

Section 4: Board Process Policies

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Policy Section: Board Process	Policy Number: BP-1
Policy: Role of the Board	Date Approved: April 24, 2003
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The overall function of the AWNA is to achieve its mission in ethical and prudent ways. On behalf of the members and the citizens of Alberta, the Board of the AWNA provides leadership and direction. Thus, the functions of the Board are to:

1. Provide leadership by:
 - a) Articulating the AWNA's vision, mission, values, objectives, and expected outcomes that reflect membership priorities
 - b) Ensuring that a viable annual plan is in place in order to achieve the vision, mission, and expected outcomes
 - c) Monitoring and assessing AWNA's progress towards the vision, objectives, and expected outcomes in relationship to the annual plan and Board policies
2. Develop written Board policies that:
 - a) Address the broadest policy areas of AWNA, such as the vision, mission, objectives, priorities, and expected outcomes
 - b) Define the work of the Board, and how the Board carries out and monitors its work
 - c) Describe the relationship between the Board, its committees, and the Executive Director
 - d) Describe how the Board delegates authority and monitors the performance of its committees and the Executive Director
 - e) Establish broad parameters and limitations in operational areas that have been delegated to its committees and the Executive Director
3. Select, support, and evaluate the Executive Director by:
 - a) Hiring the Executive Director
 - b) Supporting, monitoring, and evaluating the Executive Director to ensure an excellent level of competence and organizational performance
 - c) Ensuring that there is continuity at the Executive Director level
4. Provide effective fiscal management by ensuring that:
 - a) There is ongoing financial viability of the AWNA
 - b) The AWNA acts in a fiscally responsible manner
 - c) Resource utilization is in line with the mission and AWNA's priorities
 - d) Assets of the AWNA are protected and cared for.

5. Ensure legal oversight and sound risk-management practices by:
 - a) Ensuring that the AWNA complies with all relevant legislation, and follows its Bylaws
 - b) Responding with policies and systematic methods to the inherent dangers in the AWNA's operations in order to control risks, to protect and conserve AWNA's resources, and to provide programs and services in a prudent manner
6. Ensure external linkages to further the vision and mission of the AWNA by:
 - a) Ensuring public awareness of the role of the AWNA
 - b) Representing the interests of the members to external stakeholders
 - c) Ensuring that the interests of members and other key external stakeholders are known within the AWNA
 - d) Responding to matters affecting the AWNA's relationship to its members and other key stakeholders
7. Ensure that the proper controls and accountabilities are in place for the effective management of the AWNA
8. Organize the Board so that it operates effectively and efficiently by:
 - a) Defining how the Board organizes itself to get its job done effectively
 - b) Assessing the Board's own performance
 - c) Orienting new Board members
 - d) Encouraging a continuity of experience and leadership at the Board level
 - e) Establishing Board committees as needed to assist with its work

Policy Section: Board Process	Policy Number: BP-2
Policy: Policy Making	Date Approved: April 24, 2003
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The Board is the legal authority for the AWNA. The Board is responsible for the AWNA and its outcomes. The Board focuses on policy and direction rather than on the operational aspects of management.

The Board believes that clear policies provide direction and parameters for action for its Board members, committee members, and staff. The Board expects all people involved in these roles to be aware of the policies related to their positions and duties. Clear policies also provide a basis for monitoring and evaluating the performance of the Board, its committees, the Executive Director, and the AWNA.

1. To fulfill its policy functions, the Board develops and approves policies that:
 - a) Establish the broadest policy areas of the AWNA, such as the vision, values, mission, objectives, and outcomes;
 - b) Define the work of the Board, and how the Board carries out and monitors its work;
 - c) Describe the relationship between the Board and the Executive Director, and how the Board delegates authority and monitors the Executive Director's performance;
 - d) Establish broad parameters and limitations in operational areas within which the Executive Director must take executive action and make decisions.
2. The Board ensures that Board policies comply with legislation and regulations and with the AWNA's Bylaws, and are compatible with existing Board policies or agreements.
5. When setting policy, the Board begins from the broadest, most general statement for the identified policy. The Board then further defines the specifics of the policy until it is satisfied that it has clearly stated the necessary parameters and directions for those implementing the policy. In operational areas, the Board refrains from making detailed operational directions for areas that it has delegated to management. In these cases, the Executive Director is responsible for developing detailed operational directions for implementing Board's policy.

4. The Board uses the following process for establishing policies:
 - a) The Board is responsible for adopting new policies or revising existing policies. The Board values the input of the Executive Director, staff, and members in its policy-making process, and involves them when appropriate.
 - b) After clarifying the direction and desired outcomes of a policy, the Board then delegates the drafting of the policy to the appropriate Board committee, an adhoc committee, or the Executive Director. The draft policy follows the format approved by the Board.
 - c) All draft policies are submitted to Board for review, modification as required, and approval.
 - d) The Board ensures that all of its policies are reviewed annually for compliance and relevance. A report is presented to the Board that details the level of compliance with the policy, and any recommended changes to the policy.
5. The Board ensures that policies, or amendments to existing policies, approved by the Board are available to Board members, staff, and the membership.

