

Welcome!

Thank you for your interest in joining the Board of Directors at the Alberta Emerald Foundation. This package provides information about the board member nomination & election process and candidate eligibility criteria. For more information on the AEF, please refer to our website, emeraldfoundation.ca.

To assist those who are interested in considering candidacy, the Chair of the Governance Committee, along with the Board Chair, open board member nominations to all Albertans each year. The Committee's role is to guarantee a fair and transparent process, ensure members are fully informed, and consider the qualifications of candidates. This work is completed in order to comply with the bylaws and recommend to members in the voting membership class the candidates who best fit the skill and competency needs of the Board as established from current capabilities and the Foundation's approved Strategic Plan.

If you have any questions about the enclosed information, please contact:

Gregory Caswell

Executive Director

gregory@emeraldfoundation.ca

(780) 905-0390

Board of Directors Public Appointment Opening

The Alberta Emerald Foundation is a registered nonprofit charity that showcases and inspires environmental achievements in Alberta. Since 1992, over 2500 examples of creative thinking and innovation in environmental management systems, technologies, and education programs have been shared, helping Alberta balance its growth and resource development with the preservation of our environment.



The Foundation's Board of Directors is composed of industry and public volunteers. The Board is responsible for celebrating environmental innovation and stewardship, fiduciary matters, attending board meetings, and representing the Foundation at related events. Four board meetings are held per year; the term of the appointment is for three years and will commence immediately. The position does not pay an honorarium.

The Foundation seeks candidates to join the Board of Directors who possess special skills or experience to assist the board in carrying out the Foundation's mission. Preference will be given to a candidate who has demonstrated:

- An energetic and willing attitude to be an ambassador for the Foundation to network and create awareness among community and industry stakeholders.
- Knowledge of current issues in Alberta and the ability to identify communication and community development opportunities.
- Respect for diverging viewpoints and willingness to contribute personal leadership skills towards creating efficient and effective governance.
- The capacity for independent thinking and decision-making skills on analysis of available information and own experiences.

Interested individuals are asked to [apply online](#) via Submittable and attach their CV as it relates to the above criteria. For any questions about applying, please contact Gregory Caswell at gregory@emerald.foundation.ca or (780) 905-0390.

Tenure

The term of appointment is as follows:

- A member of the Board of Directors may be appointed for a term of no more than three years.



- An individual may not be appointed as a member of the Board of Governors for more than two consecutive terms (6 years total).

Board Member Nomination: Process and Timing

Step	Description	Date
1	The Executive Director or designate shall provide each Voting Member with notice of the election and shall notify each Member eligible to vote of the relevant dates and processes.	May
2	Application of each individual for election shall: <ul style="list-style-type: none"> • Be in writing; • Include a biographical statement of qualifications; • Include at least one reference, who must provide such reference information in the form prescribed by the Board. The Executive Director shall forward all properly completed applications to the Board Chair and Governance Committee.	September
3	The Executive Director will notify Nominees of their eligibility or ineligibility for election based on their application.	September
4	The Executive Director will announce the candidate list.	Early November
5	The AGM Notice and election voting shall be emailed to all Members.	Early November
6	Election voting ends at 6:00 p.m. Mountain Time (MT).	Late November
7	In years where there is a vote for a Chair elect, if a Member Director who is standing for election to this position is also standing in the Member Director election, the number of Member Directors to be elected will be one less than the number whose terms are completing. Notification of this will be made in the call for Member Director Board member nominations and the announcement date of the Directors elected will be made on the later of: <ul style="list-style-type: none"> A. Three days after the Board election process ends, or B. One day after the Chair elect vote is taken. 	Late November
8	Announcement of new Member Directors by Executive Director.	Late November



