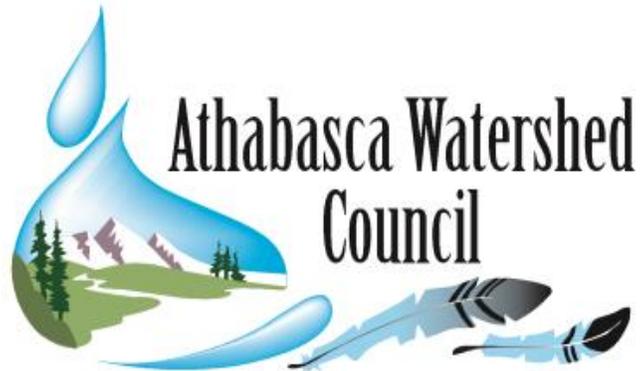


*.....from the mountain headwaters  
to the delta lowlands.....*



# ***Process Guidelines***

*“Our Watershed – Our Responsibility”*

*Approved March 24, 2010  
Revised June 13, 2019*

## PREFACE

The Athabasca Watershed Council, a Watershed Planning and Advisory Council (AWC-WPAC), is a registered Society comprised of members and governed by a Board of Directors.

The Governance Framework outlined herein provides guidance to the *Athabasca Watershed Council* 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 AWC-WPAC Bylaws. *In a case where these guidelines conflict with the Bylaws, the Society Bylaws will take precedence and supersede these guidelines. In a case where these guidelines conflict with any AWC Terms of Reference or the Employee Handbook, the Terms of Reference or Employee Handbook will take precedence and supersede these guidelines.*

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## 1.0 About the Athabasca Watershed Council

The Athabasca Watershed Council (AWC-WPAC) 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 AWC-WPAC 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; and
- Reliable, quality water supplies for a sustainable economy.

### *Key Directions*

- Knowledge and research;
- Partnerships; and
- Water conservation.

In addition, the AWC-WPAC is guided by its Vision, Mission and Shared Values:

### **Vision**

The Athabasca watershed is ecologically healthy, socially responsible, and economically sustainable.

### **Mission**

The Athabasca Watershed Council demonstrates leadership and facilitates informed decision-making in the Athabasca watershed by bringing stakeholders and Indigenous peoples together to promote, foster respect, and plan for an ecologically healthy watershed that supports social responsibility and economic sustainability.

### **Shared Values**

The Athabasca Water Council:

- We value integrity, trust, and transparency.
- We respect all points of view.
- Water is a blessing and gift and is essential for environment, society, economy and the spirit.
- Respect the environment and people.
- We believe in consensus decision-making.
- We respect economic necessities.
- We value a high standard of achievement and conduct in the WPAC.
- We value ecological health as foundational to all life.
- We value timely responses to issues.
- We value and respect the Indigenous peoples, culture and knowledge in the Athabasca watershed.
- We value inclusivity.
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<sup>1</sup> For more information on Alberta's *Water for Life* strategy, see <http://www.waterforlife.alberta.ca/>.

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- We value creativity, innovation and risk-taking.
- We are responsible and accountable to all members.
- We are purpose-driven.

In the AWC-WPAC, the following terms are used to refer to specific groups or individuals:

### Council

The organization called the Athabasca Watershed Council, or AWC or AWC-WPAC.

### Member

Membership in the AWC-WPAC is open to all individuals and organizations whose interests are consistent with its Vision, Mission, and Values. Membership consists of two classes: a) Organizational membership b) Individual membership. “Member” means a member of the AWC-WPAC 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 AWC-WPAC.

### Directors

The Board is made up of a number of *Directors* representing a broad range of expertise in watershed issues from industry, government, academia and the public.

### Board of Directors, or Board

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

### Executive Committee

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

### Administrator

The specific position title for the employee that acts as the administrator may change depending on the needs of AWC-WPAC. Examples of this title may include, but are not limited to, General Manager or Executive Director.

### Project Manager

One or more projects may be pursued by the AWC-WPAC at any given time. Employees that lead each of these projects may have a position title other than Project Manager (e.g. Watershed Science Coordinator).

### Sector Groups

Sector Groups are informal assemblages of organizations related by function or purpose. They do not have a formalized structure within the Council, but provide a platform for engagement and communications.