Policy Section: Board Process	Policy Number: BP-3
Policy: Role of the Board Member	Date Approved: April 24, 2003
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The Board is the legal authority for the AWNA. Thus, each Board member is responsible for actively participating in the effective governance of the Board. Each Board member is responsible for contributing to achieving the Board's corporate responsibilities, and its mission, vision, goals, and objectives.

1. To fulfill the role and responsibilities, Board members:
 - a) Keep informed on organizational matters at the governance level, as well as on issues and trends in the province;
 - b) Approve, where appropriate, policy and other recommendations developed by the Board, and received from Board committees and senior staff members;
 - c) Monitor all Board policies, including the bylaws, and recommend changes when needed;
 - d) Review the Board's structure, and recommend changes when needed;
 - e) Abide by and support the decisions of the Board by communicating Board positions and values when speaking outside of Board meetings;
 - f) Participate in the development of the strategic plan for the AWNA, and review the plan on a regular basis;
 - g) Approve and monitor the budget for the AWNA;
 - h) Approve the hiring of the Executive Director, including contract renewal; provide input and support to the Executive Director; and participate in evaluating the Executive Director;
 - i) Assist in developing and maintaining positive relationships among the Board members, Board committees, staff members, AWNA members, and key partners, in order to enhance the mission of the AWNA.
2. Board membership also includes:
 - a) Commitment to the work of the AWNA, especially the vision, mission, values, and goals of the Board;
 - b) Possibly chairing a Board committee;

- c) Preparation for, attendance at, and active participation in Board meetings;
- d) Attendance at Board orientation and development sessions;
- e) Attendance at the Annual General Meeting and other Special Meetings;
- f) Support of special events either sponsored or supported by the Board.

Policy Section: Board Process	Policy Number: BP-4
Policy: Role of the President	Date Approved: April 24, 2003
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The President is responsible for the Board's integrity and the effectiveness of its governance process.

1. To fulfill this role, the President undertakes the following responsibilities as provided for in Bylaw 18(A). The President:
 - a) Calls and presides at meetings of the Board, the Annual General Meeting, and Special Meetings of members;
 - b) Ensures that the Board complies with the By-laws;
 - c) Is the official AWNA representative to external stakeholders.
2. To facilitate effective Board meetings, the President:
 - a) Develops the Board agenda with the Executive Director;
 - b) Chairs meetings in a manner that ensures timely, fair, thorough, and orderly deliberation;
 - c) Ensures that the Board fulfils its responsibilities. Refer to *BP-1: Role of the Board*;
 - d) Guides the Board in its policy-making role, ensuring that Board policies are both monitored and evaluated on a regular basis;
 - e) Recommends the chair of each standing committee to the Board for approval, at the first regular Board meeting following the AGM;
 - f) Recommends the chair of ad hoc committees to the Board for approval, as needed;
 - g) Is an ex-officio, voting member of all Board committees.
3. As chair of the Annual General Meeting, the President:
 - a) Develops the agenda with the Executive Director and Board;
 - b) Ensures that the Annual Report is prepared in a timely manner;
 - c) Ensures that the organization of the AGM is complete;
 - d) Presents the President's address at the AGM.
4. The President is the official spokesperson of the AWNA, and represents the AWNA with all external bodies and groups, and at related functions. The President may delegate these duties, as needed, to other Board members or to the Executive Director.
5. The President receives written notification of any alleged violations by Board members, with the exception of him or herself. See *BP-7: Board Member's Code of Conduct*.

6. The President plans and conducts, in consultation with the Executive Director, the orientation session for new Board members.
7. The President may attend all provincial conventions at his or her discretion, with expenses covered by the AWNA.
8. The President is a signing authority for the AWNA.

Policy Section: Board Process	Policy Number: BP-5
Policy: Role of the Officers: Vice-President and Corporate Secretary	Date Approved: April 24, 2003
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Vice-President

The Vice-President is responsible for assisting the President in ensuring the Board's integrity and the effectiveness of its governance process.

1. To fulfill this role, the Vice-President undertakes the responsibilities as provided for in Bylaw 18(B) of the AWNA Bylaws. The Vice-President:
 - a) Chairs meetings in the absence of the President;
 - b) Assists the President in coordinating the affairs of the Board;
 - c) Replaces the President at various functions when asked to do so by the President of the Board.
2. The Vice- President receives written notification of any alleged violations of *BP-7: Board Member's Code of Conduct* by the President.

Corporate Secretary

1. The general duties of the Corporate Secretary, as provided for in Bylaw (C) of the AWNA Bylaws, are to:
 - a) Ensure that accurate minutes are kept of all Board Meetings, the spring meeting, the Annual General Meeting, and any Special meetings;
 - b) Ensure that an accurate and up-to-date register of Members is kept. This register includes a record of all Members, their representative(s), their addresses, and other pertinent information;
 - c) Ensure that all notices of various meetings, minutes, and other communications are sent as required;
 - d) Ensure the safekeeping of the Seal of the AWNA, the minute books, and all books, papers, records, correspondence, contracts, and other documents of the AWNA.

Policy Section: Board Process	Policy Number: BP-6
Policy: Board Member's Code of Conduct	Date Approved: April 24, 2003
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In order to provide competent, conscientious, and effective governance that maintains the confidence of the members, the staff, and the public, it is critical that each Board member demonstrate ethical and professional conduct. The effectiveness of the Board depends upon the commitment of each Board member to a high standard of personal conduct.

