



**Alberta Construction
Safety Association**

Board Charter

Board Approved: April 12, 2019

Governance and HR Committee Reviewed:
02/15/2018, 03/20/2019

Table of Contents

Section	Page
1. Context: Background and Purpose of the Board Charter	3
2. Board Governance Philosophy and Approach	5
3. ACSA Board (Committee) Structure	9
4. Authority and Responsibilities	11
5. The Board–CEO Relationship	15
6. Selection of Directors	17
7. Functioning of the Board	19
8. Core Processes of the Board	22
Appendix A-1. DRAFT Board Competency Matrix	27

1. Context: Background and Purpose of the Board Charter

The decision to examine and refine the ACSA’s governing model and processes was the key conclusion of the September 2015 Board planning retreat in Banff. This Board Charter reflects the ACSA Board’s thinking about its structure, processes, and practices in its evolution to become an *Engaged/Strategic Board*¹. In adopting this role, the Board committed to thoughtful and intentional journey to modernize and enhance its governing practices and approach – the first step of which was to redefine the role and governing model of the ACSA.

<i>Governing Board</i>			<i>Managing Board</i>	
<i>The Passive Board</i>	<i>The Certifying Board</i>	<i>The Engaged Board</i>	<i>The Intervening Board</i>	<i>The Operating Board</i>
<ul style="list-style-type: none"> ▪ Functions at the direction of the CEO. ▪ Limits its activities and participation. ▪ Limits its accountability. ▪ Refines Management’s preferences. 	<ul style="list-style-type: none"> ▪ Certifies to shareholders that the CEO is doing what the Board expects and that Management will take corrective action when needed. ▪ Emphasizes the need for independent directors and meets without the CEO. ▪ Stays informed about current performance and designates external Board members to evaluate the CEO. ▪ Establishes an orderly succession process. ▪ Is willing to change Management to be credible to shareholders. 	<ul style="list-style-type: none"> ▪ Provides insight, advice, and support to the CEO and Management team. ▪ Recognizes its ultimate responsibility to oversee CEO and company performance; guides and judges the CEO. ▪ Conducts useful two-way discussions about key decisions facing the company. ▪ Seeks out sufficient industry and financial expertise to add value to decisions. ▪ Takes time to define the roles and behaviours required by the Board and the boundaries of CEO and Board responsibilities. 	<ul style="list-style-type: none"> ▪ Becomes intensely involved in decision making around key issues. ▪ Convenes frequent, intense meetings, often on short notice. 	<ul style="list-style-type: none"> ▪ Makes key decisions that Management then implements. ▪ Fills gaps in management expertise.

This Board Charter should be regarded as a living document. It will continually evolve to fit the ACSA’s governance needs as the organization’s strategy and business model evolves.

¹ Adapted from *Building Better Boards* by David Nadler

Governance as a Team Sport

Running a successful Board and member-based organization is a team sport. It is very important that all members of the team—Board Members and Executive Management—understand the role of governance and what it means to have a Board of Directors and good governing practices. More specifically it is critical to know how to optimize this role in the context of achieving the ACSA mission and strategy.

The purpose of this document is to establish the following:

- How the Board will be structured to enable success.
- The group and individual Board roles involved, including key responsibilities and accountabilities.
- A description of Committees of the Board.
- Board Governance Philosophy and Approach.
- The Functioning of the Board.
- Core processes of the Board.

2. Board Governance Philosophy and Approach

2.1 ACSA Governance Improvement Philosophy

In defining its governance model, the ACSA Board seeks to achieve the following.

