i>) • Signing authorities are to be reviewed and updated annually following the NSWA AGM. 		
Revision		
Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	New	
March 11, 2020	Updated	<i>Edited for clarity</i>
January 25, 2023	Updated	<i>Edited for clarity</i>
Review Date:	2025-2026	

C.3.4 Society Dissolution Fund

Purpose: To establish guidelines for the Society Dissolution Fund of the NSWA.

Context: It is good practice for any non-profit/charitable organization to maintain a fund for costs associated with dissolving the society or for other unexpected events.

NSWA shall maintain a Society Dissolution Fund (SDF) to:

- manage the dissolution of NSWA operations in an orderly fashion
- to manage other financial risks such as unforeseen delays in receiving major sources of funding or unexpected major expenses

The proposed value of the SDF is \$205,000. This value is based on estimated costs for:

- 3 months of staff salary (\$117,000)
- 6 months for office space rent, office, and computer equipment rental (\$38,000),
- 6 months insurance (Directors and officers' liability, commercial and general liability, WCB) (\$2,500)
- Final auditing of financial statements, legal fees, final Annual General Meeting and Board meetings (\$25,000)
- 10% contingency (\$20,000)
- Rounded up to nearest 5,000

Note: *These estimates are based on the 2020-2021 financial year-end.*

The SDF shall not exceed 205,000, unless adjusted as per below. The SDF shall be maintained in the form of cashable GICs and access to the SDF will be restricted. Only money in the General Account will be diverted to the SDF. No restricted funds may be directed to the SDF. Access to the SDF will be controlled as follows:

- Access to \$50,000 or less of the SDF in any 3-month period shall require approval of the Executive Committee and notification of the Board.
- Access to more than \$50,000 of the SDF in any 3-month period shall require approval from the NSWA Board;
- If money is withdrawn from the SDF for uses other than dissolution of the organization, a plan will put into place to replace the withdrawn funds within one year of the withdrawal. A plan for replacing money in the SDF will be approved by the either the Executive Committee (\$50,000 or less in any 3-month period) or the NSWA Board (more than \$50,000 in any 3-month period).

The balance in the SDF will be included in regular financial reports produced by the Treasurer for review by the Board and in the annual financial statement. The suitability of the amount of the SDF (\$205,000) will be reviewed by the Treasurer and Finance Committee on an annual basis during development of the annual operating budget and will be adjusted as necessary as part of the budget ("the adjusted SDF"). Any amount in excess of \$205,000, including

interest earned from the GIC will be transferred to the into the General Account on a regular basis and at least annually.

Revision

Board Meeting Date	Status	Comments
February 9, 2018	Proposed	<i>Finance Committee proposed wording and amount for reserve fund policy.</i>
April 10, 2019	Approved	
March 4, 2020	Updated	<i>Edited for Clarity</i>
January 26, 2022	Updated	<i>Renaming and updated estimate</i>
Review Date:	2024-2025	

C.3.5 Financial Reporting

Purpose: To establish procedure for providing regular updates on the status of NSWA finances to the Board.

Context: Financial reports are internal documents intended for NSWA Board and not for external agencies.

Reports on the status of the NSWA finances will be prepared after each quarter end and provided to the Board as information.

Each quarterly report will include a summary of quarterly and year-to-date actuals of major revenue and expense categories. Year-to-date progress will be compared to the approved Annual Operating Budget for each major category to provide an indication of the progress of spending or revenue as a percentage of the annual amount budgeted for each category. The report will also provide the status of funds in the General Account and all sub-accounts as of the end of the quarter.

The financial statement for the third quarter will also include a year-end projection of revenues and expenses. This projection will be used to help prepare the subsequent yearly Annual Operating Budget.

With each quarterly report, a written memo will be prepared by the Executive Director to the Treasurer with explanations for all major category line items where the variances from the Annual Operating Budget exceed \$10,000.

The quarterly financial report and explanatory memo will be reviewed by the Treasurer. The Treasurer will present each quarterly report to the Board at the next scheduled Board meeting after quarter end.

Board Meeting Date	Status	Comments
April 10, 2019	New	
March 4, 2020	Updated	<i>Edited for Clarity</i>
January 26, 2022	Updated	<i>Edited for Clarity</i>

Review Date: 2024-2025

C.3.6 Audited Financial Statements

Purpose: To establish the process for an audit of the NSWA's year end financial statement by a duly qualified accountant.

Context: Audited year end financial statements are required by Corporate Registry as per the Alberta Society Act and NSWA Bylaws, and to support the status of NSWA as a charitable organization.

Independent Auditor's Report of NSWA's Financial Statements Process

A qualified accountant, for the process set out below, is recommended as the auditor by the NSWA Board to the NSWA Membership for approval at the AGM.