### Participants, Stakeholders and Teams

In addition to members, other organizations and individuals may have an interest in the work of

the Council. The term *stakeholder* is used to refer to those that are interested in the work of the Council, but who may or may not participate directly in its work. Stakeholder groups with a specific interest in a Council 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 Council. *Participants* include Members, Directors, Alternates, committee and other team members. Except when discussing specifics, this document uses the term *teams* to apply to all Council committees, working groups and project teams.

## 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. When the Council affirmed its desire to incorporate as a not-for-profit society, it was agreed that process guidelines should be developed and adopted by the new organization. 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 Council participants are expected to follow.

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 board meeting). Flexibility is a key principle in consensus decision-making.

These guidelines were developed to:

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

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

## 3.0 General Process Guidelines

The Council 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 and confidentiality and conflict of interest.

### 3.1 Decision-Making

## Process Guidelines

The AWC-WPAC 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 Council.

### 3.1.1 Consensus

The Board and 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 **a simple majority** of the current slate of directors are 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 Council 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 to the Board for approval outlining their recommendations. 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 Council staff and the communication plan executed. 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, Council 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. 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; and
- 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 and Parks 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, voting, or another process may be determined. Voting requires that a) that there be quorum, and b) a simple majority of the directors support the

decision.

### 3.2 Transparency and Confidentiality

Transparency and confidentiality are important factors in deliberations of the Council and its teams. Council discussions are a critical means to help participants better understand the positions of others. To encourage and support open and candid dialogue, the Council 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 AWC WPAC 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. Council Directors and Alternates should consider whether they may be perceived as personally gaining from a potential outcome of Council 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.

Team members should also consider whether they may be perceived as personally gaining from a potential outcome of Council 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 AWC-WPAC. Members have the right to one vote used for any decision described in the bylaws as requiring membership approval. Members must clearly recognize and understand that they will take an active role in AWC-WPAC initiatives. A member can:

- Stand for election to the Board of Directors;
- Put forth information and knowledge for consideration by the members, Board of Directors and Administrator; 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. Individuals can only maintain one active membership and have one vote. Organizations interested in becoming a member must complete a membership application. They must also provide a letter to the AWC-WPAC designating their official representative and may designate an alternate representative.

### 4.2 Membership Term

Initial membership will be valid until March 31, 2011. Subsequent membership terms are from April 1 to March 31 of the following year. Membership must be renewed annually.

### 4.3 Membership Fees

There are no membership fees for the first year term, however voluntary contributions to the AWC-WPAC would be appreciated. A fee schedule may be presented to the membership at a future date.

## 5.0 Process Guidelines for the Board of Directors

The Athabasca Watershed Council (AWC-WPAC) 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 AWC-WPAC. The Board governs and manages the affairs of the AWC-WPAC. 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 Council incorporated under the *Societies Act* as a not-for-profit Society. The objects and Bylaws were

## Process Guidelines

approved by consensus of the Board and describe the legal obligations of the Board of Directors.

The Council is also accountable, through its members and partners, to the people of the Athabasca watershed for its decisions. Council participants are accountable to the sectors they represent, to each other, and to the process. As part of this accountability to their sector, 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 Council's Board. The annual report is distributed to all AWC-WPAC members and to other interested parties on request. Final reports and recommendations prepared by 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

Board membership shall be defined by the Board Terms of Reference.

#### 5.2.1 Addition of Members to the Board

Each Board member may have an alternate. This alternate will be from within the same sector group as the Director. They will be identified via a letter from the sector they are representing and must be approved by the board (by consensus or majority vote).

Alternates are not replacement directors in cases where the designated director is permanently removed from office for any reason, and are only authorized to cover off board member responsibilities on a short term basis when the designated board member is temporarily ill or has a scheduling conflict.

The Board may fill board vacancies on an interim basis by appointment. Such appointments would be up for election at the next AGM. If the appointee gets elected at the next AGM, the elected person will have a full term.

### 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 Council to others in their sector;
- Have the time required to complete the work of the Council;
- Respect the opinions and experience of others on Council;
- Demonstrate ethical and professional conduct; and
- Remain supportive of the positions and decisions made by the AWC-WPAC.

#### 5.4 Board Duties and Obligations

In selecting their Director and Alternate Director, members should review the values that Council Directors and Alternates are expected to share, as well as their roles, responsibilities and expectations, described below. These roles and responsibilities should guide organizations in selecting their Director and Alternate Director.

The Board of Directors has a number of duties, including understanding the Council'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 Administrator or Executive Committee 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.

