

# **Mighty Peace Watershed Alliance Society**

## **Process Guidelines**

FINAL  
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## PREFACE

The Mighty Peace Watershed Alliance Society is a registered society comprised of members and governed by a Board of Directors.

The governance framework outlined herein provides guidance to the ***Mighty Peace Watershed Alliance Society*** on the fundamental structures and functions required of the society to ensure its success in delivering its mandate. “Governance” describes the institutions and processes used to provide direction, implement and ensure accountability for decisions. A governance system determines:

- Who does what, including, who provides input, and how input is provided;
- Who makes decisions; and
- How decision-makers are held accountable for their decisions.

Therefore, a governance framework includes the enablers, decision-making policies, operational capacity, policy controls and resources to enable an effective, collaborative multi-sector organization. This *Process Guide* outlines information and processes to be used in addition to those contained in the Mighty Peace Watershed Alliance Society Bylaws. ***In a case where these guidelines conflict with the bylaws, the society bylaws will take precedence and supersede any guidelines.***

## TABLE OF CONTENTS

<b>1.0 About the Mighty Peace Watershed Alliance Society.....</b>	<b>4</b>
<b>2.0 Why Have Process Guidelines? .....</b>	<b>6</b>
<b>3.0 General Process Guidelines .....</b>	<b>7</b>
3.1 Decision Making .....	7
3.2 Transparency and Confidentiality.....	9
3.3 Conflict of Interest.....	10
<b>4.0 Process Guidelines for Members.....</b>	<b>10</b>
4.1 Becoming a Member.....	10
4.2 Membership Term .....	10
4.3 Membership Fees .....	10
<b>5.0 Process Guidelines for Directors .....</b>	<b>11</b>
5.1 Accountability, Authority and Reporting.....	11
5.2 Membership on the Alliance and the Board of Directors.....	11
5.3 Selection of Directors and Alternate Directors.....	12
5.4 Board Duties and Obligations .....	12
5.5 The Executive Committee.....	14
5.6 Board Meetings .....	14
<b>6.0 Process Guidelines for Committees and Project Teams .....</b>	<b>15</b>
6.1 Authority and Accountability .....	15
6.2 Committees .....	15
6.3 Project Teams .....	15
6.4 Membership on Committees and Project Teams .....	16
6.5 Team Chairs .....	17
<b>7.0 Administrative Matters .....</b>	<b>18</b>
7.1 Funding and Resources .....	18
7.2 Stakeholder Support .....	18
<b>8.0 Staff .....</b>	<b>19</b>
8.1 Executive Director .....	19
8.2 Project Managers .....	19
8.3 Administrative Staff .....	20
<b>9.0 Communications .....</b>	<b>20</b>
9.1 General Roles & Responsibilities .....	20
9.2 Communications Support.....	20
9.3 Communications Guidance for Issues under Discussion .....	21
9.4 Communications Guidance for Product Releases.....	21
9.5 Information Sharing and Intellectual Property .....	22
<b>Glossary .....</b>	<b>23</b>

## 1.0 About the Mighty Peace Watershed Alliance Society

The Mighty Peace Watershed Alliance Society (MPWA) is a multi-stakeholder not-for-profit organization. It is one of several *Watershed Planning and Advisory Councils* created under Alberta's *Water for Life* strategy.<sup>1</sup> As such, the MPWA is committed to the water strategy, including its three outcomes and three key directions in water management practices that are intended to achieve these outcomes:

### *Outcomes*

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

### *Key Directions*

Knowledge and research  
Partnerships  
Water conservation

In addition, the MPWA is guided by its vision, mission and shared values:

**Vision** - *The Peace is a healthy, sustainable watershed that supports our social, environmental and economic objectives.*

**Mission** - *To promote watershed excellence, the Mighty Peace Watershed Alliance will monitor cumulative effects from land use practices, industry and other activities in the watershed and work to address issues through science, education, communication, policy and by supporting watershed stewardship.*

**Shared Values** - The Mighty Peace Watershed Alliance will:

<b>Respect a diversity of peoples and values</b>	<i>By demonstrating individual and collective respect for the air, land and water and by appreciating the diversity of values and opinions found in the Peace watershed.</i>
<b>Be an ambassador for the Peace watershed</b>	<i>By promoting our vision and mission, demonstrating integrity, accountability and practicality, and practicing effective communication, knowledge-building and consensus decision-making.</i>
<b>Be a trustworthy and credible source of information</b>	<i>By being well-informed and providing sound advice through an adaptive watershed approach that integrates traditional, local and scientific knowledge in information-gathering and problem-solving.</i>
<b>Be fair and transparent to all</b>	<i>By seeking balanced representation and listening to all stakeholders in an open, transparent manner.</i>
<b>Be inclusive and collaborative</b>	<i>By facilitating inclusive and collaborative processes and partnerships, promoting membership and interaction, and providing opportunities for all stakeholders to be involved.</i>
<b>Be innovative and action-oriented</b>	<i>By being motivated, resourceful and action-oriented in finding new, innovative ideas and win-win solutions.</i>
<b>Foster Stewardship</b>	<i>By encouraging and enabling individuals and organizations to be good stewards of the watershed.</i>

<sup>1</sup> For more information on Alberta's *Water for Life* strategy, see <http://www.waterforlife.alberta.ca/>.