The NSWA 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 adapted from the NSWA Financial Statements Year Ended March 31, 2017, and outlines the responsibilities for the NSWA and the Auditor, and the objectives for carrying out the Independent Auditor's Report¹:

"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 NSWA and prepares a summary of significant accounting policies and other explanatory information.

NSWA's Responsibility for the Financial Statements

The NSWA follows generally accepted accounting principles, specifically the Canadian accounting standards for not-for-profit organizations (ASNPO), of accrual-based accounting to manage the financial affairs of the society. The Executive Director is responsible for ensuring the preparation and fair presentation of Society financial statements by qualified bookkeeping and accounting personnel in accordance with ANSPO, 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.

Auditor'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

¹ Cheng S. Lim Professional Corporation. Letter to NSWA Board of Directors, *North Saskatchewan Watershed Alliance Financial Statements Year Ended March 31, 2017*

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 purpose of undertaking the Annual Financial Audit is to determine that the financial statements prepared by the NSWA present fairly, in all material respects, the financial position of the NSWA 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. The final audit report must be signed by two signing officers as per Board Policy C.3.3.

Revision		
Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	Edited for clarity
March 11, 2020	Updated	Edited for clarity
March 29, 2023	Updated	Edited for clarity
Review Date:	2025-2026	

C.3.7 Procurement / Contracted Services

Purpose: To establish standards and guidelines for the procurement and management of contracted services and that as much as possible the services are secured through an open and competitive process, and that contracts are managed with good administrative practices and sound business judgment.

Context: The NSWA 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 NSWA also uses contractors and consultants to conduct project specific project management, facilitation and communications, and technical studies.

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.

NSWA 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 NSWA for the cost quoted or proposed. This means that the NSWA will not necessarily accept the lowest-priced quote or proposal. The criteria for selecting the vendor(s), the quotations received, and the evaluation shall be documented for all contracted services over \$10,000.

Preferred Sourcing: In purchase evaluations the NSWA will include a preference for sourcing goods and services within or closest to the North Saskatchewan Region 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).

Competition: NSWA will use a competitive bidding process to ensure it receives good value when procuring all contracted 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 and when confirmed (approved) by the Executive Committee.

Expenditure Authorization: The Executive Director has authority to approve all budgeted purchases. No purchase agreement or award shall be made unless the cost is included in the Board approved Annual Operating Budget.

- Unbudgeted items less than \$10,000 do not require Executive Committee or Board approval but should be noted in financial reporting updates.
- Unbudgeted items between \$10,000-\$50,000 require Executive Committee approval.
- Unbudgeted items over \$50,000 require Board approval.

External Requirements: Where the Executive Director determines that specific procurement conditions of external funding agencies cannot reasonably be met, the Executive Committee will provide direction and approval.

Vendors: The Executive Director has discretion to determine, with justification if 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 Annual Operating 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

Contracts over \$50,000:

Require a Request for Proposal process with defined terms of reference and a scored proposal evaluation. At the discretion of the Executive Director, the terms of reference can be referred to the Executive Committee for review.

Terms of Reference:

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

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

Proposal Evaluation:

A rating sheet will be prepared in advance of evaluation to compare, rate and 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 or conflict with the NSWA policy, the Executive Director will seek the advice of the Executive Committee. Otherwise, the process outlined in this NSWA policy will be used.

Revision

Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
March 4, 2020	Updated	<i>Edited for clarity</i>
January 26, 2022	Updated	<i>Edited for clarity</i>

Review Date:

2024-2025

C.3.8 Project Grants and Contracts

Purpose: To set the policies for management of funds associated with grants and contracts associated with specific projects.

Context: NSWA may accept contracts and apply for grants to fund specific projects or programs. These funds are managed separately from the Annual Operating Fund.

Project Contracts and Grant Applications

The Executive Director has the authority to apply for contracts and/or grants in order to undertake specific projects or programs that align with the NSWA Strategic Plan. The Executive Director will inform the NSWA Board of any contracts or grants applied for and/or received through the Executive Director's reports.

Where contracts and grants for specific projects require a contribution of matching cash and/or in-kind resources from NSWA, the Executive Director will consult with the Executive Committee for approval prior to consideration of a contract or submission of a grant application. The Executive Committee has responsibility to inform the Board of a contract proposal or grant submissions and seek Board approval to proceed with application where in-kind cash and/or resources exceed delegation of authority. If cash or in-kind resources are required, they should be included in the Annual Operating Plan and Annual Operating Budget. The Board must approve any application for grants that involve matching cash or in-kind resources that were not included in the approved Annual Operating Budget.

Contract and Grant Project Agreements

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

Management of Project Contract and Grant Funds

All contract and grant funds will be managed within the NSWA bank account according to the Banking Policy C.3.2.

