



Thank you for your interest in becoming a part of the Board of Directors with the Alberta Emerald Foundation (AEF).

This package provides information about the Foundation, board member nomination and election process and candidate eligibility criteria.

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, you may speak with Carmen Boyko, Executive Director by email executivedirector@emerald.foundation.ca or at 780-616-1556.

Alberta Emerald Foundation Board of Directors Public Appointment Opening

The Alberta Emerald Foundation is a registered non-profit organization that recognizes and celebrates environmental excellence 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 comprised of industry and public volunteers. The Board is responsible for celebrating environmental innovation and stewardship, fiduciary matters as well as 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 is seeking candidates to join the Board of Directors who possesses special skills or experience to assist the board in carrying out the Foundation's goals. Preference will be given to a candidate who brings the following:

- Is energetic and willing to be an ambassador for the Foundation to network and create awareness among community and industry stakeholders.
- Knowledge of Alberta, current issues and the ability to identify communication and community development opportunities.
- Holds respect for diverging viewpoints and is willing to contribute their personal leadership skills towards creating efficient and effective governance.
- An independent thinker who bases their decision making on analysis of available information and their own experiences.

Interested individuals are asked to submit a cover letter and resume outlining their experience as it relates to the above criteria. To learn more about this volunteer opportunity or to submit your resume, contact the Foundation directly.

Carmen Boyko, Executive Director

Alberta Emerald Foundation

Phone 780-616-1556

Email: executivedirector@emerald.foundation.ca (indicate Board Appointment in the subject line)

Tenure

The term of appointment is as follows:

- A member of the Board of Directors may be appointed for a term of not more than three years.
- A person 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	<p>Application of each individual for election shall:</p> <ul style="list-style-type: none"> • be in writing; • include a biographical statement of qualifications; and • include at least one reference, who must provide such reference information in the form prescribed by the Board. <p>The Executive Director shall forward all properly completed applications to the Board Chair and Governance Committee.</p>	September
3	The Executive Director will notify Nominees of their eligibility for election based on their application or their ineligibility for election based on their application.	September
10	Announcement of Candidate list by Executive Director	Early November
11	Notice of AGM and election voting shall be emailed to all Members	Early November
12	Election voting ends at 6:00 p.m. EDT.	Late November
13	<p>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.</p> <p>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 (a) three Days after the Board election process ends or (b), one Day after the Chair elect vote is taken.</p>	Late November
14	Announcement of new Member Directors by Executive Director.	Late November

INDIVIDUAL DIRECTOR'S JOB DESCRIPTION

1. The Director's Job Description, Broadly Defined

The duty of a Director of the Alberta Emerald Foundation ("AEF") is to Support the Foundation's Mission to recognize and celebrate Environmental Excellence in Alberta.

In discharging his/her duties, a Director must:

- act honestly and in good faith with a view to the best interests of AEF;
- exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; respect and adhere to Board confidentiality;
- demonstrate commitment to the environment;
- adhere to the AEF director code of conduct.

2. Specific Duties of a Director

Without limiting the generality of the primary duty of a Director as described in Section 1 above, a Director shall:

- A. Qualifications and Preparedness
 - prepare for meetings and read in advance all of the materials provided to Directors of the Board and committees of the Board;
 - develop and maintain the ability to read and understand a set of financial statements;
 - develop and maintain the ability to appreciate the financial implications of strategies, tactics and transactions proposed by management of AEF;
 - develop and maintain a reasonable knowledge of the environmental community within which AEF operates;
 - understand and respect the differences between the Board's job and the job of management at AEF; and
 - understand AEF's strategy.

- B. Values and Commitment
 - be demonstrably committed to the success of AEF;
 - be demonstrably committed to honesty and integrity in the conduct of AEF's affairs; and
 - accept accountability, jointly with the rest of the Board, for the performance of AEF.

- C. Modus Operandi
Responsibilities
 - make available his/her knowledge and experience for the benefit of AEF;
 - consistently use his/her best efforts in discharging his/her duties as a Director of AEF;

- consistently evaluate Board decisions and proposed actions in the context of the AEF's strategy;
- review and evaluate management's recommendations and proposals to the Board in order to obtain reasonable assurance that what is being proposed is plausible;
- demonstrate and encourage innovative thinking;
- Attend Board Meetings scheduled each year, either face to face or by teleconference.
- Attend AEF's Annual Board Retreat and Annual General Meeting.
- Each Director must also be a member of a Board Committee. Committees meet between four and ten times per year and include hands on work.
- understand and accept that the Board speaks with one voice and that no one individual member speaks for the Board unless specifically designated to do so;
- help identify, recruit and mentor new board members;
- get to know other Board members and staff; and
- participate in a self-evaluation of the Board and individual members.

Style

- apply a collaborative approach to decision-making by the Board and Board committees;
- encourage open and candid discussion of the real issues at meetings of the Board and Board committees;
- listen to and be respectful of the views of other Directors and staff;
- be prepared to express honest disagreement with the views of management and other Directors;
- question and probe all staff and Board decisions in a positive and constructive manner;
- be willing to change his/her mind in appropriate circumstances;
- in appropriate circumstances, attempt to reconcile and integrate various points of view;
- direct any concerns about individual Board members first to the Executive Director of the Foundation and Board Chair for resolution and subsequently to the Chair of the Governance and Nominating Committee; and
- direct any concerns about the Executive Director of the Foundation 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

Board Structure and Process

The Board currently has three Board Committees. Our website at www.hrpa.ca provides more information on the role of each Committee.

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 four to five times per year and have considerable work.

ITEM	MINIMUM ESTIMATED TIME (not including travel)
Board meeting	There are approximately 4 Board meetings per year. Board meetings can last between 1 and 2 hours per meeting. They take place during the day. The meetings are held either in person or by teleconference.
Read Board package	1-2 hours per meeting.
Committees	Approximately 4 to 6 meetings per year that may last between 1 – 2 hours. (Most are held by teleconference).
Read Committee package	1-2 hours per meeting.
Annual General Meeting	AEF Annual General Meeting is typically held in November in Edmonton.
Board planning sessions	Held every year in November and rotates between the City's of Edmonton and Caglary.
Training and development, community involvement	Directors are required to participate in a Director Orientation session. Orientation sessions are approximately two hours in length and held at least two 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.