- **A Board that fulfills its fiduciary obligation to the ACSA.** The Board model defined in this Charter supports the foundational governance notion that the ACSA Board is obligated to act in the best interest of the ACSA.
- **A Board that operates at a strategic level.** The design of the Board's role, structure, processes and competencies are all aimed at a Board that operates as a strategic, not a management Board.
- **Continuous improvement.** The Board is on a journey of continuous improvement—a process of examining and modernizing all aspects of the Board's governing system and style in an intentionally paced manner. In this regard, the current governance model of the ACSA is not regarded as fundamentally broken but rather, in need of some realignment.
- **Balance.** A balance between an independent (competency-based) and representational Board. The Board is on a journey of continuous improvement and enhancement, not radical change. In this regard, the shift towards an independent Board implies that industry perspectives remain an important element of the Board's composition. It also implies that the Board seeks a model where Directors operate independently in the best interest of the ACSA vision and mission—not in the best interest of an organization he/she represents. The key here is balance.
- **Representation.** The Board seeks a model where Directors operate in a non-political, non-partisan way and in the best interest of the ACSA's vision and mission balanced with the needs of the entire construction industry. This requires a flexible, independent, and collaborative approach to decision making. This also requires support for Board decisions once a Board decision is made, which may not fully satisfy a specific interest group or the organization which he/she represents.
- **Risk-managed innovation and change.** The Board envisions an ACSA (and its governing system) that embraces innovation, stakeholder input, and alignment to its strategic environment. In this regard, the Board is seeking a model that supports the organization in achieving these outcomes.
- **A Board that leads.** A Board that leads (versus manages) the affairs of the organization is a key outcome of a renewed ACSA Board model. The ACSA Board has been clear that it seeks a governance model which supports this fundamental delineation of Board and Management responsibilities.

- **Diversity.** The Board believes that diverse perspectives allow for the introduction of new ideas, meaningful debate and *good decisions*. Board Members are expected to bring competencies beyond their construction expertise to fully meet the needs of the organization. This includes the competencies as listed in [Appendix A-1](#).
- **The Board seeks a model that allows for an array of industry representatives.** Board Members are sourced from construction companies with active WCB accounts that fall under the Alberta WCB constructions codes, as well as industry groups and construction labour groups that are in compliance with the exceptions provided by the WCB Act (if they do not have an active WCB account.)
- **Meaningful stakeholder engagement.** The Board envisions a future where the Board operates with robust and meaningful information about the interests, needs, concerns, and expectations of the ACSA's Members and stakeholders. In this regard, the Board envisions new processes to support this way of operating. Such processes could include annual engagement opportunities, regular and ongoing engagement of Members and stakeholders on key strategy and policy items, etc.
- **A Board that operates with quality, symmetrical data and information.** Consistent with the notion that *data is the currency of good governance*, this Board Model is designed to ensure that the whole Board operates with the same set of information needed to perform its governance role.
- **Board roles that are manageable for a volunteer Board.** The Board model was developed with an appreciation that the Board is populated with volunteers. The design of Board Member roles and the Committee structure is intended to make efficient use of Board Members' volunteer time.

2.2 ACSA Vision, Mission and Guiding Principles

The ACSA Vision:

Lives lived safely.

The ACSA Mission:

To create and share resources and services to promote health and safety values.

Guiding Principles:

1. *Respect for the individual.*
2. *Safety on every construction site is paramount. Every worker should go home each day, incident-free.*
3. *The ACSA is inclusive, representing all construction constituents/sectors in Alberta.*
4. *Leadership in safety education.*
5. *Provide quality advice to government and industry.*
6. *Promote the human, organizational, and financial return of a safe construction site.*
7. *Promote safety as a good business practice.*

2.3 Core Activities of the ACSA Board

The role of the Board is to assume the overall stewardship of the ACSA by adopting sound governance practices. As stewards of the organization, the Board has the responsibility to oversee the conduct of the Association, to monitor management, and to endeavour to ensure the ACSA activities are consistent with its Bylaws, vision, and mission.

The core roles of the Board are depicted in the table below.