Reporting on Project Specific Contracts and Grants

The Executive Director has responsibility to ensure the successful execution of all commitments of contract and grant funded projects, including all reporting required by the contracting or granting agency. The Executive Director may assign a project manager to oversee a project, but the Executive Director is ultimately accountable to ensure all commitments are met. The Executive Director will approve all reports submitted to Contracting and Granting Agencies. The Executive Director will regularly report on progress

on contract and grant projects to the Board including the status of project finances at least on a quarterly basis.

Procurement for Granted Projects

Contracting and granting agencies may have specific requirements with respect to procurement processes. If these are significantly different from or conflict with the NSW policy, the Executive Director will seek the advice of the Executive Committee. Otherwise, the process outlined in the NSW policy will be used.

Revision

Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity</i>
March 4, 2020	Updated	<i>Edited for clarity</i>
January 26, 2022	Updated	<i>Edited for clarity</i>
Review Date:	2024-2025	

C.3.9 Fundraising and Charitable Status

Purpose: To establish how NSWA activities are funded.

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

Main Funding Sources:

NSWA's main sources of funding to support its Annual Operating Plan are:

1. Operating grant from Alberta Environment and Protected Areas;
2. Annual core funding from EPCOR (based on a per capita charge invoice);
3. Annual funding from participating municipalities (based on per capita charge invoices); and

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 NSWA 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 NSWA will consider the following factors:

- Values – does acceptance of the donation compromise any of the core values of NSWA?
- Compatibility – is there compatibility between the intent of the donor and the NSWA's use of the donation?
- Public Relationships – does acceptance of the donation damage the reputation of NSWA?
- Primary Benefit – is the primary benefit to the NSWA 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 NSWA 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 NSWA if the donation was accepted?

The NSWA 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 NSWA 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 NSWA as trustee or requiring the NSWA to act in any fiduciary capacity;
- Donations requiring the NSWA 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

Revision

Board Meeting Date	Status	Comments
June 7, 2013	New*	<i>*Earliest date on record</i>
April 10, 2019	Updated	<i>Edited for clarity and added information about charitable status.</i>
March 11, 2020	Updated	<i>Edited for clarity.</i>
10 October 2023	Updated	<i>Minor revisions.</i>

Review Date:

2026-2027

C.3.10 Insurance		
Purpose:	To establish guidelines for the purchase of insurance for the NSW 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.	
NSWA 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, NSW shall have the following types of insurance coverage:		
<u>Directors and Officers Insurance:</u>		
<ul style="list-style-type: none"> • With a minimum \$2,000,000 Limit of Insurance 		
<u>General and Commercial Liability Insurance</u>		
<ul style="list-style-type: none"> • With a minimum \$5,000,000 Limit of Insurance for General Liability including: <ul style="list-style-type: none"> ○ Tenant’s Legal Liability ○ Employees Benefits, Errors and Omissions ○ Hired Vehicle Endorsement ○ Property including computers ○ Flood and Sewer ○ Personal Property of Officers and Employees ○ Equipment Breakdown ○ Privacy Breach 		
<u>Workers Compensation Board Insurance</u>		
<ul style="list-style-type: none"> • Mandatory insurance based on WCB Industry Classification 85925/Conservation Associations rates 		
Revision		
Board Meeting Date	Status	Comments
April 10, 2019	New	
March 4, 2020	Updated	<i>Edited for clarity.</i>
January 26, 2022	Updated	<i>Addition of Privacy Breach liability</i>
Review Date:	2024-2025	

C.3.11 Operating Reserve Fund

Purpose: To establish guidelines for the Operating Reserve Fund of the NSWA.

Context: The NSWA targets to achieve a balanced annual budget for the general operation of the organization. In some years, there may be budget surpluses or deficits due to unexpected revenues or expenses. Unless they are earmarked for specific initiatives, budget surpluses will accumulate in the general operating account and will remain unspent. There is no carryover of budget from year-to-year.

Occasionally, special projects or opportunities may arise that align with the Strategic Plan but that will require substantial NSWA funds to complete. These may be planned special projects that are outside of the scope of general operating budget or new opportunities that were not contemplated during operating budget preparation. Funding of these special projects or new opportunities from the general operating fund may result in significant budget deficits.

This policy sets governance procedures for the maintenance and use of the Operating Reserve Fund for special projects and new opportunities.