## *Process Guide*

In this document, the following terms are used to refer to specific groups or individuals:

### **Alliance**

The organization called the Mighty Peace Watershed Alliance Society, or Alliance or MPWA.

### **Member**

Membership in the MPWA is open to all individuals and organizations whose interests are consistent with its Vision, Mission, and Values. Membership consists of four categories: a) Resident (voting) Individual, b) Resident (voting) Organization, c) Non-resident (non-voting) Individual and d) Non-resident (non-voting) Organization. “Member” means a member of the MPWA Board of Directors, a member of any committee or team struck by the Board, an organization or individual who has taken out a membership in the MPWA.

### **Directors**

The Board is made up of a number of *Directors* representing a broad range of expertise in watershed issues and water management.

### **Board of Directors, or Board**

Collectively, the Directors who manage the affairs of the Alliance are called the *Board of Directors*, or the *Board*.

### **Executive Committee**

The Officers of the MPWA are the Chairperson, Vice-chairperson, Secretary, Treasurer and immediate Past-chairperson. Together, these positions form the Executive Committee.

### **Sector Groups**

Sector Groups are informal assemblages of organizations from four broad categories (including government, industry, non-government organizations and Aboriginal communities) related by function or purpose. They do not have a formalized structure within the Alliance, but provide a platform for engagement and communications.

### **Participants, Stakeholders**

In addition to members, other organizations and individuals may have an interest in the work of the Alliance. The term *stakeholder* is used to refer to those that are interested in the work of the Alliance, but who may or may not participate directly in its work. Stakeholder groups with a specific interest in an Alliance project or topic will likely be asked to participate on a committee or project team considering that topic. The word *participant* is used to refer collectively to those who are directly involved in some aspect of the affairs of the Alliance.

## 2.0 Why Have Process Guidelines?

Formalized processes ensure decision-making is consistent and transparent. The larger and more formalized the organization, the more robust its policy and process controls need to be. Although governed under the rules and regulations of the *Societies Act*, partnerships formed under the *Water for Life* strategy have also made a commitment to use a consensus approach in their decision-making. This document, a companion to the bylaws, describes in a general way the roles and responsibilities of the Board, its committees and any other project teams, working groups or staff it may engage. It also identifies the practices and procedures that Alliance participants are expected to follow including consensus decision-making.

In a few places, the process guidelines reiterate content in the bylaws to provide additional context and clarity. These guidelines are flexible and thus it is acceptable, with approval of the Board, for the practice to differ from these guidelines on occasion (note however that major amendments to the guidelines must be ratified at the next annual general meeting). Flexibility is a key principle in consensus decision-making.

These guidelines were developed to:

- Formally describe the Alliance's practices and procedures, thus ensuring all participants have the same information.
- Help the Alliance's Board of Directors, committees, teams and staff understand their roles and responsibilities as well as the expectations of them.
- Provide the public and Alliance members, stakeholders and participants with an overview of Alliance processes and practices.

The process guidelines should be reviewed every three years but can be updated between reviews, as the need arises.

## 3.0 General Process Guidelines

The Alliance has established certain practices and procedures that apply to all aspects of its work and which all participants are expected to follow. These pertain to decision-making, transparency, confidentiality, and conflict of interest.

### 3.1 Decision-Making

The MPWA will face many different decisions that could affect others. Thus, the Board will need to be clear with the broader membership, affected stakeholders, and the public in how decisions are made by the Alliance.

#### 3.1.1 Consensus

The Board, its committees and teams operate, to the extent possible, by consensus in which participants work collaboratively to find solutions that are in the best interests of everyone. Consensus is reached when everyone agrees they can live with the outcome, although the decision may not achieve all the desired outcomes of every sector. Those who have been part of the process of reaching consensus are expected to uphold those agreements and champion them to their sector, stakeholders and others. Consensus is most effective if it is guided by a deadline, or if the consequences of not achieving a resolution are known in advance.

Consensus is possible only when the conditions regarding a quorum are met. For the Board, a quorum exists when one half of the current slate of directors, plus one, are present and at least one member representing each of the four broad categories (government, industry, non-government organizations and Aboriginal communities) is present. One or more board members indicating a lack of support for a decision means that consensus is not reached.

Similarly, for committees and teams, quorum (one half the current slate of committee members, plus one) must be met for consensus to be achieved. One or more representatives indicating a lack of support for a decision means that consensus is not reached.

In working toward consensus:

- All committee and team members must have a reasonable opportunity to participate in discussions and review proposals before they are brought forward as recommendations to the Board.
- Participants in Alliance work are responsible for bringing forward their sector's perspective, including any potential concerns, as early in the process as possible.
- Those who do not support the direction or decision are expected to explain what they cannot agree to, provide the rationale for their position and offer alternative solutions or changes that would make the idea acceptable.

The chair of the Board or team will ensure that everyone has an opportunity to be heard, and that silence is not taken as agreement. When consensus is reached, the agreement will be noted in the minutes.

### **3.1.2 When Consensus is Achieved**

When a team reaches consensus on their work, they will usually submit a report outlining their recommendations to the Board for approval. Formats and types of reports will vary widely, but they should all have the consensus support of the team. Because teams are composed of those sectors that have an interest in the issue being considered, reports being submitted for approval should generally have the support of the Board, as written.