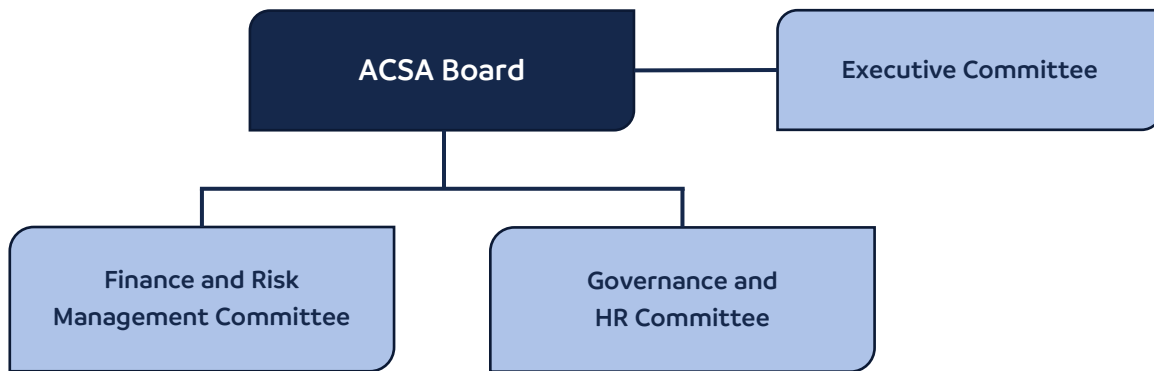
Role	Key Responsibilities
<p>Direction Setting</p>	<ul style="list-style-type: none"> • Understanding the overall strategic environment and the implications it has for ACSA short- and long-term strategy. • Approving the Association’s mission statement, strategy and annual plan. • Approving and monitoring the implementation of strategy, the annual plan, and the performance of the Association against such plan, and, where necessary, modifying the strategic plan or the implementation in order to successfully achieve the Association’s missions and goals. • Appointing the CEO. • Providing advice and counsel to the CEO. • Approving policies respecting the key risks associated with the organization as identified by the Board. • Delineating the Board and Management roles in the strategic planning process. • Collaborating with the CEO and management. • Sponsoring the ACSA strategy externally among stakeholders.
<p>Stakeholder Engagement</p>	<ul style="list-style-type: none"> • Ensuring the legitimacy and effectiveness of the Association’s stakeholder engagement processes. • Reviewing stakeholder input and feedback and understanding the implications to overall strategic goals. • Setting overarching strategic goals to guide strategic planning. • Advocating on behalf of the ACSA to advance its vision and mission.
<p>Strategic Monitoring and Evaluation</p>	<ul style="list-style-type: none"> • Reviewing and monitoring implementation of the organization’s strategic plans and annual operating plans. • Monitoring organizational performance and ensuring accountability. • Reviewing and approving significant corporate actions and major transactions. • Establishing service and program quality standards and expectations that are in line with member/stakeholder needs. • Monitoring Board process and performance to ensure optimal effectiveness and efficiency in fulfilling its role and responsibilities.
<p>Oversight and Risk Management</p>	<ul style="list-style-type: none"> • Setting Executive limitations. • Determining, analyzing, and mitigating risks to the ACSA, translating risks into overall strategic direction and policy approval.
<p>Managing the Affairs of the Board</p>	<ul style="list-style-type: none"> • Evaluating the performance of the Board. • Ensuring the ongoing development and advancement of the Board. • Aligning the Board’s practices and processes to its overall intent. • Planning the work of the Board. • Ensuring effective use of in camera sessions.

3. ACSA Board (Committee) Structure

3.1 Committee Structure

The ACSA will operate with the following Committees:

1. Executive Committee
2. Finance and Risk Management Committee
3. Governance and HR Committee



The following table reflects the core responsibilities of each Committee.

Committee	Key Responsibilities
Executive Committee (composed of Executive positions listed in section 6.2)	<ul style="list-style-type: none"> • Agenda and priority setting. • Oversees the connection between the Chair and the CEO. • Monitoring the performance of the CEO. • Populate Committees. • Identify Potential Committee Chairs. • Manage the Board’s competency matrix. • Work with Member Associations to identify potential Board Members that fit the Board’s competency requirements.
Finance and Risk Management Committee	<ul style="list-style-type: none"> • Establishes financial policies and strategy. • Stewardship of financial assets. • Review and report on enterprise risk. • Establishes policy to guide capital/financial strategy.
Governance and HR Committee	<ul style="list-style-type: none"> • Optimize Board governance practices and processes. • Conduct Board Orientation and evaluation. • Monitor and ensure that Directors are making meaningful contributions to the Board. • Oversee Board competency model and recruitment. • Monitor the performance of stakeholder engagement/outreach strategies. • Oversee and support the Board’s policy development role.

3.2 The Board's Approach to Committees

In developing the above described Committee structure, the Board has also adopted the following principles.

- Committees exist to conduct the work of the Board. Board Committees are established to help the Board in fulfilling its responsibilities to provide governance and oversight of the ACSA. As such, all activities of the Committees are under the purview of the Board.
- Board Committees do not speak, act or make decisions for the Board, except when formally given such authority for specific and time-limited purposes.
- Board Committees cannot exercise authority over the ACSA staff. Where staff-related questions or issues arise, Committees are responsible for informing the Board (on strategic matters) or Management (on operational matters), who will deliberate and decide on the appropriate action for addressing the question/issue.
- No Committee has the power to alter the policies of the ACSA. All policy decisions are made by the Board of Directors.
- Each Committee should operate with a Terms of Reference and work plan agreed to by the Board outlining and defining their mandate and key deliverables.