The Code of Conduct describes the standard of behaviour expected of each Board member. A commitment to serve on the Board represents a commitment by each Board member to the individual self-discipline required to govern with excellence.

1. Loyalty to the AWNA

- a) Board members must carry out their duties honestly, in good faith, and in the best interests of the AWNA.

2. Adherence to Standards

- a) Board members must honour and abide by the:
 - i. Bylaws of the AWNA
 - ii. Policies approved by the Board
 - iii. Resolutions approved by the membership of AWNA

3. Board Meetings

- a) Board members must attend meetings regularly, and participate on committees as appointed;
- b) Board members must prepare thoroughly for all meetings so that they can properly address issues and questions that come before the Board for consideration and decision;
- c) Board members will display courteous conduct in all Board and committee meetings, respecting the opinions of other Board members.

4. Confidentiality

- a) Board members must not use Board information for their own direct benefit or advantage. Board members must not communicate, either directly or indirectly, confidential information to anyone who is not entitled to receive the information. Thus, Board members must keep information confidential whenever required for the best interests of the AWNA. This information includes, but is not limited to, internal operations, pending contracts, and personal information about staff or members.
- b) The proceedings of any Board meeting, or any part of any Board meeting, or of any Board committee that is conducted *in camera* must be kept confidential by every member of the Board, by the Executive Director, and by any committee member, or other individuals invited, or permitted, to attend the meeting. This includes the minutes or any records of the meeting.
- c) When uncertain about a matter of confidentiality, Board members must seek direction from the Board.

5. Individual Authority

- a) A Board member has authority only when acting together with other Board members in a legally convened meeting. Thus, Board members must not exert individual authority over the AWNA or the Board, except as stated in the Bylaws or Board policies.
- b) Only the President, Executive Director and / or their designate has the authority to speak on behalf of the AWNA when interacting with staff, the public, the press, and other entities.
- c) Board members must not direct or make any judgment of staff performance. Board members requiring assistance from staff, or wanting to assign tasks to staff, must first consult with the Executive Director to determine the feasibility of the request. Board members refer all concerns regarding a staff member's performance to the Executive Director.

6. Show of Public Support

- a) Board members must publicly support the policies and positions of the AWNA that are approved by the Board;
- b) Board members shall not publicly denounce the motives, abilities, or personalities of other Board members or the staff of the AWNA;
- c) Board members must publicly support actions taken by staff that follows policies, approved budgets, and plans.

7. Conflict of Interest

- a) A conflict of interest includes any situation or relationship that could make the Board or any Board member open to a potentially diminished reputation for integrity in pursuit of the AWNA's mission. Board members must declare any conflict of interest that may arise.
- b) Board members cannot benefit materially from knowledge of, or participation in, an investment decision by the AWNA.
- c) Board members must not use their positions to obtain employment with the AWNA for themselves or their family members.
- d) Board members must not use their positions to secure special privileges, favours, or exceptions for themselves, or any other person, individual, group, AWNA, community, and/or their own special interest.
- e) Board members must not accept any gift, favour, or service from any individual, corporation, or other AWNA member. Exceptions will be made in the following circumstances:
 - i. The normal exchange of hospitality between persons doing business together
 - ii. Tokens exchanged as part of protocol
 - iii. The presentation of gifts to persons participating in public forums
- f) Board members who declare themselves in a conflict-of-interest position must remove themselves from all discussion and voting on the declared issue. All declarations of conflict of interest must be recorded in the minutes.

8. Violation of the Code of Conduct

- a) The President notifies, in writing, any Board member who does not abide by this Code of Conduct. If the President does not abide by the Code of Conduct, the Vice-President handles the matter. The Board member is allowed to present his or her views about the alleged violation at the next Board meeting. This portion of the meeting is held *in camera*. The complaining party must be identified. If the complaining party is a Board member, he or she and the responding Board member must absent themselves from any vote on the motion of censure or other action that may be brought by the Board. Board members who are found to have violated the Code of Conduct may be subject to censure. Options for censure include:
 - i. A verbal or written warning
 - ii. A suspension from the Board for one or more meetings
 - iii. Removal from the Board as provided for in Bylaw 20

9. Commitment to the Code of Conduct

At the beginning of his or her term, each Board member signs an agreement to abide by this Code of Conduct.

Policy Section: Board Process	Policy Number: BP-7
Policy: Board Committee Principles	Date Approved: April 24, 2003
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To carry out its responsibilities, the Board may establish both standing and ad hoc committees, as provided for in Bylaw 24. In order to preserve the integrity of the Board as a whole, Board committees abide by the following principles.