From time-to-time, minor edits to team reports such as wording changes, formatting adjustments or grammatical edits may be necessary. Directors may suggest these minor changes at the Board meeting. If the Board has consensus agreement to incorporate these minor changes, a new version of the report will be prepared by Alliance staff and any communications plan executed. (A communications plan outlines how, when and to whom a final, approved report will be made available to the Alliance membership, to sectors and stakeholder, or the general public.) The report will not come forward to the Board again.

If the Board feels that there is consensus support for the content of a report, but more substantive changes are required, Alliance staff will coordinate the necessary revisions with the Committee or Project Team and a new version of the document will be tabled at the next Board meeting for approval. The communication plan would be executed after the report is approved.

### **3.1.3 When Consensus Cannot be Achieved**

#### **a) When a team is unable to reach consensus**

If a team is unable to reach consensus, the co-chairs and project manager can propose a path forward for the team to discuss. Options will depend on the issue and the circumstances. One option is tabling the matter for future discussion, particularly if there are other related items under consideration or new information will be presented. Another option would be to take the issue to the Board for advice and direction. If the team feels they cannot resolve the issue, they will develop a non-consensus report to take forward to the Board. The Board may make a decision based on the team's input. The team's report should contain:

- the areas of consensus
- the areas of non-consensus
- alternative solutions or changes that would make the original idea acceptable to the various sectors.

#### **b) When the Board is unable to reach consensus**

When the Board cannot reach consensus on all or part of a policy matter that requires a decision, the matter may be referred to the Minister of Environment or another appropriate authority who will determine which, if any, other Ministers need to be consulted to make a decision. When matters are referred in this way, the referral to the Minister will describe:

- The decision being requested of the Minister;
- The areas of consensus;
- The areas of non-consensus;
- The various positions on the matter; including proposed alternative solutions that would make the matter acceptable; and



- The positions of other Members on those alternatives.

### **3.1.4 Voting**

Consensus is the usual way in which the Board of Directors makes decisions. However, when consensus is not achieved, or when it is administratively expedient, voting, may be used. Voting requires that a) there is a quorum, and b) a majority (75%) of the directors support the decision.

“Administrative matters” includes all approvals required to confirm the ongoing operations of the Alliance including, but not limited to:

- Approval of minutes
- Approval of agendas
- Appointment of an auditor
- Addition of a Member to the Association
- Removal of a Member from the Association

### **3.2 Transparency and Confidentiality**

Transparency and confidentiality are important factors in deliberations of the Alliance and its teams. Alliance discussions are a critical means to help participants better understand the positions of others. To encourage and support open and candid dialogue, the Alliance adheres to the following guidelines with respect to transparency and confidentiality:

- Participants are encouraged to speak frankly, collaboratively and openly at meetings to communicate their sectors’ interests related to a topic.
- Comments, discussions and decisions at meetings will be recorded in the minutes without individual attribution, unless requested. However, those individuals making presentations associated with a specific agenda item will be identified in the minutes. For example, co-chairs presenting a team’s final report to the Board or those who provide informational presentations to the Board or a team would be identified in the minutes.
- Participants will not attribute specific comments to others in any discussions they may have outside meetings, but their own sector interests on issues may be discussed.
- Participants must identify as such, confidential material they may wish to share with the Board or with their team members and how it will be used, and the Board or team must agree to accept the confidential material.
- If interim or draft reports are released publicly, they will be clearly designated as drafts. Teams should decide by consensus on the need for making interim or draft reports public. One option for updating the public if the team’s work is extended is to prepare a shorter, consensus progress update.
- Participants are encouraged to share draft documents within their sectors as part of the consensus-building process, but such documents should clearly indicate the degree of consensus on the material and whether the document can be made public.

Following approval by the Board, Board minutes and/or meeting summaries are public documents and are available upon request.

### **3.3 Conflict of Interest**

Board members must not use their position on the Board to obtain employment with the MPWA nor for private benefit to themselves or family members. Exceptions may occur only when the Board determines there is openness, competitive opportunity and equal access to information. Board members must advise the rest of the Board of any potential conflicts of interest.

In the event of a conflict of interest, Board members must withdraw from associated deliberations, decision-making and access to information. Alliance Directors and Alternates should consider whether they may be perceived as personally gaining from a potential outcome of Alliance work. If so, they are expected to declare their potential conflict of interest and refrain from participating in any discussions or decisions related to it.

Committee and team members should also consider whether they may be perceived as personally gaining from a potential outcome of Alliance work. If so, they are expected to declare their potential conflict of interest and either remove themselves from the team or at least refrain from participating in any discussions or decisions related to it.

## **4.0 Process Guidelines for Members**

Members commit to pursue the Vision and Mission and embrace the values of the MPWA. Voting members (individuals and organizations) have the right to one vote used for any decision described in the bylaws as requiring membership approval. All members (voting and non-voting individuals and organizations) should clearly recognize and understand that they should support MPWA initiatives. A member can:

- put forth information and knowledge for consideration by the members, Board of Directors and Executive Director; and
- express concerns in writing to the Board of Directors.

### **4.1 Becoming a Member**

Individuals interested in becoming a member must complete a membership application and can only maintain one active membership. Organizations interested in becoming a member must complete a membership application (available from the Executive Director) and provide a letter to the MPWA designating their official representative. They may also designate an alternate representative. Only Resident Individuals (who live/have a primary residence in the Alberta portion of the Peace watershed) or Resident Organizations (have business interests/assets in the Alberta portion of the Peace watershed) can vote. With the exception of the first AGM, all new memberships will be ratified by the Board or its designate.