4. Authority and Responsibilities

4.1 Board Member (Director) Role and Responsibilities

In order to fulfill their role on the ACSA Board, Directors are responsible for the following:

- Setting the strategic direction for the ACSA; working with the CEO and management team to develop long term strategies/actions based on strategic objectives approved by the Board.
- Keeping up to date with issues and trends that affect the Association and the organization.
- Understanding and demonstrating a commitment to the ACSA's mission, vision and strategy.
- Ensuring the ACSA is compliant with all applicable legislation.
- Providing input and participating in the discussion and decisions of the Board.
- Approving the strategic plan, Board policies, financial statements and the annual operating plan and budget.
- Performing annual performance evaluation of the CEO based on goals and objectives stated in the organization's strategic plan.
- Authorizing appropriate use of funds (at a certain level) and external borrowing.
- Avoiding the substance or appearance of conflict of interest that could adversely influence objectivity in conducting the business of the Board.
- Understanding the difference between executive and Board functions, executive and Board roles, policy and implementation.
- Attending scheduled Board and Committee Meetings as well as other special meetings such as annual planning sessions, etc.
- Reading and evaluating financial statements and other required documents in advance of Board discussions.
- Understanding and maintaining confidentiality.
- Communicate ACSA Board decisions and direction to Membership, stakeholders and key partners ensuring awareness of all major decisions. This is achieved through administrative support.
- Communicate Board-related matters to the Committee Chair and Board Chair specific to the issue as appropriate.
- Review requests for membership annually.

4.1.1 Code of Conduct

All Board of Directors of the Alberta Construction Safety Association shall adhere to the following principles, standards, applicable legislation, and Bylaws that govern the Association as outlined in this Code of Conduct. Directors shall report any breaches or potential breaches of this Code of Conduct to the Board through the Board Chair or Governance Committee Chair.

Participation

- Directors must attend a minimum of 75% of Board and Committee Meetings per calendar year and come prepared to contribute to an informed discussion at all Board and Committee Meetings.

Respect and Support

- Directors shall express their opinions respectfully, demonstrate willingness to consider differing positions, observe parliamentary procedures, and display courteous conduct toward each other, ACSA staff, and guests
- Directors shall give positive support to all actions taken by the Board, even when they may be in a minority position with respect to any such actions, and they shall always represent the Association and the Board positively and supportively at all times and in all places.

Conflict of Interest

- Directors shall place the Association's interests before their own or those of their designated industry association or employer and will immediately declare any conflicts of interest.
- Directors shall only present concerns or interests related to ACSA operational activities through standard channels. A Director shall refrain from exploiting his or her position to secure expedited and/or special attention to an individual matter tied to ACSA operations.
- Where a Director has a personal financial interest in any matter, the Director shall, prior to consideration of the matter, disclose the interest and its general nature. Any opportunity for personal financial gain will disqualify the Director participating in or influencing any decision making related to the matter.

Political Participation

- Directors are encouraged to participate as private citizens in the democratic process. However, Directors shall take care to clearly separate their political activities from the Association and ensure any views they express are clearly and unequivocally stated to be their own views and not those of the Association.
- Since the ACSA is non-partisan and secular, Directors will not promote their personal political or religious beliefs at ACSA meetings or events in which they are representing the Association.

Confidentiality and Media

- Directors shall maintain the privacy of all confidential or sensitive information and records of the Association and will not make use of or reveal such information unless the information becomes a matter of general public knowledge.
- Directors shall treat Board discussions as privileged and shall not repeat confidential or sensitive discussions.
- Directors shall not consult or communicate with the media on behalf of the Association. The Board Chair or the CEO or Designate shall speak for the Association.

Responsibility

- Directors who breach or who are in a potential breach of this Code of Conduct will be addressed by the Board Chair or Governance and HR Committee Chair, or Designate, and may be requested to resign.

4.2 Role of the Board Chair

A core responsibility of the Board Chair is to foster a culture of leadership amongst ACSA Board Members. The Board Chair should guide and promote strategic discussions in order to maximize opportunities and minimize risks to the ACSA.