1. Ad hoc committees are time-limited, and deal with specific items that do not fall within the assigned purpose, activities, and/or deliverables of an existing standing committee. The Board dissolves each ad hoc committee after it has completed the Board's assigned task(s).
2. Board committees may not speak or act on behalf of the Board, except when formally given the authority to do so for specific and/or time-limited purposes. The Board carefully delegates this authority so that it does not conflict with the authority delegated to the Executive Director.
3. The President recommends the chair of all standing and ad hoc committees to the Board for approval. The Board ratifies the membership of each standing and ad hoc committee. All Chairs of standing committees must be AWNA directors.
4. The Executive Director assigns AWNA staff to Board committees. Staff members are not full members of Board committees. Thus, they are not entitled to vote, nor are they included in determining quorum. The role of management and staff on a Board committee is to provide consultation and information to the committee. For responsibilities not covered in the approved committee terms of reference, Committee members requiring assistance from staff, or wanting to assign tasks to staff, must first consult with the Executive Director to determine the feasibility of the request. If a Board committee is dissatisfied with a staff member's performance, the committee chair consults with the President, who then addresses the issue through the Executive Director.
5. Board committees do not exercise authority over staff.
6. All committees have terms of reference that are approved by the Board. Current terms of reference for each standing committee are included in the Board's policy manual. All terms of reference include:
 - a) The committee's purpose;
 - b) The key duties and responsibilities of the committee;

- c) The committee's level of authority, and relationship with the Executive Director and AWNA staff;
- d) Membership of the committee, including appointment and length of term;
- e) Meetings, including quorum and voting;
- f) Specific resources for the committee;
- g) Reporting requirements of the committee.

7. Each standing committee develops annual goals and objectives using the form attached to this policy.
8. Board committees operate within a budget that is approved by the Board in advance. The budget identifies the maximum amount of funds and other AWNA's resources that are allowed to support the committee's work.

Each committee may be allocated resources for:

- a) Travel, accommodations, and meals required for committee members to carry out the business of the committee, in the amount approved in the AWNA policy on Board expenses;
- b) Communication resources, including charges for telephone, fax, and teleconference charges;
- c) Office support resources, including minute taking, word processing, photocopying, postage, and information distribution;
- d) Unique resource requirements for committees are found in its approved terms of reference.

9. All committees seek to reach consensus on all decisions. When consensus cannot be reached, and a decision is required, questions arising at any meeting are decided by a majority of votes. In the case of a tie vote, the motion is considered defeated.

Policy Section: Board Process	Policy Number: BP-8.1
Policy: Advertising Committee Terms of Reference	Date Approved: September 17, 2003
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1. Purpose

This is a standing committee, accountable to the Board, whose purposes are to:

- Provide policy direction for the AWNA Sales and Marketing effort
- Complement the marketing efforts of members

2. Key Duties and Responsibilities

Committee Responsibilities

The committee:

- Strives to deliver budgeted sales results by regular review of activities and results, recommending changes where warranted
- Ensures that sales opportunities are identified and when opportunities are identified either by the committee or by members, that they are followed up on in a timely and efficient manner
- Generates ideas on new marketing programs for AWNA and its members
- Recommends an annual budget to the Board of Directors

Committee Responsibilities with the Support of AWNA staff

- Reviews and makes recommendations relating to industry marketing issues to the Board
- Provides leads, strategies, and direction to the AWNA marketing staff
- Provides guidance to the Board on the handling of member noncompliance to advertising policies in instances where noncompliance harms the market potential of the membership

AWNA Staff Responsibilities with the Support of the Committee

AWNA staff, with the support of the committee:

- Makes sales calls on behalf of AWNA members
- Prepares sales materials for use in marketing AWNA

- products
- Strives to present competitive members on a nonpartisan basis to clients and prospects, while, as much as possible, retaining AWNA's sole client contact

3. Membership

This committee consists of a minimum of five members, including one AWNA Board member. Committee members should:

- Have a background in sales and marketing
- Be familiar with the community newspaper market in Alberta
- Available to meet on a frequent basis

The Executive Director and the Marketing Representative are non-voting members of the committee.

4. Term of Appointment

The President, with the Board's approval, appoints the Committee Chair for one year, immediately following the AGM. The Committee Chair appoints members for one year.

5. Meetings

The committee usually meets six times per year, and may have conference calls between meetings.

A quorum consists of at least one-half of the committee members. Committee meetings may proceed in the absence of a quorum. However, a quorum is required in order to forward any recommendations or other committee business to the Board. After a committee meeting where a quorum was not present, committee members who were absent may approve, by electronic means, recommendations and business that need to be submitted to the Board.

6. Resources

The committee has a Board-approved budget that covers the costs provided for in point 9 of *Board Committee Principles: BP-9*. The committee also has project-related expenses as approved by the Board.

7. Annual, Goals, Objectives and Work Plan

The committee meets as soon as possible after the Annual General Meeting to update the goals and objectives, and to develop the annual work plan. The committee submits the updated goals, objectives, and work plans to the Board for approval.

8. Reports

The committee prepares:

- A written annual work plan for Board approval
- A written annual report for the year that assesses the outcomes of the annual work plan and makes recommendations for the next year. The Chair submits the annual report to the President at least one month prior to the Annual General Meeting.

- Recommended changes to the committee terms of reference for Board approval
- A progress report to each Board meeting

Policy Section: Board Process	Policy Number: BP-8.2
Policy: AWNA Bing Crosby Golf Tournament Committee Terms of Reference	Date Approved: September 17, 2003
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1. Purpose This is a standing committee, accountable to the Board, whose purpose is to organize and conduct the annual AWNA Bing Crosby golf tournament.