### **4.2 Membership Term**

Initial membership will be valid until March 31, 2012. Subsequent membership terms and renewals will be determined at the first Annual General Meeting.

### **4.3 Membership Fees**

There are no membership fees for the first year term. A fee schedule may be presented to the membership at a future date. Donations by individuals and organizations are always appreciated.

## 5.0 Process Guidelines for the Board of Directors

The MPWA is a registered Society governed by a Board of Directors. The Board of Directors commits to pursue the vision and mission and embrace the values of the MPWA. The Board governs and manages the affairs of the MPWA. This section sets out the purpose, composition and procedures for the Board.

### 5.1 Accountability, Authority and Reporting

Accountability is a key principle in the consensus decision-making process. The Alliance incorporated under the *Societies Act* as a not-for-profit society. The objects and bylaws were approved by consensus of the Board and describe the legal obligations of the Board of Directors.

The Alliance is also accountable, through its members and partners, to the people of the Alberta portion of the Peace watershed for its decisions. Their actions must also consider implications to downstream and adjacent watersheds. Alliance participants are accountable to the sectors they represent, to each other, and to the process. As part of this accountability, Board and team members must represent their sectors' views at meetings and report back to them on a regular basis.

To maintain accountability to all stakeholders, reporting is an important function of the MPWA Board. The annual report is distributed to all MPWA members and to other interested parties on request. Final reports and recommendations prepared by committees and teams and approved by the Board are made public according to the timing outlined in their approved communication plans. Consultation workbooks, summaries and other public outreach materials will be made public upon their approval by the Board.

### 5.2 Membership on the Board of Directors

The Board shall have no fewer than twelve and no more than 24 Directors, including the past-Chairperson. To ensure a wide range of views that reflects the multi-stakeholder nature of water use and management in the Peace watershed, Directors will be from several sector groups. Sector Groups are informal assemblages of organizations related by function or purpose. They do not have a formalized structure within the Alliance, but provide a platform for engagement and communications. *Initially, representation from the following sector groups will be sought. Board composition may be re-examined in the future.*

Governments	Industry	Non-Governmental Organizations	Aboriginal Communities
Federal	Agriculture	Conservation/Environment	Métis Nation of Alberta
Provincial	Forestry	Watershed Stewardship	Métis Settlement General Council
Large Urban	Oil & Gas	Research/Education	Upper Watershed First Nation
Small Urban	Utilities	Member-at-Large	Middle Watershed First Nation
Rural Municipality	Mining	Tourism/Recreation/Fisheries	Lower Watershed First Nation

### **5.2.1 Addition of Members to the Board**

The nominations committee may seek new directors, or a letter of nomination may be submitted to the MPWA in advance of the Annual General Meeting (AGM). Nominations may also be accepted from the floor. Nominations will be reviewed by the nominations committee to ensure eligibility and balance among sector groups.

All Board members will be elected at the AGM of the MPWA which all members may attend. Elections shall be held through one ballot where nominees with the highest number of votes for each sector seat are accepted.

Each Board member shall serve for a two-year term. He/she may continue to serve an additional term, if re-elected at the end of the term. (Note: an exception to this will occur with the first election where the terms of the Board of Directors will initially be staggered in two or three year terms to ensure half the Board at any given time are beginning a new two-year term.) Executive Board members may not serve for more than two consecutive terms in each executive position.

Each Board member may identify an Alternate. This alternate will be from within the same sector group as the Director. They must be approved by the board.

The Board may fill board vacancies on an interim basis by appointment for the remainder of the term. Such appointments would be up for election at the next AGM. This does not apply to the position of immediate Past-chairperson. This position remains vacant until the next AGM.

### **5.2.2 Removal of Directors from the Alliance**

Any Director wishing to withdraw from the Alliance may do so by giving one month's written notice to the Secretary. Members may remove any Director including the Chairperson and the immediate Past Chairperson, before the end of their term. There must be a majority vote at any meeting called for this purpose. A Board member may be asked to resign if he/she misses three consecutive Board meetings without prior approval of the Board Chairperson.

## **5.3 Selection of Directors and Alternates**

Directors and Alternates should have the following attributes:

- Be knowledgeable about water, watershed function and sector use of water.
- Be able to represent the interests of their sector while working creatively and constructively with others towards a common goal.
- Be able to effectively communicate the work of the Alliance to others in their sector.
- Have the time required to complete the work of the Alliance.
- Respect the opinions and experience of others on the Alliance.
- Demonstrate ethical and professional conduct.
- Remain supportive of the positions and decisions made by the MPWA.

## **5.4 Board Duties and Obligations**

In selecting their Director and Alternate Director, members should review the values that Alliance Directors and Alternates are expected to share, as well as their roles, responsibilities and

expectations, described below.

The Board of Directors has a number of duties, including understanding the Alliance's organizational documents and activities, procedural rules, policies and decision-making processes. The Board's fiduciary duty means that Directors must act honestly and in good faith, with a view to the best interests of the organization. Directors also have statutory responsibilities, as prescribed by certain statutes. These include, but are not limited to, legislation related to employee source deductions, employment standards, goods and services tax, and environmental protection. The Executive Director is responsible for briefing new Directors and Alternates, who are expected to make time for these important orientation sessions to ensure they are familiar with their duties and obligations. Directors and Alternates must sign a declaration indicating their understanding of and intent to abide by the Alliance's *Process Guide* and the various documents referenced within them.