Additionally, the Board Chair should ensure efficient management of the board and make certain that ACSA Members receive full value for their Membership. The chairperson also acts as the conduit between the Board and the CEO, ensures that the Board fulfills its governance responsibilities, and that all governing decisions made fall within the guidelines set out by applicable laws and ACSA Bylaws.

With an objective of ensuring Board Meeting efficiency, the Board Chair will be responsible for the composition of a meeting agenda. Board Meeting agendas should be structured to foster a strategic, concise meeting to enhance ACSA governance and issues management.

The Board Chair is responsible for helping the Board conclude its decisions and direction. Ultimately, the Board Chair becomes the interpreter of the policy direction for the Board and is responsible for communicating meeting action items to the CEO.

Additional work in partnership with the CEO is inclusive to:

- Act as the principal sounding board, counsellor and confidant for the CEO, including helping to review strategies, define issues, maintain accountability, and build necessary relationships.
- At the request of the CEO, provide advice to the CEO on major issues.
- Represent the ACSA in a general industry and community context.
- Meet with and debrief the CEO after each Board Meeting to review action items and communicate any message that the Board may have requested the Board Chair to deliver.
- Communicate on an on-going basis with the CEO regarding issues of the Board, Membership, other stakeholders and the public.

The Board Chair also has responsibility in relations with Members, other stakeholders and the public, which includes:

- Chair the AGM and any other Membership meetings.
- Where appropriate, represent the Board or the ACSA at official functions and meetings with major Membership or stakeholder groups.
- Representing the ACSA in the media, where appropriate.

5. The Board–CEO Relationship

Within the Board Model, the ACSA Board of Directors works with the CEO to develop the strategic direction and expected outcomes for the ACSA. The CEO is the sole employee of the Board, and while the Board is responsible for establishing policies, implementation is delegated to the CEO. Accordingly, the CEO serves as the Board’s single link to the organization and, as such, is responsible for the organization’s performance in alignment with the Board’s direction. Communication with the CEO as it pertains to Board decisions and deliverables is the sole responsibility of the Chair and not any other Board Member, unless otherwise delegated from the Chair under special circumstances.

Terms of Reference could be developed to clearly delineate the roles and responsibilities of each entity.

5.1 Delegation to the CEO

As per the direction of the Board, the fundamental responsibility of the CEO is to lead the general direction of the ACSA and manage the Association and affairs of the organization in accordance with the Association’s strategy and objectives approved by the Board and Membership. The CEO reports to the Board of Directors and is responsible to the Board as they are representative of ACSA Membership.

5.2 CEO Duties

Baseline duties of the CEO include and are not restricted to the following:

- Lead and manage the organization within the parameters established by the Board and its Committees.
- Effectively communicate the ACSA’s vision and values for the organization to all employees. Serve as a role model for this vision and values and create and foster a culture of professionalism through the organization.
- Ensure the ACSA’s assets are efficiently utilized in a responsible manner with a view to maximizing business value.
- Develop and recommend an Association strategy (long, medium and immediate) to the Board (with prior input from the Board) that is designed to achieve the long-term objectives of the ACSA and to successfully implement the corresponding operational and financial plans. Such plans, if implemented, must be approved by the Board.
- Report to the Board of Directors regularly on actual results in comparison to planned objectives.

- Develop and implement operational policies to guide the organization within the parameters established by the Board.
- Ensure the effectiveness of the integrity of the organization's internal control and management systems.
- Identify, to the greatest extent possible, significant risks to the ACSA's business and consider and establish, where appropriate, procedures to mitigate the impact of the risks in the best interest of the ACSA's Membership.
- Ensure that the Chair of the Board and other Board Members have the access to management necessary to permit the Board to fulfill its obligations. In this regard, the CEO has a role in helping the Board be effective.
- Foster a corporate culture that promotes good governance and ethical behaviour.
- Manage the expenditures of the organization, within approved operating and capital budgets, and seek Board approval when operating and capital expenditures will exceed the budget by more than \$100,000 in total.
- Direct and monitor the organization's activities in a manner that focuses on achieving the ACSA's strategic plans and on safeguarding and optimizing the assets of the organization in the best interests of the Membership.
- Work with the Board in developing appropriate succession plans and compensation structures in order to have optimum staffing to facilitate the achievement of the ACSA's goals and objectives.
- Act as a key liaison between industry and the ACSA, fostering a proficient relationship with Membership.