Intent of the Operating Reserve Fund

The Operating Reserve Fund (ORF) was established with two purposes:

- To manage annual budget surpluses and deficits to prevent accumulation of surpluses or deficits in the general operating account;
- To provide a means of funding special project or new opportunity initiatives that fall outside of the normal scope of the general operating budget set by the Annual Operating Plan

From time to time, the NSWA may decide to lead a significant initiative that will require the use of NSWA funds that is materially beyond the capacity of the annual operation budget. These types of initiatives might include a large special project that arises out of the NSWA strategic planning process or a new opportunity that arises during the year and that aligns well with the NSWA strategic plan. Special projects might include (but are not limited to) preparation or update of the State of the Watershed study or the Integrated Watershed Management plan. New opportunities might include (but are not limited to) grant competitions that are announced during the year but that were not anticipated during budget preparation. These special projects and new opportunities may require use of NSWA financial resources that are beyond the normal scope of the annual operating budget and exceed the normal authorities of the ED or Executive Committee.

The ORF was established in 2022 with an initial value \$400,000 that was transferred from the accumulated surplus in the general operating account. The amount transferred was intended to draw down the accumulated surplus in the general operating account while maintaining sufficient funds for normal operation of the organization.

Procedures for Fund Maintenance:

- Each year, any NSWA budget surplus over \$5,000, as determined in the annual financial statement, will be transferred from General Operating to the ORF.
- Each year, any budget deficit over \$5,000, as determined in the annual financial statement, will be transferred from ORF to General Operating.
- The ORF shall be maintained in the form of cashable GICs and access to the ORF will be restricted.
- Transfers to or from ORF will occur at the time of ORF GIC renewal, whenever possible.
- Interest earned on ORF GICs will be deposited in General Operating upon GIC renewal.
- Only money in the General Operating Account will be diverted to the ORF. No other restricted funds may be directed to the ORF.
- There will be no minimum or maximum level of funds in the ORF.

Procedure for Accessing Funds:

In general, any use of funds in the ORF must align with the NSWA Strategic plan and will require appropriate approvals as outline below.

For planned special projects the use of the ORF funds will be incorporated into the annual operating budget. The transfer of ORF funds into the General Operating Account will be indicated as a revenue line item in the budget. The expenses associated with the project will be indicated as an offsetting expense line item. Approval of the budget by the Board will constitute approval of the use of the ORF for the special project.

For un-planned new opportunities:

- Access to \$50,000 or less of the ORF in any 3-month period shall require approval of the Executive and notification of the Board;
- Access to more than \$50,000 of the ORF in any 3-month period shall require approval from the NSWA Board;
- The Executive Committee or Board must determine that the use of the ORF aligns with the NSWA Strategic Plan and satisfies all other NSWA Policies.

Reporting

The balance in the ORF will be included in regular financial reports produced by the Treasurer for review by the Board and in the annual financial statement. Any interest earned from the GICs in the ORF will be maintained in the ORF.

Revision

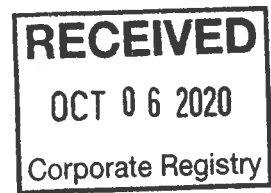
Board Meeting Date	Status	Comments
January 26, 2022	Proposed	<i>Finance Committee proposed policy wording for the New Opportunities Fund</i>
10 October 2023	Updated	<i>Revised for clarity and accuracy.</i>

Review Date: 2026-2027

NSWA BYLAWS 2020

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**NORTH SASKATCHEWAN
WATERSHED ALLIANCE
SOCIETY BYLAWS**



Article 1 - PREAMBLE

1.1 The Society

The name of the society is the "North Saskatchewan Watershed Alliance", which may also be known or referred to as the NSWA.

1.2 The Bylaws

The following articles set forth the bylaws of the NSWA.

Article 2 - DEFINITIONS

2.1 Definitions

In these bylaws, the following words have these meanings:

- 2.1.1 Act** means the Societies Act R.S.A. 2000, chapter S-14 as amended, or any statute substituted for it.
- 2.1.2 Annual General Meeting** means the annual general meeting described in Article 5.
- 2.1.3 Audit** means an inspection of financial accounts by an independent body.
- 2.1.4 Board** means the Board of Directors of the NSWA.
- 2.1.5 Board Meeting** means a meeting of the Board as convened from time to time.
- 2.1.6 Bylaws** mean the bylaws of the NSWA as amended.
- 2.1.7 Consensus** is not necessarily unanimous agreement. Members may consent to a decision they disagree with, but recognize the decision meets the needs of the group and therefore give permission to move forward. Dissenting opinions may be recorded in meeting records.
- 2.1.8 Director** means any Member elected or appointed to the Board of Directors in accordance with these Bylaws.
- 2.1.9 Member** means an individual or organization that are registered with NSWA as described in Article 4.
- 2.1.10 NSWA** means the 'North Saskatchewan Watershed Alliance'.
- 2.1.11 Officer** means the Chairperson, Vice-chairperson, Treasurer and Secretary of the Society as described in in Article 6.
- 2.1.12 Quorum** means the minimum Members present in order to conduct business, as described in Article 5.
- 2.1.13 Registered Office** means the registered office for the NSWA, as described in Article 7.