2. Key Duties and Responsibilities

Committee Responsibilities

The committee:

- Investigates and recommends a venue for the tournament
- Prepares a budget for the event including recommended fees

Committee Responsibilities with the Support of AWNA staff

- Works with Central Office to develop sponsors
- Ensures that promotion is carried out
- Ensures that registration information has been made available to the membership in a clear and timely fashion

AWNA Staff Responsibilities with the Support of the Committee

AWNA staff, with the support of the committee organizes and conducts the event, including:

- Promoting the event
- Distributing registration information to the membership
- Coordinating the event with the venue
- Securing prizes
- Arranging the hospitality suite

3. Membership This committee may consist of one member, who acts as the tournament chairman.

4. Term of Appointment The President, with the Board's approval, appoints the Committee Chair for one year. The Committee Chair must be a Board member. The Committee Chair appoints members for one year.

5. Meetings Meetings are held as needed

6. Resources	The committee has a Board-approved budget that covers the costs provided for in point 9 of <i>Board Committee Principles: BP-9</i> . The committee also has project-related expenses as approved by the Board.
7. Annual Goals and Objectives	The committee meets as soon as possible after the Annual General Meeting to update the goals and objectives. The committee submits the updated goals and objectives to the Board for approval.
8. Reports	<p>The committee prepares:</p> <ul style="list-style-type: none">• Updated goals and objectives for Board approval• A progress report to Board meetings• A written annual report for the year that assesses the outcomes of the goals and objectives, and makes recommendations for the next year. The Chair submits the annual report to the President at least one month prior to the Annual General Meeting.• Recommended changes to the committee terms of reference for Board approval

Policy Section: Board Process	Policy Number: BP-8.3
Policy: Better Newspapers Competition Terms of Reference	Date Approved: September 17, 2003
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1. Purpose

This is a standing committee, accountable to the Board, whose purpose is to organize and conduct the annual Better Newspapers Competition.

2. Key Duties and Responsibilities

Committee Responsibilities

The committee:

- Ensures that the credibility and profile of the competition is maintained to a high standard
- Ensures appropriate recognition for winners and participants

Committee Responsibilities with the Support of AWNA staff

- Reviews Competition categories, and modifies as needed
- Prints and distributes Competition entries, certificates and results
- Compiles entries
- Arranges judging
- Prepares and scripts audio-visual presentation of winners
- Presents awards at annual convention
- Advises members of competition results

AWNA Staff Responsibilities with the Support of the Committee

AWNA staff, with the support of the committee:

- Completes much of the detailed work
- Orders plaques for winners
- Ensures payment of judges

3. Membership

This committee consists of a minimum of two members, including one AWNA Board member. Committee members should have a keen interest in improving the quality of AWNA member newspapers.

The Executive Director, or his or her designate, is a non-voting member of the committee.

4. Term of Appointment	The President, with the Board's approval, appoints the Committee Chair for one year. The Committee Chair appoints members for one year.
5. Meetings	Meetings are held as needed.
6. Resources	The committee has a Board-approved budget that covers the costs provided for in point 9 of <i>Board Committee Principles: BP-9</i> . The committee also has project-related expenses as approved by the Board.
7. Annual Goals and Objectives	The committee meets as soon as possible after the Annual General Meeting to update the goals and objectives. The committee submits the updated goals and objectives to the Board for approval.
8. Reports	<p>The committee prepares:</p> <ul style="list-style-type: none"> • Updated goals and objectives for Board approval • A progress report to Board meetings • A written annual report for the year that assesses the outcomes of the goals and objectives, and makes recommendations for the next year. The Chair submits the annual report to the President at least one month prior to the Annual General Meeting. • Recommended changes to the committee terms of reference for Board approval

Policy Section: Board Process	Policy Number: BP-8.4
Policy: Convention Committee Terms of Reference	Date Approved: September 17, 2003
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	Last Date Revised:
	Number of Pages: 2

1. Purpose

This is a standing committee, accountable to the Board, whose purpose is to plan, coordinate, and conduct the annual AWNA convention.

2. Key Duties and Responsibilities

Committee Responsibilities

The committee:

-

Committee Responsibilities with the Support of the AWNA staff

- Investigates potential sites for the AWNA fall convention
- Recommends a budget to the Board
- Recommends a registration fee to the Board
- Recommends convention themes to the Board
- Provides input to the conference program

AWNA Staff Responsibilities with the Support of the Committee

AWNA staff, with the support of the committee:

- Makes the necessary arrangements with the host facility
- Arranges for advance and post convention publicity
- Works closely with convention sponsors to ensure all functions are arranged
- Ensures that all invitations and registration forms are sent to members, sponsors, trade show exhibitors, and special guests of AWNA
- Arranges for special door prize and grab bag contributions
- Arranges for special presentations that have been reviewed with the President and Executive Director
- Arranges for the printing of programs, committee reports, meal tickets, and registration material

