

GOV-01: Board Member Responsibilities

Date Approved: August 18, 2011

Next Review Date Prior to: June 2021

Amended: June 15, 2017

Amended: June 13, 2019

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

Policy Statement: The RMA is governed by a Board of Directors elected by RMA member municipalities. Their overall role is to represent and advocate the broad collective municipal and rural interests of the membership, and to oversee the delivery of services that assist members in their business operations and decision-making processes.

Guidelines:

The key duties of a board member include, but may not be limited to the following:

1. Governing the RMA and all its divisions.
2. Actively engaging in setting the overall vision, mission and strategic direction of the organization.
3. Reviewing operational plans of the various divisions to ensure alignment to the strategic plan.
4. Setting overall fiscal direction for the Association, in-line with the direction of the membership.
5. Setting overall policy with respect to the Association's interactions with members, other levels of government, and other organizations. In particular board members must ensure that formal policy positions and position statements put forth by the Association reflect member direction. Where the membership has expressed no clear policy preference (via resolution, member survey, etc.), the board has a duty to arrive at policy decisions that, reflect the best interests of the membership as a whole.
6. Representing rural interests and priorities in meeting with decision makers in government as well as industry and other relevant stakeholders.
7. Monitoring the performance of the executive director to ensure that administrative actions are consistent with both the policy and fiscal direction as set out by the board.
8. Representing the Association and its members on various committees, task forces, etc., as delegated by the RMA board, the president and/or the executive director as necessary. In each case, board members are expected to represent the interests of the Association as a whole, and to report back to the board.
9. Those board members who have been elected to represent a particular district are expected to bring forward the concerns and perspectives of municipal councils within that district. However, it

is ultimately expected that each board member will consider every issue on the merits of its impacts on all RMA member municipalities.

10. Respecting the confidential nature of information which is often obtained as a result of membership on the board. The success of the RMA in representing rural and municipal interests is very clearly tied to the trust that has been established between the association and the provincial government. Board members are expected to respect that trust relationship, regardless of any personal political leanings. Board members are expected to protect confidential information.
11. Report back to the membership Board Governance Review Committee recommendations.
12. Be responsive to emerging issues.

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

1. The president is responsible for chairing the RMA Board of Directors' meetings, serving as the official spokesperson, and media representative for the RMA.
2. The vice president is responsible for carrying on the duties of the president in his or her absence and to attend one district meeting per district per year in addition to their own district.

Non-Pecuniary Interests:

1. Every board member shall disclose on their *Statement of Disclosure*, any position that they hold in an official capacity with any federal or provincial political party.
2. A board member shall disclose to the board if they intend to seek nomination as a candidate in an election under the Canada Elections Act, the Election Act (Alberta) or the Senatorial Selection Act (Alberta).
3. When a board member makes a disclosure under section 1, or announces an intention as set out in section 2 above, the board must, on an on-going basis, determine whether the activity referred to in section 1 or 2 above creates a conflict of interest. If the board member determines a conflict of interest has arisen, the board member must:
 - a. Notify the Board of conflict; and
 - b. Withdraw from any debate or discussion regarding the matter in conflict; and
 - c. Abstain from voting on the matter in conflict; and
 - d. Avoid influencing the voting on the matter in conflict; and
 - e. Refrain from using their position for any personal benefit in furtherance of the activity referred to in section 1; and
 - f. Where necessary, request a leave of absence or tender resignation.
4. Where a board member has been selected as a candidate under section 2 above, the provisions of section 3 above continue to apply for the period leading up to the official election period. When the writ is issued, the board member shall request and be granted a leave of absence until the official final results are declared.

5. Notwithstanding anything contained in section 3 or section 4 above, where a board member or the board member's campaign intends to solicit campaign contributions from any employee, director, supplier or member of RMA, where directly or indirectly, the board member shall immediately notify the executive director.
6. The board member shall request and be granted a leave of absence for the duration of the campaign before accepting any such campaign contribution.
7. Notwithstanding anything contained in section 3 above, where a board member has been declared the leader of a political party under section 2 above, the board member must immediately resign from the board effective as of that date.
8. In any circumstance where the board determines a board member has failed to adequately comply with the provision of the non-pecuniary interest clause, the board may grant a leave of absence, suspend the board member; or may remove the board member in accordance with RMA Bylaws Part E, Section 14 which states, "*any Director (Board member), upon a majority vote of Full Members in good standing, may be removed from office for any cause which the Association may deem reasonable*".
9. A leave of absence or resignation under this part is deemed to include a leave of absence or resignation from every position the board member holds through appointment by the board including the boards of RMA subsidiaries and associated entities and any external board or committee on which the board member represents RMA.
10. The executive director will inform the board of any matter arising under this part.