



## **BRD-2011-08: Board Member Responsibilities**

**Date Approved: August 18, 2011**

**Next Review Date: Prior to August 18, 2014**

**Purpose:** To provide details regarding the roles, responsibilities and obligations of an AAMDC Board member.

The Alberta Association of Municipal Districts and Counties (AAMDC) is governed by a board of directors elected by AAMDC member municipalities. Their overall role is to represent and advocate the broad collective municipal and rural interests of the membership, and to oversee the delivery of services that assist members in their business operations and decision-making processes. The key duties of a board member include, but may not be limited to the following:

### **Key Duties of a Board Member:**

1. Governing the AAMDC and all its divisions
2. Actively engaging in setting the overall vision, mission and strategic direction of the organization on a regular basis
3. Reviewing operational plans of the various divisions to ensure alignment to the strategic plan
4. Setting overall fiscal direction for the association, again in line with either the express or perceived direction of the membership.
5. Setting overall policy with respect to the association's interactions with members, other levels of government, and other organizations. In particular, board members must ensure that formal policy positions and key messages put forth by the association reflect the expressed wishes of the membership. Where the membership has expressed no clear policy preference (via resolution, member survey, etc.), the board has a duty to arrive at policy decisions and key message that, in the board's best estimate, reflect the best interests of the membership as a whole. The purpose is to equip these decision makers with a comprehensive rural perspective and advocate for its incorporation in policies.
6. Representing rural interests and priorities in meeting with decision makers in government as well as industry and other relevant stakeholders
7. Monitoring the performance of the Executive Director to ensure that administrative actions are consistent with both the policy and fiscal direction as set out by the board.
8. Representing the association and its members on various committees, task forces, etc., as delegated by the AAMDC board, the president and/or the executive director as necessary. In each

case, board members are expected to represent the interests of the association as a whole, and to report back to the board on a timely basis with respect to any relevant information gained as a result of participating on the committee, task force, etc. Further, the board has an accountability to communicate those same findings back to the membership in a timely manner.

9. Taking a broad provincial perspective on issues presented, whether they individually have been elected by all members, or to represent a particular district. Those board members who have been elected to represent a particular district are of course expected to bring forward the concerns and perspectives of municipal councils within that district. However it is ultimately expected that each board member will consider every issue on the merits of its impacts on all AAMDC member municipalities.
10. Respecting the confidential nature of information which is often obtained as a result of membership on the board. The success of the AAMDC in representing rural and municipal interests is very clearly tied to the trust that has been established between the association and the provincial government. Board members are expected to respect that trust relationship, regardless of any personal political leanings.

**In addition the roles and responsibilities noted above that apply equally to all board members, the following duties are specific to either the role of the president or vice president:**

1. As president, it is understood that some inherent responsibilities include chairing the AAMDC board of directors and serving as the official spokesman and media representative for the AAMDC's official position.
2. It is further understood that the vice president has the formalized role of carrying on the duties of the president in his or her absence.

**Non Pecuniary Interests:**

1. Every Board member shall disclose on the Board member's Statement of Disclosure or otherwise under this policy, any position the Board member holds in an official capacity with any federal or provincial political party (whether registered and in good standing or otherwise).
2. A Board member shall disclose to the Board if the Board member announces intention to seek nomination as a candidate in an election under the Canada Elections Act, the Election Act (Alberta) or the Senatorial Selection Act (Alberta).
3. When a board member makes a disclosure under section 1, or announces an intention as set out in section 2 above, the Board member must, on an on-going basis, determine whether the activity referred to in section 1 or 2 above creates a conflict of interest for the Board member. If the Board member determines a conflict of interest has arisen, the board member must:
  - a. Notify the Board of the conflict;
  - b. Withdraw from any debate or discussion regarding the matter in conflict;
  - c. Abstain from voting on the matter in conflict;
  - d. Avoid influencing the voting on the matter in conflict;
  - e. Refrain from using the board member's position for any personal benefit in furtherance of the activity referred to in section 1; and
  - f. Where necessary, request a leave of absence or tender resignation

4. Where a board member has been selected as a candidate under section 2 above, the provisions of section 3 above continue to apply for the period leading up to the official election period. When the writ is issued, the board member shall request and be granted a leave of absence until the official final results are declared.
5. Notwithstanding anything contained in section 3 or section 4 above, where a board member or the board member's campaign intends to solicit campaign contributions from any employee, director, supplier or member of AAMDC, where directly or indirectly, the Board member shall immediately notify the Chief Executive Officer and the Board member shall request and be granted a leave of absence for the duration of the campaign before accepting any such campaign contribution.
6. Notwithstanding anything contained in section 3 above, where a Board member has been declared the leader of a political party under section 2 above, the Board member must immediately resign from the board effective as of that date.
7. In any circumstance where the board determines a Board member has failed to adequately comply with the provision of this part, the Board may grant a leave of absence, or otherwise suspend the board member; or the Board may remove the board member in accordance with AAMDC Bylaws Part E, Section 14 which states, "*any Director (Board member), upon a majority vote of Full Members in good standing, may be removed from office for any cause which the Association may deem reasonable*"
8. A leave of absence or designation under this part is deemed to include a leave of absence or resignation from every position the Board member holds through appointment by the Board including the Boards of AAMDC subsidiaries and associated entities and any external Board or committee on which the Board member represents AAMDC.
9. The Chief Executive Officer will inform the Board of any matter arising under this part.