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2.1.14 Register of Members means the register maintained by NSWA containing the names of the Members of the NSWA.

2.1.15 Simple Majority means 50% plus one.

2.1.16 Society means the North Saskatchewan Watershed Alliance Society.

2.1.17 Special General Meeting means a special general meeting as described in Article 5.

2.1.18 Special Resolution means a resolution, as defined in Section 1(d) of the Societies Act, passed at a Special General Meeting or Annual General Meeting of the Membership of the NSWA. There must be twenty-one (21) days' notice for this meeting and the notice must state the proposed resolution. There must be approval by a vote of 75% (seventy-five) of the Members present at the meeting.

2.1.19 Voting Member means a Member entitled to vote at the meetings of the Society.

Article 3 – OBJECTS OF THE SOCIETY

3.1 The objects of the Society are detailed in the Certificate of Incorporation.

Article 4 - MEMBERSHIP

4.1 Classification of Members

The Membership of the Society shall be open to all individuals and organizations whose interests are consistent with the NSWA vision, mission and values.

Membership consists of two categories:

- a. Individual Membership
- b. Organizational Membership

4.2 Admission of Members

4.2.1 Any person or organization may become a Member by completing an application form. Application forms will include information on the name and contact information for the individual or organization and that indicate they agree with the vision, mission and values of the Society. The Board approves the application form and may update it from time to time.

4.2.2 For organizations, the application form will include contact information for the voting representative for the organization and an alternate. The organization may also be asked to provide a letter indicating that the individuals named in the application are recognized as the formal representatives for the organization.

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4.2.3 A membership will be valid for one calendar year, April 1 – March 31. For a Member to be eligible to vote at the Annual General Meeting, or be nominated for the Board, they must have renewed their membership by March 31 of the same year.

4.3 Fees and Contributions

4.3.1 The Board may establish a membership fee and, from time to time, amend the membership fee.

4.3.2 The membership fee for an Individual Membership may be different from the membership fee for an Organization Membership.

4.3.3. Nothing herein shall preclude the acceptance of donations or funds from any source to support the work of the organization.

4.4 Rights and Obligations

4.4.1 A Member has the right to:

- a. receive notices of meetings of the Society
- b. attend and speak at the Annual General Meeting and Special General Meetings
- c. receive copies of minutes and regular updates regarding NSWA activities
- d. participate in a collaborative approach to planning and decision making in support of the business of the Society
- e. express concerns in writing to the Board
- f. stand for election to the Board
- g. entitled to one (1) vote at a meeting of the Society. Members cannot vote as both an individual and an organization.

4.4.2 A Member has the responsibility to:

- a. act in accordance with the vision, mission, values and Bylaws of the NSWA
- b. support a collaborative approach to planning and decision making
- c. support the vision, mission and values of the NSWA within their community, sector and sphere of influence
- d. work actively with other Members and NSWA stakeholders to implement work, projects and programs of the Society.

4.5 Withdrawal

Members may voluntarily withdraw from the Society by sending or delivering a written notice to the NSWA through the Registered Office. The withdrawal is effective immediately upon receipt of such notice. The Member is removed from the Register of Members and all rights and privileges are removed upon receipt of notice.

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4.6 Expulsion

The Society may, by Special Resolution at a Special Meeting called for such a purpose, expel any Member for any reasonable cause which is deemed sufficient in the interest of the Society. The expulsion is effective immediately upon delivery of notice to the expelled Member. All rights and privileges are removed upon receipt of notice. The decision cannot be appealed.

Article 5 - MEETINGS OF THE SOCIETY

5.1 Annual General Meetings

5.1.1 The Society holds its Annual General Meeting within six months of the fiscal year-end and typically before June 30th of each year. The Board sets the place, date and time of the meeting.

5.1.2 Notice of the Annual General Meeting shall be given in writing via mail or email to each Member at least twenty-one (21) calendar days prior to the meeting. The notice shall state the place, date and time of the Annual General Meeting and any business requiring a Special Resolution.

5.1.3 The agenda for the meeting shall include:

- a. adopting the agenda
- b. adopting the minutes of the last Annual General Meeting
- c. considering the NSWA annual report
- d. reviewing the audited financial statement for information
- e. appointing of the auditor(s)
- f. electing the Directors of the Board
- g. considering any matters specified in the meeting notice

5.1.4 Attendance by 25 Members at the Annual General Meeting is a quorum.

5.1.5 Important emergent items can be added to the agenda at the Annual General Meeting with Simple Majority vote of the attending members.