The Director is expected to take a lead role in attending and participating at the Board level. The purpose of the Alternate Director position is to act in place of the Director if he or she is unavailable. Both the Director and Alternate are welcome to attend meetings and if available, both are eligible for stakeholder support, as described in the Stakeholder Support Policy. However, if both are present at a Board meeting, the Director will take the lead in participating in Board discussions and the Alternate will be primarily an observer. Both representatives are expected to take a unified position on issues.

**Mighty Peace Watershed Alliance Directors** are expected to:

- Support consensus decisions made by the Board.
- Not discuss the positions, opinions or suggestions of other Directors in their communications with the media or the public.
- Be personally involved and interested in Alliance activities.
- Be prepared and empowered by their sector to speak and make decisions on behalf of the sector.
- Accurately represent the interests of their Member and sector.
- Attend Board meetings and be fully informed and up to date about the subjects to be discussed at such meetings.
- Abide by the Alliance's Conflict of Interest Policy (see section 3.3).
- Engage in principled negotiation and consensus decision-making.
- Have full authority to participate in decision-making at the Board level.
- Keep their organizations informed in a timely manner about the Alliance's work and ensure that their sector has opportunities to provide input.
- Maintain communications and a good working relationship with their Alternate Director.

**MPWA Alternate Directors** are expected to:

- Assume the roles and responsibilities of the Director in the Director's absence.
- Work with and communicate regularly with his or her Director to represent the views of their sector, and to keep each other informed about Alliance business.
- Take an active role in the work of the Alliance by participating on teams, championing Alliance activities and otherwise promoting awareness of the Alliance

and its priorities as opportunities arise.

- Support and engage in principled negotiation and consensus decision-making.
- Attend at least one Alliance meeting annually, if feasible.

**The Board** also has certain responsibilities as its own entity. The Board will:

- Set policies on direction and priorities, with a particular focus on the long-term.
- Coordinate and commit resources.
- Approve recommendations from teams, which may include specific recommendations to the Government of Alberta as a whole or to its departments or agencies.
- Evaluate the results of its projects and the implementation success of its recommendations.
- Regularly assess progress and Board functioning.

### **5.5 The Executive Committee**

The MPWA Executive Committee includes the Chairperson, Past-chairperson, Vice-chairperson, Secretary and Treasurer. Responsibilities of the executive committee include:

- planning agendas for Board meetings;
- carrying out emergency and unusual business between Board meetings;
- reporting to the Board on actions taken between Board meetings; and
- carrying out other duties as assigned by the Board.

The Executive committee may meet at times other than Board meetings. The meetings are called by the Chairperson or on the request of any two (2) other Directors. They must request the Chairperson in writing to call a meeting and state the business of the meeting.

## **5.6 Board Meetings**

### **5.6.1 Scheduling, Agendas and Briefing Materials**

The Board of Directors will meet at least four (4) times per year. Meeting frequency may increase if required. Meeting dates for the upcoming calendar year are determined at the last meeting of the previous year. Agendas are prepared by the executive committee. Directors and Alternates may work through executive committee members to bring items forward for consideration when agendas are being prepared. When considering approving the agenda at the Alliance meeting, other items may be added by consensus of the Board.

Briefing materials are distributed to the Board at least two weeks prior to each Board meeting. The materials provided in the briefing binder are intended to facilitate communication between Directors and the sector they represent. Circulation of all or part of the briefing binder within sectors is encouraged to keep stakeholders informed and up to date. Those circulating briefing materials should ensure those receiving them understand the degree of consensus on the material and that the materials are not available to the public.

Normally, the Board will not make decisions on issues that have not been included in the pre-

meeting briefing materials. If a Director or Alternate has an issue or concern that he or she wants to present to the Board on short notice, the Board may agree to hear the concern, but will not be expected to make any decision.

### **5.6.2 Meeting Attendance by non-Alliance Participants**

The Alliance aims to be open and transparent in its work and transparency is one of the Alliance's stated values. At the same time, candid discussions among Directors and Alternates are encouraged and may be necessary to ensure that matters are addressed appropriately.

Committee and project team members are welcome and encouraged to attend Alliance Board meetings when their work is being discussed. Other observers, particularly those from Alliance Member organizations, may also be invited to sit in on Board meetings but do not participate in the discussions unless specifically asked. All attendees are expected to advise the Executive Director in advance of the meeting if they will be attending. From time to time, speakers and other guests may be invited at the discretion of the Board. Media are not allowed to attend Board meetings because this can inhibit the ongoing negotiations that are required when using consensus however, meeting summary notes are available upon request following their approval by the Board.

## **6.0 Process Guidelines for Committees and Project Teams**

The MPWA Board of Directors, may, from time to time, establish standing committees and ad hoc project teams. All committees and project teams follow the same multi-stakeholder, consensus procedures as the Board.

### **6.1 Authority and Accountability**

Committees and project teams report directly to the Board, with the Board giving final approval to all recommendations and serving as the fallback decision-makers in the event that consensus cannot be reached at the team level. The work of Alliance teams is often complex, with negotiations and recommendations in one area potentially affecting those in other areas. Team members may agree generally with the intent of specific recommendations as they work through the team's tasks, but often prefer to reserve final consensus until the full package of recommendations is complete. Nevertheless, teams are expected to work in good faith, in accordance with the process guidelines with the intent of developing recommendations to which all team members can agree. The Process Guide will be distributed at the first committee or project team meeting and the minutes will note that team members have understood and agreed to follow them.