6. Selection of Directors

7.1 Frequency

Meetings of the ACSA Board are established during the strategic planning session, which begins at the beginning of the Board's term. Special meetings may be called by the Board Chair when he or she deems appropriate, assuming adequate notice has been given.

6.1 Appointment and Selection of Board Members

The composition of the ACSA Board should reflect Alberta's construction industry and the competencies and experience required of a Strategic/Engaged governing Board.

The composition of the ACSA Board is determined in the existing Board Bylaws. The current model which sees Member Associations appoint a representative to the ACSA Board is highly regarded because it ensures robust industry perspectives at the Board table. However, as the Board seeks to become a Strategic/Engaged Board this appointment/representation model does not necessarily ensure that the Board operates with the competencies required.

The interim recommendation of the Ad Hoc Committees is to delay any changes (expansion or contraction) of Board Membership until operating in the new Board Model for 12 months. At that time, the Board (via the Governance and HR Committee) should consider and reflect on the governance journey of the ACSA and, in doing so, consider the following questions:

- How has the Board's performance shifted, changed or improved over the past year?
 - What are these successes or challenges attributed to?
- What impact does the Board's composition have on the governance outcomes of the ACSA?
- What changes to the Board Composition model might the Board consider?
 - How will potential Board composition changes address the need to include employer, owner, worker and regional representation?
 - How will potential changes create complementary (vs duplicative) perspectives required for effective governance?
- What competencies are required to operate as a Strategic/Engaged Board and what model will ensure the Board is populated with these? A draft (i.e. potential future state) competency matrix contained in [Appendix A-1](#).
- What does the Board composition model imply for the Board's investment in professional development? (i.e. if the Board retains a representative/appointment model, what investment should be made in governance education?
 - Would we invest more/differently in governance education if Board Members were committed for a longer period of time?

- How does the ACSA get the greatest return for its investment in the professional development of volunteer Board Members?
- What value would there be to include independent Board Members on the ACSA Board (e.g., to address possible competency gaps)?
- What is the optimal term length for a Board Member to allow for effective orientation, contribution, evaluation, return on investment on professional development, etc.?

6.2 Executive Committee Roles

Positions:

- Board Chair
- Finance and Risk Management Committee Chair
- Governance and HR Committee Chair
- Past Board Chair
- CEO

The path and process to determine chairs:

- To be eligible to serve as Board Chair, a Board Member must first have chaired one of the ACSA Board Committees.
- The Board Chair is elected by the Board of Directors (detailed process to be developed).
- The Executive Committee is responsible for the selection of Committee Chairs.

6.3 Term Length

As stated in the Bylaws, directors are appointed for a 1-year term, however it is recommended that the term of appointment is a minimum of 2 years.

7. Functioning of the Board

7.2 Agenda and Preparation

The Board Chair, working with the Executive Committee creates the agenda for Board Meetings. The Board Chair ensures Board Members have sufficient notice prior to each meeting to prepare relevant material.

7.3 Confidentiality

Board Members are not permitted to utilize the information obtained through their position on the Board for external purposes. Board Members are also prohibited from discussing confidential Board conversations, information and deliberations with the ACSA's Senior Management or external parties. All Members of the Board have an obligation to handle all confidential information obtained through and subsequent to their tenure on the Board with care.

Board Members are encouraged to consult with their nominating organization regarding the direction and business of the Association to broaden their perspective. This includes the ability to share agendas, minutes and background documents with their nominating organization. Board Members are also expected to support Board decisions and refrain from attributing comments or input to any individual director or ACSA staff either by name or Association.

7.4 Minutes

Minutes will be taken at all meetings of the Board, Committees and special meetings. All minutes produced will be available to all Board Members.

Minutes will include (at minimum):

- Meeting name
- Date of meeting
- Start time of meeting
- Individuals present and absent (including guests)
- Name of Chair
- Disclosure of conflict of interest in any items on agenda
- Record of all agenda items
- Record of all motions proposed
 - Mover and seconder
 - Summary of points of view expressed
 - Result of vote
 - Chair's declaration (carried or defeated)
- Time of adjournment

7.5 *In Camera* Sessions

As part of normal procedure, the Board and its Committees will use *in camera* sessions to confidentially discuss certain matters. *In camera* sessions may be used as regular course of business within Board/Committee Meetings and may also be called impromptu should confidential items need to be discussed solely among Board Members. Board Members are responsible to keep these matters confidential.