5.2 Special General Meetings

5.2.1 A Special General Meeting can be called at any time:

- a. By resolution of the Board of Directors
- b. On written request of at least ten (10) directors. The reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting,
or
- c. On written request of at least twenty-five (25) Members of the Society. The request must state the reason for the Special Meeting and the motion(s) intended to be submitted at this Special Meeting.

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5.2.2 Notice of the meeting shall be given in writing via mail or email to each Member at least twenty-one (21) calendar days prior to the meeting. The notice shall state the place, date and time of the meeting and the reason for the meeting including any special resolutions being presented.

5.2.3 Only the matter(s) set out in the notice for the Special General Meeting are considered at the Special Meeting

5.2.4 Any Special General Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting.

5.3 Proceedings at the Annual or Special General Meeting

5.3.1 Annual or Special General Meetings of the Society are open to the public. A Simple Majority of the Members present may ask any persons who are not Members to leave.

5.3.2 The Chairperson cancels the Annual or Special General Meeting if a quorum is not present within one-half (1/2) hour after that set time. If cancelled, the meeting is rescheduled for one (1) week later at an agreed time and place. If quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the Members in attendance.

5.3.3 The Chairperson chairs every Annual or Special General Meeting of the Society. The Vice-Chairperson chairs in the absence of the Chair. If neither the Chairperson nor Vice-Chairperson are present, the Members present choose one (1) of the Members to chair.

5.4 Consensus Decision Making

Every reasonable effort will be made to achieve Consensus in decisions and recommendations. Where Consensus cannot be reached, decisions and recommendations at meetings will be made by Simple Majority with dissenting opinions noted in the minutes.

5.5 Voting

5.5.1 Each Registered Member shall have one (1) vote. A show of hands decides every vote at General Meetings. A ballot is used if at least five (5) Members request it.

5.5.2 The Chairperson does not have a second or casting vote in the case of a tie vote. If there is a tie vote, the motion is defeated.

5.5.3 Members may not vote by proxy.

5.5.4 A Simple Majority of votes of the Members present decides each issue or resolution unless the issue needs to be decided by Special Resolution.

5.5.5 The Chairperson declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

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5.5.6 The Chairperson decides any dispute on any vote. The Chair decides in good faith, and this decision is final.

Article 6 - BOARD GOVERNANCE

6.1 Board of Directors

6.1.1 The Board governs and manages the affairs of the Society. The Board may hire an Executive Director to carry out management functions under the direction and supervision of the Board.

6.1.2 The Board has the powers of the Society, except as stated in the *Society Act*. The powers and duties of the Board include:

- a. Promoting the objects of the Society
- b. Promoting the membership of the Society
- c. Approving an annual budget for the Society
- d. Paying all expenses for operating and managing the Society
- e. Making policies for managing and operating the Society
- f. Maintaining all accounts and financial records of the Society
- g. Without limiting the general responsibility of the Board, delegating its powers and duties to the Executive Committee or the Executive Director of the Society.

6.1.3 The composition of the Board shall consist of no less than ten and no more than twenty Directors appointed or elected to represent the diversity of stakeholders, sectors and regions throughout the watershed. The Board can also include advisory positions which do not vote.

6.1.3.1 Directors are appointed from areas deemed critical to the organization such as regulators of water, land or energy resources, or major water license holders. These positions include:

- a. Provincial or other Government Agencies – Up to 3 positions
- b. Water or Hydroelectric Utilities – Up to 3 positions

6.1.3.2 Directors are elected from sectors that represent the diversity of stakeholders in the watershed. These positions include:

- a. Municipal Government – Up to 4 positions
- b. Industry – Up to 3 positions
- c. Agriculture – Up to 2 positions
- d. Non-Governmental Organization – Up to 2 positions
- e. Non-Affiliated Member at Large or Academia/Research – Up to 3 positions

6.1.4 The Directors shall be elected at the Annual General Meeting. The Directors shall serve a term of three years. The terms of the Directors will be staggered so that a reasonable proportion of the Director positions are elected each year.

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6.1.5 A Director may resign from office upon written notice to the Board. The resignation takes effect on the date the Board accepts the resignation.

6.1.6 Voting Members may remove any Director before the end of their term by a Special General Resolution vote at a Special General Meeting.

6.1.7 If there is a vacancy on the Board, the remaining Directors may appoint a Member to fill that vacancy until the next Annual General Meeting.