3. Membership	This committee consists of a minimum of five (5) members, including one AWNA Board member.
4. Term of Appointment	The Executive Director and the Communication and Professional Development Coordinator are non-voting members of the committee.
5. Meetings	The President, with the Board's approval, appoints the Committee Chair for one year. The Committee Chair appoints members for one year. The Committee Chair delegates duties to function Chairs, and other co-chairs as required.
6. Resources	The committee meets at the call of the Chair. Committee business may be conducted face-to-face, by teleconference, or other electronic means.
7. Annual Goals and Objectives	A quorum consists of at least one-half of the committee members. Committee meetings may proceed in the absence of a quorum. However, a quorum is required in order to forward any recommendations or other committee business to the Board. After a committee meeting where a quorum was not present, committee members who were absent may approve, by electronic means, recommendations and business that need to be submitted to the Board.
8. Reports	<p>The committee has a Board-approved budget that covers the costs provided for in point 9 of <i>Board Committee Principles: BP-9</i>. The committee also has project-related expenses as approved by the Board.</p> <p>The committee meets as soon as possible after the Annual General Meeting to update the goals and objectives. The committee submits the updated goals and objectives to the Board for approval.</p> <p>The committee prepares:</p> <ul style="list-style-type: none"> • Updated goals and objectives for Board approval • A progress report to Board meetings • A written annual report for the year that assesses the outcomes of the goals and objectives, and makes recommendations for the next year. The Chair submits the annual report to the President at least one month prior to the Annual General Meeting. • Recommended changes to the committee terms of reference for Board approval

Policy Section: Board Process	Policy Number: BP-8.5
Policy: Executive Committee Terms of Reference	Date Approved: September 17, 2003
	Last Date Reviewed: : Nov 2007
	Last Date Revised: June 2017
	Number of Pages: 3

1. Purpose

This is a standing committee, accountable to the Board, whose purposes are to:

- Ensure good communication between the Board and management of the AWNA
- Serve as the liaison between the AWNA Board of Directors and the AWNA office via the Executive Director
- Ensure that AWNA bylaws and policies are current and meet the needs of the AWNA
- Ensure effective leadership at the AWNA office

2. Key Duties and Responsibilities

Committee Responsibilities

The committee:

- Evaluates the performance of the Executive Director
- Negotiates the Executive Director's contract and compensation package. Recommends the agreed-upon contract and compensation package to the Board.
- The Board's Corporate Secretary shall maintain minutes of the Executive committee meetings and it shall be his/her responsibility to pass on the Minute book to the next Corporate Secretary.

Committee Responsibilities with the Support of AWNA staff

- Ensures that motions of the Board are consistent with AWNA bylaws and policy by reviewing the approved minutes of each Board meeting
- Suggests new AWNA bylaws or policy, where appropriate
- Reviews Central Office procedures with the Executive Director on a regular basis. This includes reviewing:
 - Central Office purchases
 - Salary and benefits
 - Operating budget
 - Annual auditor's report

	<p>AWNA Staff Responsibilities with the Support of the Committee</p> <p>AWNA staff, with the support of the committee:</p> <ul style="list-style-type: none"> • Supplies notification and registration of Bylaw changes to the membership • Updates the Board policy manual
3. Membership	<p>The Past President chairs this committee. The committee has three (3) members: the Past President, President and Vice-President/Corporate Secretary.</p>
4. Term of Appointment	<p>The Executive Director, or his or her designate, is a non-voting member of the committee.</p>
5. Meetings	<p>Members remain on this committee for the length of their term as Officers.</p>
	<p>The committee meets at the call of the Chair. Committee business may be conducted face-to-face, by teleconference, or other electronic means.</p>
	<p>A quorum consists of at least one-half of the committee members. Committee meetings may proceed in the absence of a quorum. However, a quorum is required in order to forward any recommendations or other committee business to the Board. After a committee meeting where a quorum was not present, committee members who were absent may approve, by electronic means, recommendations and business that need to be submitted to the Board.</p>
6. Resources	<p>The committee has a Board-approved budget that covers the costs provided for in point 9 of <i>Board Committee Principles: BP-9</i>. The committee also has project-related expenses as approved by the Board.</p>
7. Annual Goals and Objectives	<p>The committee meets as soon as possible after the Annual General Meeting to update the goals and objectives. The committee submits the updated objectives and work plans to the Board for approval.</p>
8. Reports	<p>The committee prepares:</p> <ul style="list-style-type: none"> • A progress report to Board meetings • A written annual report for the year that assesses the outcomes of the goals and objectives. Makes recommendations for the next year. The Chair submits the annual report to the President at least one month prior to the Annual General Meeting. • Recommended changes to the committee terms of reference for Board approval

Policy Section: Board Process	Policy Number: BP-8.6
Policy: Government and External Relations Committee Terms of Reference	Date Approved: September 17, 2003
	Last Date Reviewed: : Nov 2007
	Last Date Revised:
	Number of Pages: 3

1. Purpose This is a standing committee, accountable to the Board, whose purposes are to:

- Reinforce the importance of community newspapers to government at both the federal and provincial levels
- Liaise with all levels of government departments and other important publics of AWNA
- Enhance the profile of the AWNA and community newspapers among levels of government and other important publics

2. Key Duties and Responsibilities

Committee Responsibilities

The committee:

- Prepares government briefs, as needed

Committee Responsibilities with the Support of AWNA staff

- Suggests speakers from the political spectrum for the spring and fall conventions
- Monitors relevant legislation
- Prioritizes issues that may need to be addressed, and submits the list to the Board for approval. Recommends which issues require an issues management plan.
- For approved issues that require an issues management plan, the committee:
 - Identifies key contacts
 - Develops critical success factors, outcomes, and strategies
 - Ensures the implementation of the strategies by the appropriate person or persons
 - Monitors the outcomes
 - Evaluates the effectiveness of each issues management plan
 - Makes recommendations to the Board in order to improve future issue management efforts
- Recommends appropriate partnerships to the Board

AWNA Staff Responsibilities with the Support of the Committee

AWNA staff, with the support of the committee:

- Contacts speakers from the political spectrum for the spring and fall conventions
- Arranges meetings, as needed, between AWNA and appropriate political figures on issues of specific interest to AWNA

3. Membership

This committee consists of a minimum of three (3) members, including one AWNA Board member.