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 temporarily unavailable. Both the Director and Alternate are welcome to attend meetings and 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.

**Athabasca Watershed Council 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 Council 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 Council'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 Council's work and ensure that their sector has opportunities to provide input; and
- Maintain communications and a good working relationship with their Alternate Director.

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**Athabasca Watershed Council 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 Council business.
- Take an active role in the work of the Council by participating on teams, championing Council activities and otherwise promoting awareness of the Council and its priorities as opportunities arise.
- Support and engage in principled negotiation and consensus decision-making.
- Attend at least one Council 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 AWC-WPAC Executive Committee includes the Chairperson, Past Chairperson, Vice-Chairperson, Secretary and Treasurer. Responsibilities of the executive committee include:

- Planning agenda 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 meets at least four times a year and may meet at times other than Board meetings. The meetings are called by the Chairperson or on the request of any two (2) other Officers. 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. It is recognized that meeting frequency could increase if required. Agendas are prepared under direction of the

Executive Committee. Directors and Alternates may work through their executive committee member to bring items forward for consideration when agendas are being prepared. When considering approving the agenda at the Council meeting, other items may be added by consensus of the Board.

Briefing materials are distributed to the Board at least one week 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-Council Participants**

The Council aims to be open and transparent in its work, and transparency is one of the Council'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 Council Board meetings when their work is being discussed. Other observers, particularly those from Council Member organizations, may also be invited to sit in on Board meetings but do not participate in the discussions unless specifically asked. Non Board attendees are expected to advise the Executive Committee in advance of the meeting. 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 AWC-WPAC Board of Directors, may, from time to time, strike committees and 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 Council teams is often complex, with negotiations and recommendations in one area potentially affecting those in other areas. Team

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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" Council business, such as business planning and communications. Board committees are normally made up of Directors or Alternate Directors.

### 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 develop draft Terms of Reference for Board consideration and approval. (A template has been developed for use by teams in preparing their draft Terms of Reference.)

If the Board approves the draft 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. Council 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 Council'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 Council 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 and posted to the website.

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 Council 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.

#### **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 should have balanced representation from the Council's sector groups. This does not necessarily mean there must be an equal number of team members from each broad category, 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 Council teams to maximize synergy, ensure coordination, and prevent duplication by keeping each other informed; and
- Follow the rules and principles of consensus decision-making.

##### **6.4.1 Meeting Attendance**

A committee member or project team member may be removed by a vote of the Board of Directors if he/she misses three consecutive scheduled meetings without notification to the AWC-WPAC

### 6.4.2 Removal of Membership

A committee member or project team member may be removed by a vote of the Board of Directors for any cause contravening the roles and responsibilities of the respective committee or project team's Terms of Reference and policies.

### 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 Athabasca Watershed Council 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 Athabasca Watershed Council can provide relevance and value to its membership/partners.

### 7.1 Business Planning and Reporting

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

### 7.2 Funding and Resources

The Council'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 Council receives, and are tracked and noted in the annual report. The Council's core funding comes from Government of Alberta grants. These funds cover internal costs approved by the Board. Costs may 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 AWC-WPAC maintains an accounting process and produces audited 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. The Chairperson, Vice-Chairperson and Treasurer have signing authority. The auditor 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 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 authorized by the Board to participate. The purpose of providing financial support is to ensure that all stakeholders have an equal opportunity to participate, which is a key principle of consensus decision-making.

## **8.0 Athabasca Watershed Council Staff**

Council staff members provide support to the Board and its teams. Staff members may include an Administrator, project managers, and administrative staff. Council staff has an overall coordination function, including organizing Board meetings, team meetings and completing necessary administrative tasks. All staff shall 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 Council and act as custodians and facilitators of the consensus-based process. The Administrator or other staff members may also communicate to external audiences on behalf of the Council. In carrying out staff recruitment, training, overtime, benefits, performance reviews, etc. the AWC-WPAC will follow fair and transparent processes.

### **8.1 Administrator**

The Administrator is responsible for, but not limited to, managing the overall administration of the Council. The Administrator Employment Agreement defines duties and responsibilities. The Administrator reports and is responsible to the Board, implements Board decisions and acts as an advisor to the Board and to all Board Committees and Project Teams. The Board Chair is the Liaison between the Board and the Executive Director. The Administrator does not vote.

### **8.2 Project Managers**

A project manager may be assigned to a project team to provide logistical support and capacity to undertake work. The Project Manager Employment Agreement defines duties and responsibilities. A project manager will answer to the appropriate party as determined by the Board.