6.1.8 Meetings of the Board

- a. The Board meets at least four (4) times per fiscal year.
- b. The Chairperson calls the meetings. The Chairperson also calls a meeting if any two (2) Directors make a request in writing and state the business of the meeting.
- c. Meetings are called with five (5) days' notice by phone or email. Board Members may waive notice.
- d. A Simple Majority of the Directors present at any Board Meeting is Quorum.
- e. Where Consensus cannot be reached, decisions of the Board will be made by Simple Majority vote provided the Quorum of Directors is present. Dissenting votes will be noted and recorded.
- f. Each Director has one (1) vote.
- g. The Chairperson does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- h. Meetings of the Board are open to Members of the Society, but only Directors may vote. Members are only permitted to participate in a discussion when invited to do so by the Board. A Simple Majority of the Directors present may ask any other Members, or other persons present, to leave.
- i. A meeting of the Board may be held by electronic means such as conference or video call. Directors who participate in this call are considered present for the meeting.
- j. Irregularities or errors done in good faith do not invalidate acts done by any meeting of the Board.

6.2 Officers

6.2.1 The Officers of the Society are the Chair, Vice-Chair, Secretary and Treasurer.

6.2.2 At its first meeting after the Annual General Meeting, the Board elects the Officers. The Officers hold office until re-elected or until a successor is elected.

6.2.3 An Officer may resign from their position upon written notice to the Board. The resignation takes effect on the date the Board accepts the resignation.

6.2.4 An Officer may be removed before the end of their term by a majority vote of the Board.

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6.3 Duties of the Officers of the Society

6.3.1 The Chairperson:

- a. Supervises the affairs of the Board
- b. When present, chairs all meetings of the Society, the Board and Executive Committee
- c. Is an *ex officio* member of all Committees
- d. Acts as the spokesperson for the Society
- e. Carries out other duties assigned by the Board

6.3.2 The Vice-Chair

- a. Presides at meetings in the Chair's absence. If the Vice-Chair is absent, the Directors elect a Chairperson for the meeting
- b. Replaces the Chair at various functions when asked to do so by the Chair or the Board
- c. Carries out other duties assigned by the Board

6.3.3 The Secretary

- a. Attends all meetings of the Society, the Board and the Executive Committee
- b. Keeps accurate minutes of these meetings
- c. Makes sure a record of names and addresses of all Members of the Society is kept
- d. Makes sure all notices of Society meetings are sent
- e. Makes sure the Seal of the Society is kept at the Registered Office
- f. Makes sure the annual return, changes in the Directors, amendments to the Bylaws and other incorporating documents are kept up to date with the Corporate Registry
- g. Carries out other duties assigned by the Board

6.3.4 The Treasurer

- a. Makes sure all monies paid to the Society are deposited in a chartered bank, treasury branch or trust company approved by the Board
- b. Makes sure a detailed account of revenues and expenditures is presented to the Board as requested
- c. Makes sure an Audit of the Society is prepared and presented at the Annual General Meeting
- d. Carries out other duties assigned by the Board

6.4 Board Committees

- 6.4.1** The Board may appoint committees to advise the Board.

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6.4.2 Each committee has terms of reference that outlines their purpose and responsibilities.

6.4.3 A Board Member chairs each committee created by the Board.

6.4.4 The committee chairperson calls committee meetings. Each Committee records minutes of its meetings and shares these with the Board. Committees provide reports to the Board when requested.

6.4.5 A Simple Majority of the committee members present at a meeting is a Quorum.

6.4.6 Each member of the committee has one (1) vote at the meeting. The committee chairperson does not have a casting vote in the case of a tie.

6.5 Executive Director

6.5.1 The Board may hire an Executive Director to carry out assigned duties. The Board sets out the terms of employment in a written agreement.

6.5.2 The Executive Director reports to and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees. The Executive Director does not vote at any Society meeting.

6.5.3 The Board maintains a position description for the Executive Director and conducts an annual performance assessment.

6.6 Quorum

6.6.1 For Board and Committee Meetings Quorum shall be a Simple Majority

6.6.2 For Annual General Meetings Quorum shall be 25 Members

6.6.3 For Special General Meetings Quorum shall be 25 Members

Article 7 - FINANCIAL AND OTHER MANAGEMENT MATTERS

7.1 Registered Office

7.1.2 The registered office of the NSWA is located in Alberta. The exact office location may be established by resolution of the Board if the change is communicated to Corporate Registry.

7.2 Finance and Auditing

7.2.1 The fiscal year of the Society is April 1 to March 31.

7.2.2 There must be an Audit of the financial books, accounts and records of the Society once a year. A duly qualified accountant, or two Members of the Society, who do not have signing authority currently for the year the Audit is being conducted, will be appointed at the AGM to

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do this Audit. At each Annual General Meeting, the Audit of the Society for the previous year is presented and accepted as information.