### **6.2 Committees**

Committees are formed to address on-going "corporate" Alliance business, such as business planning and communications. Board committees are normally made up of Directors or Alternate Directors but can also include advisory participants and MPWA members.

### **6.3 Project Teams**

When the Board identifies an issue as a priority, it may form a team to explore the issue in more detail and report back. Teams are responsible for identifying the issues, defining the problems,

proposing a preliminary budget, and developing draft Terms of Reference for Board consideration and approval. (A template may be developed for use by teams in preparing their draft Terms of Reference.)

If the Board approves the draft Project Terms of Reference, the team is tasked to carry out the work described in them. The membership of the team should be broad enough to ensure that all relevant stakeholders are represented in scoping the issue. Project teams provide an excellent opportunity to bring new expertise and experience into the organization.

Project teams also identify the resources needed to fulfill its terms of reference. If funds are needed beyond core support for the team, such as for a conference or specific research, the team is responsible for identifying and securing those funds. Alliance staff can assist with fundraising efforts as required. Core support covers team costs and expenses associated with providing a project manager, stakeholder support, and hosting meetings.

Occasionally, a team may identify issues that fall outside the scope of its approved Terms of Reference. When this happens, the team has two options:

1. If team members believe they have the resources, time and ability to address the newly-identified issue(s), they can ask the Board to amend their Terms of Reference. They would need to develop a clear rationale for such an amendment and make their case to the Board along with proposed revisions to their Terms of Reference.
2. If they believe they are not the right group to address the issue but that it is important and within the Alliance's scope of activity, they can recommend an approach for dealing with it in their final report.

In rare circumstances, after approving a team's Terms of Reference, the Board may determine that it could be in the overall interest of the Alliance to amend the Terms of Reference. In such cases, the team would be consulted about the specific amendments and given an opportunity to discuss the implications. If agreed to, a revised Terms of Reference would subsequently be issued.

Project team members are encouraged to circulate draft documents within their sectors for comment and information. Team members will advise those receiving the documents of the degree of consensus, their draft status and whether they can be made public. Team members are asked to use discretion when forwarding materials to their particular stakeholder groups.

Project teams, in collaboration with Alliance staff, will develop and execute a communications plan that describes how the team will communicate the results of its work, both internally and to a wider external audience. So as not to inhibit the openness required for consensus, approved minutes from these meetings are not available to the public.

### **6.4 Membership on Committees and Project Teams**

When a committee or project team is established, its membership should include those sectors that: a) have a stake in the outcome of the work, b) could block implementation of the recommendations, and c) are needed to implement the recommendations. All teams must have



balanced representation from the Alliance's sector groups. This does not necessarily mean there must be an equal number of team members from each broad category (government, industry, non-government organizations and Aboriginal communities), but that each broad category must be satisfied that it is fairly represented on the team.

When the Board agrees to form a team, Directors are expected to indicate if their sector wishes to participate. If they do, it is up to each Member to identify a suitable individual, using whatever process they have in place to name their representatives. It is not necessary for the Director or Alternate to sit on the team as long as they communicate regularly with their sector's representative. Generally, teams do not have alternates, although there may be circumstances in which alternates are needed to ensure continuity of a sector's participation.

Working group and project team members are expected to:

- Represent a particular stakeholder organization or sector;
- Make constructive contributions that advance the team's goals and objectives, and help others to do the same;
- Report regularly to their sector;
- Brief their sector's Director regularly, including prior to the team's report and recommendations being presented to the Board;
- As appropriate, participate in briefing Directors and Alternates in their broad category;
- Liaise with their sector's participants on the Board and other Alliance teams to maximize synergy, ensure coordination, and prevent duplication by keeping each other informed; and
- Follow the rules and principles of consensus decision-making.

### **6.5 Team Chairs**

Committees and project teams usually select by consensus their own chair or co-chairs from different sector groups. Co-chairs are expected to:

- Set a good example for effective meeting participation;
- Encourage the efforts of others on behalf of the group;
- Listen actively to the contributions of others;
- Summarize and test for consensus on group decisions;
- Work with the project manager to develop agendas and ensure assignment of responsibility for follow-up on decisions and actions from meetings;
- Keep the meeting on schedule to complete the agenda; and
- From time to time, request feedback on meeting process.

## **7.0 Administrative Matters**

The ability for MPWA to secure resources will significantly affect its success in delivering the programs, services and information desired by its membership. This not only requires a formalized strategy to solicit resources, but also mechanisms to evaluate whether and how the MPWA can provide relevance and value to its membership and partners.

### **7.1 Business Planning and Reporting**

The MPWA operates under the guidance of a three-year strategic plan and an annual operational plan. The MPWA produces an annual report reflecting its achievements of these plans.

### **7.2 Funding and Resources**

The Alliance's work is supported by all participants, whether they contribute time, money or other resources. In-kind contributions are an important part of the support the Alliance receives, and are tracked and noted in the annual report. The Alliance's core funding will initially come from Government of Alberta grants. These funds cover internal costs approved by the Board and managed by the Executive Director. They include staff salaries, office support, Board and team meetings, and some stakeholder costs.