Use of *in camera* sessions will be restricted to the following.

1. As a matter of course within each formal Board Meeting. This allows the Board to review and discuss any issues or ideas relating to their governance responsibilities and to discuss matters of governance and governance process to ensure the Board operates at the highest possible standard. *In camera* sessions are not to be used to make decisions in the absence of the CEO on operational matters.
2. Board Members may request an *in camera* item be added to the *in camera* session and will provide advance notice to the Board Chair of the item and the rationale for including the discussion in an *in camera* session.
3. The CEO may have an *in camera* session with the Board, if requested. The Board Chair and CEO will agree on any items to include in the minutes from that discussion as this is the CEO's forum for discussing private matters with the Board.

Subsequent to an *in camera* session where the CEO is not in attendance, the Board Chair will advise the CEO of pertinent matters discussed, and any items required to include in the minutes.

8. Core Processes of the Board

8.1 Strategic Planning and Policy Development

The Board is committed to performing its strategic planning and governance role. In performing this role, the Board has adopted the following model that differentiates the roles and expectations of the Board and ACSA Management.

Task	Board Role	Management Role
Strategic Thinking	<ul style="list-style-type: none"> Bring an outside perspective and accumulated wisdom. Review and verify the consistency of management's thinking. Collaborate with management. 	<ul style="list-style-type: none"> Initiate the process of strategic thinking. Set the agenda – pose the questions and issues for Board consideration Actively participate with the Board in discussions.
Strategic Decision Making	<ul style="list-style-type: none"> Develop strategic goals to guide management's decision making. Provide ultimate review and approval on major decisions. 	<ul style="list-style-type: none"> Make operational decisions. Develop presentations to the Board for critical directional decisions and major resource allocation/policy direction.
Strategic Planning	<ul style="list-style-type: none"> Review core strategic objectives, plans and policies presented by management. Ensure understanding of the plans/policies and their potential risk and consequences. Approve strategic plans. 	<ul style="list-style-type: none"> Apply the Board's strategic goals to the development of strategic plans and policies. Present major plans/policies to the Board for review.
Strategic Execution	<ul style="list-style-type: none"> Review the progress of key initiatives by way of a quarterly scorecard presented by the CEO 	<ul style="list-style-type: none"> Ensure resources and leadership for execution are in place. Distribution of all Board Meeting information and relevant documents for meetings Conducting quarterly assessments using scorecards to measure progress. Make adjustments in either the execution plan or policy, depending on scorecard results.

As a part of this planning model, the Board is committed to an annual Board strategic and governance planning session.

8.2 Stakeholder Engagement

Stakeholder Engagement is regarded as a critical process of an Engaged/Strategic Board model.

The Stakeholder engagement model of the ACSA is based in the following principles and assumptions.

- Although the ACSA Board composition balances *both* representative (i.e., industry /stakeholder) Board Members and independent Board Members, there is a belief that a systematic process of gathering and using stakeholder data (perspectives) is a critical component of *good governance*. Stakeholder engagement is regarded as necessary for obtaining information required by the Board for policy development and implementation.
- The primary objective of stakeholder engagement is to ensure that ACSA stakeholders have a voice in the ACSA strategy and policy development process. In order for the Board to operate as an Engaged/Strategic Board, it requires comprehensive, timely and accurate information about its stakeholder environment (e.g., who they are, what their interests are, what their concerns are, etc.).
- There is an assumption that a well-designed and well-executed engagement strategy/process will uncover industry and geographical interests, issues and trends.
- There is a belief that an effective stakeholder engagement processes and practices will:
 - Enhance the overall relevance of the ACSA among its stakeholders.
 - Enhance the overall effectiveness and efficiency of the Board.
 - Foster organizational development and innovation.
- It is important to define and differentiate the roles and responsibilities of the Board and Management in the stakeholder engagement process.
- Management is responsible for:
 - Summarizing key trends and highlights in stakeholder feedback and input for Board review during stakeholder goal setting.
 - Implementation and adherence to the ACSA Stakeholder Engagement Policy and Guidelines.
 - Applying policy and guidelines to an effective system of stakeholder engagement.
- The ACSA Board is responsible for:
 - Determining the outcomes of the engagement process.
 - Assuring adherence to the ACSA Stakeholder Engagement Policy and Guidelines.
 - An effective system of stakeholder engagement.
 - Considering and applying stakeholder perspectives in the development of strategic goals.
- Outreach and grassroots consultation are the responsibility of the Governance and HR Committee, as per the authority and delegation of the Board. Management is responsible for designing and executing the overall engagement process with assistance from the ACSA administration.