Committee members should be familiar with the workings of government and community newspaper publishing.

The Executive Director, or his or her designate, is a non-voting member of the committee.

4. Term of Appointment

The President, with the Board's approval, appoints the Committee Chair for one year. The Committee Chair appoints members for one year.

5. Meetings

The committee at the call of the Chair. Committee business may be conducted face-to-face, by teleconference, or other electronic means.

A quorum consists of at least one-half of the committee members. Committee meetings may proceed in the absence of a quorum. However, a quorum is required in order to forward any recommendations or other committee business to the Board. After a committee meeting where a quorum was not present, committee members who were absent may approve, by electronic means, recommendations and business that need to be submitted to the Board.

6. Resources

The committee has a Board-approved budget that covers the costs provided for in point 9 of *Board Committee Principles: BP-9*. The committee also has project-related expenses as approved by the Board.

7. Annual Goals, Objectives and Work Plan

The committee meets as soon as possible after the Annual General Meeting to update the goals and objectives, and to develop an annual work plan. The committee submits the updated goals, objectives, and work plan to the Board for approval.

8. Reports

The committee prepares:

- A progress report to Board meetings
- A written annual work plan for Board approval
- A written annual report for the year that assesses the outcomes of the annual work plan and makes recommendations for the next year. The Chair submits the annual report to the President at least one month prior to the Annual General Meeting.
- Recommended changes to the committee terms of reference for Board approval

Policy Section: Board Process	Policy Number: BP-8.7
Policy: Symposium and Industry Education Committee Terms of Reference	Date Approved: September 17, 2003
	Last Date Reviewed: : Nov 2007
	Last Date Revised: Nov 2015
	Number of Pages: 2

1. Purpose

This is a standing committee, accountable to the Board, whose purpose is to plan, coordinate, and conduct the annual AWNA symposium. The committee is to establish and maintain strong working relationships and act as a liaison with Alberta's post-secondary institutes in order to advance the development and delivery of courses relevant to community newspapers in Alberta.

2. Key Duties and Responsibilities

Committee Responsibilities with the Support of the AWNA staff

- Recommends potential sites for the AWNA symposium
- Surveys members, as needed, for input on speakers and/or seminar topics
- Recommends a budget to the Board
- Recommends a registration fee to the Board
- Recommends types of seminars that meet market and member needs to the Board
- Provides input to the seminars
- Researches, develops and executes programs and initiatives in concert with educators that better prepare students for the community newspaper industry.
- Seeks to advise relevant educational institutions as to industry needs and issues.
- Contacts government departments about issues related to learning and the industry
- Solicits input from members about industry needs
- Recommends actions to the Board

AWNA Staff Responsibilities with the Support of the Committee

AWNA staff, with the support of the committee:

- Makes the necessary arrangements with the host facility
- Arranges for advance and post convention publicity
- Works closely with seminar sponsors to ensure all functions are arranged
-

- Arranges for special presentations that have been reviewed with the President and Executive Director

3. Membership This committee consists of a minimum of three (3) members, including one AWNA Board member. The Executive Director and the Communication and Professional Development Coordinator are non-voting members of the committee.

4. Term of Appointment The President, with the Board's approval, appoints the Committee Chair for one year. The Committee Chair appoints members for one year.

5. Meetings The committee meets at the call of the Chair. Committee business may be conducted face-to-face, by teleconference, or other electronic means.

A quorum consists of at least one-half of the committee members. Committee meetings may proceed in the absence of a quorum. However, a quorum is required in order to forward any recommendations or other committee business to the Board. After a committee meeting where a quorum was not present, committee members who were absent may approve, by electronic means, recommendations and business that need to be submitted to the Board.

6. Resources The committee has a Board-approved budget that covers the costs provided for in point 9 of *Board Committee Principles: BP-9*. The committee also has project-related expenses as approved by the Board.

7. Annual Goals and Objectives The committee meets as soon as possible after the Annual General Meeting to update the goals and objectives. The committee submits the updated goals and objectives to the Board for approval.

8. Reports The committee prepares:

- Progress reports to the President
- A written annual report for the year that assesses the outcomes of the goals and objectives. Makes recommendations for the next year. The Chair submits the annual report to the President at least one month prior to the Annual General Meeting.
- Recommended changes to the committee terms of reference for Board approval

Policy Section: Board Process	Policy Number: BP-8.8
Policy: Membership Committee Terms of Reference	Date Approved: September 17, 2003
	Last Date Reviewed: : Nov 2007
	Last Date Revised:
	Number of Pages: 2

1. Purpose This is a standing committee, accountable to the Board, whose purposes are to:

- Ensure potential members meet the requirements of the AWNA bylaws and policies
- Ensure all member newspapers are adhering to the AWNA bylaws and policies

2. Key Duties and Responsibilities **Committee Responsibilities**
The committee:

- Reviews all AWNA membership applications, and makes recommendations about new and renewal applications to the Board
- Makes policy recommendations about membership to the Board
- Adjudicates membership disputes as they relate to adhering to Association bylaws. Refers disputes to the Board, when needed.

