

## WELCOME LETTER FOR NEW ELECTED EDA BOARD MEMBERS

March 27, 2024

*Welcome to the 2024-25 EDA Board of Directors! We are very pleased to have you join our organization in this capacity.*

### **Board Resources**

*As a board member, you have been granted additional access to the EDA website. There you will find a “board section” with relevant materials including past minutes, reports, etc.*

*To access this section, simply login, then to to “About Us”, “Board of Directors”, “Board Documents”. Included in this section are:*

- *Bylaws*
- *Current Organizational Work Plan*
- *Minutes from our last regular board meeting*
- *2024 Budget*
- *Ambassador tools, including key messages and slides (note this is found on a separate page)*

*We will also add board agendas and background here prior to each meeting.*

*In the interim, please familiarize yourself with the following details:*

### **Basic Board Responsibilities**

*We are a “governance” board rather than an “operational or representative” board; therefore, our focus is on strategy, policy, and fulfilling our fiduciary responsibilities rather than the day-to-day operations of the organization.*

*To be a successful, valuable, engaged board member, you will want to keep the following items in mind. These are your primary board member responsibilities:*

**Setting policy:** *Your primary board function is to fashion policies that ensure the organization is run effectively, legally, and ethically.*

**Supporting the Chief Executive Officer (CEO):** *Without the CEO’s day-to-day management skills, the policies and plans adopted by the board would have little impact. The CEO makes your ideas and visions real. As you work together to achieve EDA’s goals, however, remember that your job and the CEO’s job are quite different. You approve the plan, but the CEO decides how the plan is implemented and the goals accomplished.*

**Guiding long-range planning and development:** The EDA board directs long-range goals at least three to five years into the future. During the planning process, you will be asked to assess the community's present and future needs and determine how EDA fits into that picture.

**Raising money and monitoring finances:** As a “trustee” for EDA’s money, you are responsible for seeing that it is spent effectively in delivering programs and services. You’re also responsible for looking into the financial future. When you plot EDA’s goals, you must review your ability to pay for your plans. That means fundraising when appropriate. EDA board members are expected to help promote and generate revenue for its key programs (e.g. membership sales, conference participation, Invest in Alberta magazine, AlbertaBusinessCounts, and CEDTP training).

**Working cooperatively with other board members:** The board will accomplish nothing if you cannot work with your peers. This is true in every aspect of board service -- meeting efficiency, conflict management, recruitment, training, and CEO evaluation.

**Being an Ambassador for the organization:** Board members are expected to be an Ambassador. This role involves promoting initiatives EDA is undertaking and the benefits of EDA membership to a wider audience to increase EDA membership. To be effective in this role, there are additional tools for you to use in your respective community and professional circle. These include a key messages document and a couple of PowerPoint presentation slides describing EDA and our core work. As a minimum, during your term, you will be expected to:

- Follow EDA on social media and retweet/share EDA initiatives on Facebook/Twitter, etc.
- Forward EDA e-blasts relating to EDA activities/initiatives (courses, conferences, etc.) to your network
- Use EDA’s basic presentation to tell your network about EDA and its programs

### **Meetings**

During the year, we aim to schedule bi-monthly conference calls for the full Board that usually last about 1 ½ hours, with Executive calls on the alternate months. Most are held via conference call, but we try to meet in person twice a year.

Board members are expected to attend, be prepared for, and actively participate in all board meetings. We understand there may be an odd occasion when this is impossible. If this is the case, please let Janice Grant ([janice@edaalberta.ca](mailto:janice@edaalberta.ca)) know so she can advise the Chair. As a member of the Board of Directors, you may also choose to serve on an ad-hoc project team. If travel to a board meeting is necessary, and your organization cannot cover the cost, you can submit an expense form available for download from our website.

### **Code of Ethics**

A code of ethics lists actions essential to the board’s integrity and lends credibility to the goals EDA strives for. In our community’s eyes, the code keeps the board honest. Behind boardroom doors, the code reminds us that

*our organization's mission takes priority over personal agendas. As a member of the EDA board, members must:*

- *Represent the interests of all people served by EDA and not favour special interests inside or outside the organization.*
- *Not use their services on the board for their advantage or the advantage of their friends or associates.*
- *Keep confidential information confidential.*
- *Respect and support the majority decisions of the board.*
- *Approach all board issues with an open mind, prepared to make the best decisions for everyone involved.*
- *Do nothing to violate the trust of those who elected or appointed them to the board or those they serve.*
- *Focus their efforts on the mission of EDA, not personal goals.*
- *Never exercise authority as a board member except when acting in a meeting with the entire board or when delegated by the board.*
- *Consider themselves a "trustee" of the organization and do their best to ensure it is well maintained, financially secure, growing and continually operating in the best interests of those we serve.*