8.3 Annual Review of the CEO

The Executive Committee, in conjunction with the Board Chair, will be responsible for the evaluation of the CEO, this can be achieved via objective and subjective means, as well as through measurable achievement of the strategic plans.

Input regarding this process should be received by all Board Members, this process may also be supported by a third-party advisor or consultant as deemed necessary by the Board.

8.4 Orientation

In order to ensure that the Board is fulfilling its responsibilities, collectively and individually, the ACSA Board is committed to developing and training its Members.

This is to be achieved by:

- Providing orientation to new Members.
 - The orientation process should address
 - The governing context of the ACSA
 - Key/emerging issues for the ACSA
 - Environmental scan
 - Financial overview
 - Organizational model of the ACSA
 - Key stakeholders of the ACSA
 - Review of strategic/business plan(s)
 - The governing model and processes of the ACSA
 - Board Charter
 - Roles/responsibilities
 - Bylaws
 - Board policies (e.g. conflict of interest, confidentiality)
- Identifying where additional training may be required to help Board Members fulfill their roles in the performance of the core activities and responsibilities.

8.5 Board Evaluation

To ensure the Board and its Committees are effectively and efficiently carrying out their roles/responsibilities, the Governance and HR Committee will undertake an annual Board Evaluation. The purpose of the evaluation process is to examine both strengths and weaknesses in how the Board and its Committees, each as a whole, operates. As such, the annual evaluation will examine the strengths and weaknesses in the Board's structure and the overall efficacy and efficiency in fulfilling the Board's governance role.

Over time (i.e., the next 2-3 years), the Board will work to implement a peer evaluation of all Board Members. This element of Board evaluation is intended to support continued Board Member development and advancement of the Board's collective governing expertise. The results of

these peer assessments will be kept confidential and shared only with the Board Chair and the respective Board Member.

8.5 Training and Professional Development

The Board is committed to continuous learning and development related to their governance role.

Board Members should invest time in professional development in order to augment the governance capabilities of the Board as a whole. Initial training and professional development efforts will be focused on the orientation process. Subsequent to that, professional development investment should be guided by the findings and conclusions of the Board Evaluation.

To that end, the Board will allocate monies to professional development opportunities for select Board Members or the Board as a whole. Additionally, an annual governance planning/development session could be utilized to promote professional development.

8.6 Board Meeting Preparation

Board Members are expected to be prepared for Board Meetings. This includes work to read information supplied to Board Members and seeking additional information required for effective discussion, Board engagement, and decision making. Board packages will be provided to Board Members no later than one week prior to meetings.

8.7. Standing Agenda

The following is proposed as a new agenda for Board Meetings:

- Call to order and welcome
- Confidentiality reminder
- Agenda overview
 - Review agenda
 - Introductions (if required)
- Consent agenda items
 - Approval of agenda
 - Approval of minutes of the previous meeting
 - Information materials
- Matters relating to Committee Terms of Reference
- Matters relating to progress on Committee work plan
- Other strategic or policy matters that require Board attention
- Action Items
 - Date of the next meeting
 - Summary of actions/activities assigned
 - Other work required to prepare the Committee Members for the next meeting
- In camera meeting
- Adjournment

8.8 Board Charter Review

This Board Charter will be reviewed every two years to ensure alignment to the overall strategic environment, leading governance practices and the governance agenda of the ACSA Board of Directors.

Appendix A-1. DRAFT Board Competency Matrix

	Director A	Director B	Director C	Director D	Director E	Director n
Industry Knowledge/Experience						
Construction Industry Knowledge (low/med/high)						
Construction Industry Experience (low/med/high)						
Safety Industry Experience (low/med/high)						
Education Industry Experience (low/med/high)						
Other...TBD						
Technical Skills and Expertise						
Accounting /Finance (low/med/high)						
Law (low/med/high)						
Governance (low/med/high)						
Risk Management (low/med/high)						
Strategy Development (low/med/high)						
Public Relations (low/med/high)						
Relationship Management (low/med/high)						
Senior Executive Experience (low/med/high)						
Other...TBD						