Resourcing (funds, time, expertise, etc.) for specific project team work (i.e., costs approved by teams and managed by project managers) is typically provided by the sectors involved in the project team, or other stakeholders. These costs include things like hiring consultants, undertaking research, and sponsoring workshops or conferences. All in-kind and financial contributions will be acknowledged in annual reports.

As a registered society, the MPWA maintains an accounting process and produces audited/reviewed financial statements annually. Expenditures are approved by the board. Travel and subsistence rates are set by the board. Two signatures are required on all expenditures. Generally, the Chairperson, Treasurer and up to two more Directors are given signing authority. The auditor/reviewer for the coming year is set at the annual AGM. In regards to capital asset acquisitions and maintenance, contracts and other procurements, best management practises will be the utilized in all cases.

### **7.3 Stakeholder Support**

Stakeholder support may be available to Directors and Alternates of the Board and to working group, project team and committee participants who are:

1. designated to represent their sector or Member, and
2. requested by the Alliance to participate.

The purpose of providing financial support is to ensure all stakeholders have an equal opportunity to participate, which is a key principle of consensus decision-making. Every six months, the Board of Directors will be given a list of individuals and groups who received stakeholder support (expenses and/or honoraria) from the Alliance in the previous six months. This list will be included in the Executive Director's report. This report forms part of Board meeting briefing material, which is not public information.

## 8.0 MPWA Alliance Staff

Alliance staff members provide support to the Board and its teams. Staff members may include an Executive Director, project managers, and administrative staff. Alliance staff have an overall coordination function, including organizing Board meetings, team meetings and completing necessary administrative tasks. All staff remain neutral on all water issues to avoid favouring, or being seen to favour any one sector. Staff members are committed to the collective good of the Alliance and act as custodians and facilitators of the consensus-based process. The Executive Director or other staff members may also communicate to external audiences on behalf of the Alliance. In carrying out staff recruitment, training, overtime, benefits, performance reviews, etc. the MPWA will follow fair and transparent processes.

### 8.1 Executive Director

The Executive Director is responsible for managing the overall administration of the Alliance. The Executive Director reports and is responsible to the Board, and acts as an advisor to the Board and to all Board Committees and Project Teams. The Executive Director does not vote.

The Executive Director acts as the administrative officer of the Board in:

- attending Board Meetings
- with the Secretary, recording and filing minutes of those meetings;
- other meetings as required;
- hiring, supervising, evaluating and releasing all other paid staff;
- interpreting and applying the Board's policies;
- keeping the Board informed about the affairs of the MPWA;
- maintaining the MPWA's books;
- with the Treasurer and/or Executive, preparing budgets for Board approval;
- planning programs and services based on the Board's priorities; and
- carrying out other duties assigned by the Board.

### 8.2 Project Managers

A project manager may be assigned to a project team to provide logistical support and capacity to undertake work. Project managers are knowledgeable about all Alliance processes and procedures and report to the Executive Director.

Project Managers are responsible for:

- Organizing team meetings;
- Working collaboratively with team chairs to advance the work of the team;
- Facilitating team meetings, as required (this may also be done by team co-chairs or a consultant);
- Ensuring that the team operates within the Alliance's consensus process;
- Providing meeting minutes;
- Ensuring the team operates within its Terms of Reference;
- Ensuring the team operates according to a work plan;
- Preparing information sheets, decision sheets, presentations, reports, summaries and other materials as required;

- Collecting and distributing contact information to the team; and
- Obtaining advice from communications staff or the Executive Director as needed.

### **8.3 Administrative Staff**

Administrative staff are responsible for a range of office duties to support the operation of Alliance. These include providing support to the Executive Director related to budget preparation, expenditure monitoring, forecasting and reporting; and managing the administrative systems of the office.

## **9.0 Communications**

Generally, the Alliance regards public and media interest in its activities as desirable, to the extent that it supports and respects its multi-stakeholder processes. Directors, Alternates, and project team members represent the Alliance collectively where consensus is reached on water/watershed issues, and they also represent the interests of their particular stakeholder organizations. Alliance participants must ensure that their media relations activities respect the consensus-based, multi-stakeholder nature of the process.

Communications guidelines assist the Alliance in being accountable and transparent to public through the media, while ensuring that appropriate levels of confidentiality and trust are respected throughout its processes. The purpose of this section is to define roles and responsibilities for Alliance participants in working with the media.

Whenever possible, the Alliance will coordinate media activity with sector partners in order to raise awareness of the Alliance's role of providing leadership, expertise and advocacy, to engage and empower individuals, organizations, businesses and governments to achieve the outcomes of the *Water for Life* strategy in the Alberta portion of the Peace watershed.

### **9.1 General Roles & Responsibilities**

When working with the media, the designated Alliance spokesperson(s) will:

- Act honestly and in good faith, considering the best interests of the Alliance.
- Not discuss the positions or opinions of others in their communications with the media or the public.
- Not use disclosure to the media as a means of retribution or negotiation. This is of particular importance when issues of non-consensus arise.
- Consider the long-term reputation of the Alliance in all their dealings with the media. Messaging should aim to position the Alliance as a credible, trusted and respected organization by providing information that is objective and factual.

When approached by media for general information on the Alliance or its processes, participants will refer the request to the Alliance's Executive Director, who will respond to the issue or identify another suitable spokesperson.