## CONFLICT OF INTEREST

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- *Where a Director, either on their behalf or while acting for, by, with or through another, has any pecuniary or personal interest, direct or indirect, in any matter or otherwise has a conflict of interest as a Director that person:*
  - a) *Shall disclose his interest fully at a meeting of the Board of Directors.*
  - b) *Shall disclose his interest and the general nature thereof before any consideration of the matter in the meeting.*
  - c) *Shall not take part in the discussion of or vote on any question in respect of the matter; and,*
  - d) *Shall not in any way, whether before, after or during the meeting, influence the voting on any such question.*
- *The pecuniary or personal interest, direct or indirect, of an immediate family member shall, if known to the Director, be deemed to be also the Director's pecuniary interest.*
- *Every declaration of interest and the general nature thereof shall be recorded in the meeting minutes.*
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*All Board members have 2 primary duties:*

1. *Fiduciary Duty – Act honestly and in good faith with a view to the best interests of the organization, applies to both directors and officers*
2. *Duty of Care – Exercise the care, diligence, and skills that a reasonably prudent person would exercise in comparable circumstances, based on an objective standard of looking outside in rather than from the inside out*

### **Guidelines for minimizing risk of liability**

- *Attend board meetings regularly.*
- *Be familiar with the minutes of board meetings.*
- *Make Ensure a written permanent record of all board minutes and official actions is maintained.*
- *Exercise general supervision over EDA's affairs.*
- *Ensure your organization's records are audited/reviewed by a reputable firm.*
- *Be familiar with EDA program goals, objectives, and operations.*
- *Insist any current project team updates are reported in oral or written form at board meetings.*
- *Know EDA's budget, budget process and financial situation.*
- *Know who is authorized to sign cheques and by what amount.*
- *Avoid self-serving or self-enriching policies.*
- *Inquire if something you do not understand or if something comes to your attention which causes you to question a policy or practice.*
- *Insist there is a well-established staffing program with a competent CEO.*
- *Avoid the substance or appearance of conflicts of interest.*
- *Be certain EDA is fulfilling all aspects of its not-for-profit status.*
- *Insist on a written and followed board nominating committee procedure.*
- *Monitor the community and professional image of EDA.*
- *Ensure specific policies are identified and the board acts on them rather than action by a small group of individuals.*
- *Require that EDA has proper legal counsel.*
- *Monitor the activity of your Executive committee to ensure it does not overstep its authority.*
- *Insist on meaningful board meetings with full disclosure of operating results.*
- *Authorize appropriate corporate indebtedness.*
- *Insist on the board having a policy relative to board volunteer liability, including D&O insurance coverage.*

*If you have any questions, please feel free to call either of us directly. We look forward to your active participation and contribution to our 2024-25 Board of Directors.*

*Sincerely,*

Amanda Mercer  
President

Leann Hackman-Carty  
Chief Executive Officer

## EDA BOARD MEMBER PLEDGE FORM

### ***My Role***

I acknowledge that my primary role as an EDA board member is to govern the fulfillment of its mission and to carry out the functions of the office of Board Member and/or Officer as stated in the bylaws and Terms of Reference. My role as a board member will focus on developing broad policies that govern the implementation of institutional plans and purposes. This role is separate and distinct from the Chief Executive Officer, who determines the means of implementation. ***My Commitment***

I will exercise the duties and responsibilities of this office with integrity, collegiality and care.

### ***I Pledge***

- To abide by the EDA Code of Ethics
- To be an engaged Ambassador of EDA
- To establish as a high priority my attendance at all meetings of the board and any ad-hoc team on which I serve
- To come prepared to discuss the issues and business to be addressed at scheduled meetings, having read the agenda and background material relevant to the topics at hand
- To work with and respect the opinions of my peers who serve on this board
- To leave my prejudices out of all board discussions
- To always act for the good of the organization
- To participate in the annual organizational planning retreat, board self-evaluation programs, seminars, and other educational events that enhance my skills as a board member
- If, for any reason, I find myself unable to carry out the above duties as best as I can, I agree to resign my position as a board member/officer.

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*Board member signature*

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*Date*