7.3 NSWA Seal

7.3.1 The Board may adopt a seal as the Seal of the NSWA.

7.3.2 The Secretary has control and custody of the seal, unless the Board decides otherwise.

7.3.3 The Seal of the Society can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

7.4 Cheques and Contracts of the Society

7.4.1 The designated Officers of the Board sign all cheques on the monies of the Society. Two (2) signatures are required on all cheques. The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances. This may also apply to other types of payments, such as electronic fund transfers or payroll, as approved by the Board.

7.4.2 All Contracts of the Society must be signed by two (2) designated Officers or other persons authorized to do so by resolution of the Board. The Board may authorize the Executive Director to sign contracts for certain amounts and circumstances.

7.5 Keeping and Inspection of the Books and Records

7.5.1 The Secretary keeps and files all necessary books and records of the Society as required by these Bylaws, the Act, or any other statute or laws, unless the Board decides otherwise.

7.5.2 A Member wishing to inspect the books or records of the NSWA must give written notice to the Chair or the Secretary of their intention to do so. Such a request will be granted within 30 days from the date of the request.

7.5.3 Unless otherwise permitted by the Board, such inspection shall take place at the Registered Office during regular working hours.

7.5.4 Other records of the Society are also open for review by Members except for records that the Board designates as confidential. Reasonable notice must be provided.

7.6 Borrowing powers

7.6.1 The Society may borrow or raise funds to meet its objects and operational requirements. The Board decides the amounts and ways to raise money including giving or granting security.

7.6.2 The Society may issue debentures to borrow only by a Special Resolution of the Society.

7.7 Payments

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7.7.1 No Member, Director or Officer of the Society receives any payment for their services as a Member, Director or Officer.

7.7.2 Members, Officers or Directors who have a contract with the Society for services, lose their voting privileges at Board, Annual General or Special Meetings during the time the contract is in effect.

7.7.3 Reasonable expenses incurred while carrying out duties of the Society may be reimbursed upon Board approval.

7.8 Dispute Resolution

7.8.1 This section applies to any dispute arising out of the affairs of the Society or the application of its Bylaws.

7.8.2 The Dispute may be between:

- a. Members, or
- b. the Society and its Directors or its Officers, or
- c. the Society or its Directors or its Officers and either
 - i. a Member, or
 - ii. a former Member who was a Member within the previous 12 months.

7.8.3 Any dispute will be resolved by:

- a. Direct negotiation between the parties, with or without assistance and/or facilitation. If resolution is not achieved, then by:
- b. Written appeal to the Board (and/ or other appropriate committee) for a decision. If resolution is not achieved, then by:
- c. Mediation pursuant to the National Mediation Rules of Arbitration and Dispute Resolution Institute of Canada (ADRIC), or to mediation practices agreed upon by the parties. If resolution is not achieved, then by:
- d. Arbitration pursuant to the National Arbitration Rules of ADRIC, or to arbitration practices agreed upon by the parties. The decision will bind all parties.

7.8.4 The selection process for any facilitators, mediators, or arbitrators will be determined by the Board.

7.8.5 Members are obligated to comply with the Society's dispute resolution Bylaws, policies and procedures as a condition of membership. The failure of a Member to cooperate with the Society's dispute resolution processes shall be considered reasonable cause for expulsion.

7.8.6 In a circumstance where a language for the dispute resolution process cannot be mutually agreed upon by all parties, the dispute resolution process shall be in English.

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7.9 Protection and Indemnity of Directors and Officers

7.9.1 Each Director or Officer holds office with protection from the Society. The Society indemnifies each Director or Officer against all costs or charges that result from any act done in their role for the NSWA. The Society does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith, or acts not approved by the Board or acts outside of NSWA business.

7.9.2 A Director or Officer is not liable for the acts of any other Director, Officer or employee. A Director or Officer is not responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm or corporation dealing with the NSWA.

7.9.3 Directors or Officers can rely on the accuracy of any statement or report prepared by the Society's auditor. Directors or Officers are not held liable for any loss or damage as a result of acting on that statement or report.

Article 8 – AMENDING THE BYLAWS

8.1 These Bylaws may be cancelled, altered or added to by a Special Resolution at an Annual General or Special Meeting of the Society.

8.2 The twenty-one (21) days notice of the Annual General or Special Meeting of the Society must include details of the proposed resolution to change the Bylaws.

8.3 The amended Bylaws take effect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registries of Alberta.

Article 9 – DISSOLVING THE SOCIETY AND DISTRIBUTION OF ASSETS

9.1 The Society does not pay any dividends or distribute its property among its individual Members.

9.2 If the Society is dissolved, any funds or assets remaining after paying all debts are to be paid to one or more charitable organizations with objects similar to those of the NSWA.

9.3 Members are to select the organization to receive the assets by Special Resolution. In no event do individual Members receive any assets of the Society