### **9.2 Communications Support**

The following services will be provided by Alliance staff:

- Work with project teams and the Board to develop and distribute key messages and communications strategies in advance of anticipated media interest on particular initiatives or issues.
- Identify potential spokespersons for particular initiatives and ensure they are properly briefed and prepared with key messages prior to the release of Alliance products or launch of Alliance media events.
- Monitor press coverage looking at the volume of articles, the tone, whether the news releases are used, etc.
- When media/editorial content about the MPWA are inaccurate, the Board may elect to submit a “letter to the editor” to correct the error. Letters representing the views of the Alliance will be submitted by the Executive Director on behalf of the Alliance. At all times consideration will be given as to how the correspondence may affect the reputation of the Alliance. The executive committee will be consulted prior to the submission of such correspondence.
- Monitor the implementation of this policy.
- Alliance staff, in collaboration with the Executive Committee, will develop an emergency communications strategy in the event of an emerging media issue that will have a significant impact on the Alliance, its Directors, or stakeholders.

### **9.3 Communications Guidance for Issues under Discussion**

It is understood that Alliance participants will engage in media relations regarding issues being discussed by the Alliance. Indeed, this is impossible to avoid as many participants regularly publish water-related information as part of their day-to-day operations. Because many Alliance participants must speak for both their own sector and the Alliance, the following principles are proposed to avoid confusion and conflicts-of-interest:

- It is expected that participants will clearly identify for whom they are speaking and that the views expressed are those of their own organization and not the collective views of the team or Alliance.
- It is expected that participants will not discuss the positions or opinions of others.
- It is expected that participants will not disclose specific conversations on-going at the team or Alliance table.
- It is expected that participants will not disclose information that has been shared in confidence or that they would not otherwise have had access to.
- Participants may speak about the work plan, Terms of Reference, goals, and intended outcomes of a particular team.
- It is expected that participants will notify the Executive Director when they have taken part in a broadcast interview or if they have been interviewed for a newspaper or other publication regarding Alliance initiatives.
- Participants will direct the media to the Executive Director on specific questions related to Alliance processes or operations.

### **9.4 Communications Guidance for Product Releases**

Documents coming forward for final approval by the Board will be accompanied by a draft communication plan. This plan will recommend a schedule for each initiative including messaging, timelines and draft versions of the supporting materials. This process will allow for the strategic release of Alliance communications materials and provide adequate time to format, print and prepare final materials prior to distribution. Alliance staff will distribute the final materials to Directors and Alternates on the identified launch date, at which point they may forward these materials to their stakeholders.

During the product release phase of any project, Directors and Alternates have a responsibility to support the consensus-based communication plan by:

- Endorsing and enabling the communications strategies for both consensus and non-consensus documents, agreed to by Alliance.
- Adhering to communication and product release protocols related to: (a) product launches, including media conferences, news releases, articles, etc.; and (b) media directives including key timing, key messages and identified spokespeople.
- Promptly contacting the Alliance's Executive Director when approached by media for information about the Alliance or for comment on a particular Alliance initiative.

Special care must be taken in the case of non-consensus reports to ensure positive relationships between stakeholders are maintained, despite differences in opinion. In the case of non-consensus reports, participants may speak to the media regarding the interests of their own organizations or sectors, as outlined and detailed in the non-consensus report. In doing so, it is expected that participants will:

- Be clear that the views and opinions expressed are those of their own organization and not those of the Alliance or the project team.
- Ensure that the release of these communications do not precede the release of the Alliance's communications materials.
- Highlight areas of agreement and not focus solely on areas of disagreement.
- Speak positively of the multi-stakeholder process and the importance of the work of the Alliance.
- Notify the Alliance's Executive Director regarding the timing and content of these releases.
- Not discuss the positions or opinions of others.
- Not discuss the specific conversations that occurred at the project team table.

### **9.6 Information Sharing and Intellectual Property**

The MPWA strongly supports information sharing to the extent possible. However, it also recognizes and respects intellectual property rights. All board, committee and project team members should be aware of information ownership and should address issues related to information sharing in their terms of reference.

## Glossary

<b>Accountability</b>	The acknowledgement and assumption of responsibility for actions, products, decisions and policies including administration, governance and implementation within the scope of a given role or position.
<b>Authority</b>	A person or organization having power or control in a particular, especially political or administrative, sphere.
<b>Consensus Decision-Making</b>	A decision-making process that not only seeks the agreement of participants but also to resolve or mitigate the objections of the minority to achieve the most agreeable decision.
<b>Goals</b>	What we are going to achieve in a certain time period. Goals, or areas of focus, answer the question “What can we do to fulfill our Mission and move toward our Vision.”
<b>Mission</b>	The business we are in – what we do, for whom and how. A Mission statement is a brief statement that expresses the purpose of the organization.
<b>Responsibility</b>	Responsibility is a duty, obligation or liability that an entity (whether it is a government, corporation, organization or individual) is expected to carry forward to a successful conclusion. With responsibility goes the authority to direct actions necessary to ensure success.
<b>Stakeholder</b>	A stakeholder is an individual, organization or government with an interest in water resource and environmental management in Alberta or who is otherwise affected by resource management decisions.
<b>Vision</b>	What we hope or aspire to be in the future. Announces what condition our organization wants to create and should compel us to act upon them.
<b>Watershed</b>	A watershed is a geographic area of land bounded by the height of land that drains waters to a shared destination. A watershed also captures precipitation, filters and stores water, and determines its release. Every waterway (stream, tributary, etc.) has an associated watershed, and smaller watersheds join together to become larger watersheds.