### **8.3 Administrative Staff**

Administrative staff reports to the Administrator, or in the absence of the administrator, Executive Committee and is responsible for a range of office duties to support the operation of

Council. Employment Agreements of administrative staff will define duties and responsibilities.

### 9.0 Communications

Generally, the Council 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 Council collectively where consensus is reached on watershed issues, and they also represent the interests of their particular stakeholder organizations. Council participants must ensure that their media relations activities respect the consensus-based, multi-stakeholder nature of the process.

Communications guidelines assist the Council 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 Council participants in working with the media.

Whenever possible, the Council will coordinate media activity with sector partners in order to raise awareness of the Councils' 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 Athabasca watershed.

#### 9.1 General Roles & Responsibilities

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

- Act honestly and in good faith, considering the best interests of the Council.
- 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 Council in all their dealings with the media. Messaging should aim to position the Council as a credible, trusted and respected organization by providing information that is objective and factual.

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

#### 9.2 Communications Support

The following services may be provided by Council staff under direction of the Executive Committee:

- 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 Council products or launch of Council media events.

- Monitor press coverage looking at the volume of articles, the tone, whether the news releases are used, etc.
- Monitor the implementation of this policy.
- Develop an emergency communications strategy in the event of an emerging media issue that will have a significant impact on the Council, its Directors, or stakeholders.

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

It is understood that Council participants will engage in media relations regarding issues being discussed by the Council. Indeed, this is impossible to avoid as many participants regularly publish water-related information as part of their day-to-day operations. Because many Council participants must speak for both their own sector and the Council, 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 Council.
- 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 Council 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 Committee when they have taken part in a broadcast interview or if they have been interviewed for a newspaper or other publication regarding Council initiatives.
- Participants will direct the media to the Executive Committee on specific questions related to Council 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 Council communications materials and provide adequate time to format, print and prepare final materials prior to distribution. Council 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:

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- Endorsing and enabling the communications strategies for both consensus and non-consensus documents, agreed to by Council.
- 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 Council’s Executive Committee when approached by media for information about the Council or for comment on a particular Council initiative.

Special care must be taken in the case of non-consensus report 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 Council or the project team.
- Ensure that the release of these communications do not precede the release of the Council’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 Council.
- Notify the Council’s Executive Committee 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.

### 9.5 Document Distribution

The distribution and availability of Council documents are described in several places within these process guidelines. This information is summarized here for convenience.

Document Type	Distribution Guideline
Committee or Project Team Terms of Reference	Available to the public via the web site, once approved by the Board.
Project Team Minutes	Available to the public via the website, once approved by the Team.
Draft Reports	Circulation within sectors is encouraged for discussion; however the documents are not public.
Public consultation materials	Workbooks, “What we Heard” summaries, information sheets and other public outreach documents will be available to the public upon request once approved by the Board.
Board meeting briefing materials	Circulation within sectors is encouraged for discussion; however the documents are not public.
Committee Minutes	Available to the public via the web site after approval by the Committee.
Board Meeting Minutes	Available to the public via the website, once approved by the Board.
Annual Reports	Available to the public via the website, once approved by the Board.
Final Reports	Available to the public via the website, once approved by the Board and as described in its approved communication plan.

### 9.6 Information Sharing and Intellectual Property

The AWC-WPAC 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>Alternate</b>	A person who is authorized to cover off board member responsibilities on a short term basis when the designated board member is temporarily ill or has a scheduling conflict, but who is not a replacement director when the designated director is permanently removed from office for any reason.
<b>Authority</b>	A person or organization having power or control in a particular, especially political or administrative, sphere.

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<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>Ecological Health</b>	Ecological health or integrity is used to refer to the ability of an ecosystem to maintain its carrying capacity and to perform nature's services.
<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>Outcome-Based Approach</b>	Outcome statements outline what people want to see maintained or developed as a desired end state. Such end states tend to take into account ecological, economic, social and cultural values and may change over time (e.g. Our lake is a healthy aquatic ecosystem for fish).
<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 and action necessary to ensure success.
<b>Stakeholder</b>	A stakeholder is an individual, organization or government with an interest in resource and environmental management in Alberta or who is otherwise affected by resource management decisions.
<b>Term</b>	The period of time defined in the relevant Terms of Reference for election or appointment to the Board of Directors or committees of the Board.
<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.