Job Description: Individual Directors

1. The Director’s Job Description, broadly defined
 - a. The duty of a Director of the Alberta Emerald Foundation (“AEF”) is to support the Foundation’s mission to showcase and inspire environmental achievements in Alberta.
 - b. In discharging their duties, a Director must:
 - i. Act honestly and in good faith with a view to the best interests of the AEF;
 - ii. Exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances;
 - iii. Respect and adhere to Board confidentiality;
 - iv. Demonstrate commitment to the environment;
 - v. Adhere to the AEF director code of conduct.
2. Specific Duties of a Director
 - a. Without limiting the generality of the primary duty of a Director as described in Section 1 above, a Director shall:
 - i. **Qualifications and preparedness**
 1. Prepare for meetings and read in advance all of the materials provided to Directors of the Board and committees of the Board;
 2. Develop and maintain the ability to read and understand a set of financial statements;
 3. Develop and maintain the ability to appreciate the financial implications of strategies, tactics, and transactions proposed by management of the AEF;
 4. Develop and maintain a reasonable knowledge of the environmental community within which AEF operates;



5. Understand and respect the differences between the Board's job and the job of management at the AEF;
 6. Understand the AEF's strategy.
- ii. **Values and commitment**
1. Be demonstrably committed to the success of AEF;
 2. Be demonstrably committed to honesty and integrity in the conduct of AEF's affairs;
 3. Accept accountability, jointly with the rest of the Board, for the performance of AEF.
- iii. **Modus operandi**
- Responsibilities***
1. Make available their knowledge and experience for the benefit of AEF;
 2. Consistently use their best efforts in discharging their duties as a Director of AEF;
 3. Consistently evaluate Board decisions and proposed actions in the context of the AEF's strategy;
 4. Review and evaluate management's recommendations and proposals to the Board in order to obtain reasonable assurance that what is being proposed is plausible;
 5. Demonstrate and encourage innovative thinking;
 6. Attend board meetings scheduled each year, either face to face or by teleconference;
 7. Attend the AEF's Annual Board Retreat and Annual General Meeting;
 8. Each Director must also be a member of a Board Committee. Committees meet 4-10 times per year and include hands-on work;
 9. Understand and accept that the Board speaks with one voice and that no individual member speaks for the Board unless specifically designated to do so;
 10. Help identify, recruit, and mentor new board members;



11. Get to know other Board members and staff;
12. Participate in a self-evaluation of the Board and individual members.

Style

13. Apply a collaborative approach to decision-making by the Board and Board committees;
14. Encourage open and candid discussion of the real issues at meetings of the Board and Board committees;
15. Listen to and be respectful of the views of other Directors and staff;
16. Be prepared to express honest disagreement with the views of management and other Directors;
17. Question staff and Board decisions in a positive and constructive manner;
18. Be willing to change their mind in appropriate circumstances;
19. In appropriate circumstances, attempt to reconcile and integrate various points of view;
20. Direct any concerns about individual Board members first to the Executive Director and Board Chair for resolution and subsequently to the Chair of the Governance and Nominating Committee;
21. Direct any concerns about the Executive Director and Board Chair preferably first to the Chair of the Foundation for resolution or alternatively to the Chair of the Governance and Nominating Committee.

Important Information for Board Candidates

Time Commitment

Below is an estimate of the amount of time necessary to fulfill your role as a Director. Each director is expected to prepare for and attend Board meetings. Each Director must be a member of a Board Committee. Most Committees meet 4-5 times per year and have considerable work.



Item	Minimum estimated time (not including travel)
Board meeting	There are approximately four Board meetings per year. Board meetings take place during the day and can last 1-2 hours. The meetings are held either in person or on Zoom.
Read board package	1-2 hours per meeting.
Committees	There are 4-6 meetings per year that last between 1-2 hours. Most are held on Zoom.
Read Committee package	1-2 hours per meeting.
Annual General Meeting (AGM)	The AGM is typically held in Edmonton in November and lasts 6-8 hours.
Board planning sessions	Sessions are held every year in November and rotates between Edmonton and Caglary.
Training and development; community involvement	Directors are required to participate in a Director Orientation session. Orientation sessions are approximately 2 hours in length and held at least 2 times per year based on Board needs. They are typically scheduled around Board meetings.

Remuneration

Directors do not receive remuneration to participate in the Alberta Emerald Foundation's Board.

Expenses

Board and Committee-related expenses are not generally covered by the Foundation.