Committee Responsibilities with the Support of AWNA staff

- Monitors member newspapers regarding general adherence to the AWNA bylaws. Reports any transgressions of policies and/or bylaws by members, or any practices that may be unethical, to the Board.
- Reviews annually 100% of the AWNA membership to assure a complete review every year
- Communicates with applicants about the status of their application in a timely manner

AWNA Staff Responsibilities with the Support of the Committee

AWNA staff, with the support of the committee:

- Reviews and updates the Guide to Association Services guidebook

3. Membership	<p>This committee consists of a minimum of four (4) members, including one AWNA Board member.</p> <p>Committee members need to familiarize themselves with the Association bylaws. Committee members need all-round experience in community newspaper publishing, including editorial, advertising, and circulation.</p>
4. Term of Appointment	<p>The Executive Director, or his or her designate, is a non-voting member of the committee.</p>
5. Meetings	<p>The President, with the Board's approval, appoints the Committee Chair for one year. The Committee Chair appoints members for one year.</p> <p>The committee meets at the call of the Chair. Committee business may be conducted face-to-face, by teleconference, or other electronic means.</p>
6. Resources	<p>The committee meets at the call of the Chair. Committee business may be conducted face-to-face, by teleconference, or other electronic means.</p> <p>A quorum consists of at least one-half of the committee members. Committee meetings may proceed in the absence of a quorum. However, a quorum is required in order to forward any recommendations or other committee business to the Board. After a committee meeting where a quorum was not present, committee members who were absent may approve, by electronic means, recommendations and business that need to be submitted to the Board.</p>
7. Annual Objectives and Timeline	<p>The committee has a Board-approved budget that covers the costs provided for in point 9 of <i>Board Committee Principles: BP-9</i>. The committee also has project-related expenses as approved by the Board.</p>
8. Reports	<p>The committee meets as soon as possible after the Annual General Meeting to update the objectives and develop the annual work plan. The committee submits the updated objectives and work plans to the Board for approval.</p> <p>The committee prepares:</p> <ul style="list-style-type: none"> • A written annual timeline for Board approval • A progress report to Board meetings • A written annual report for the year that assesses the outcomes of the annual work plan and makes recommendations for the next year. The Chair submits the annual report to the President at least one month prior to the Annual General Meeting. • Recommended changes to the committee terms of reference for Board approval.

Policy Section: Board Process	Policy Number: BP-8.9
Policy: Nominating Committee Terms of Reference	Date Approved: September 17, 2003
	Last Date Reviewed: : Sept 2008
	Last Date Revised: Oct 2008
	Number of Pages: 2

1. Purpose This is a standing committee, accountable to the Board, whose purposes are to ensure a suitable list of candidates for officers and directors is presented at the Annual General Meeting.

2. Key Duties and Responsibilities

Committee Responsibilities

The committee:

- *Seeks sufficient, qualified people that meet the requirements of the board;*
- *Ensures that the board has a slate of officers and directors at least equivalent to the number of positions available;*
- Ensures that candidates are aware of and have agreed to the roles and duties of members of the AWNA Board of Directors, as described in *BP-1: Role of the Board; BP-3: Role of the Board Member; and BP-6 Board Member Code of Conduct.*

Committee Chair Responsibilities:

- Acts as the Returning Officer at the election of Directors during the Annual General Meeting

Committee Responsibilities with the Support of AWNA staff:

- Solicits potential Directors to serve on the AWNA Board
- *Ensure that all board nominees have three supporting signatures from other members in good standing;*
- *Ensures that nomination forms are received 21 days prior to the annual special meeting*

AWNA Staff Responsibilities with the Support of the Committee

AWNA staff, with the support of the committee:

- Provides names of potential candidates, who have expressed interest to the committee
- *Supplies completed nomination forms, with supporting three signatures, to the nominating committee chair, 14 days prior to the annual general meeting*

	<ul style="list-style-type: none"> • Prepares ballots • Registers eligible voters and proxies
3. Membership	<i>This committee consists of a minimum of three (3) past-presidents of the AWNA. The immediate past-president is the Chair.</i>
4. Term of Appointment	The Executive Director, or his or her designate, is a non-voting member of the committee.
5. Meetings	See <i>Section 3: Membership</i> .
	The committee meets as outlined in the annual work plan, or at the call of the Chair. Committee business may be conducted face-to-face, by teleconference, or other electronic means.
	A quorum consists of at least one-half of the committee members. Committee meetings may proceed in the absence of a quorum. However, a quorum is required in order to forward any recommendations or other committee business to the Board. After a committee meeting where a quorum was not present, committee members who were absent may approve, by electronic means, recommendations and business that need to be submitted to the Board.
6. Resources	The committee has a Board-approved budget that covers the costs provided for in point 9 of <i>Board Committee Principles: BP-9</i> . The committee also has project-related expenses as approved by the Board.
7. Annual Timeline	The committee prepares a written timeline for the Board's approval.
8. Reports	<p>The committee prepares:</p> <ul style="list-style-type: none"> • A written timeline for Board approval • Progress reports to the President • Recommended changes to the committee terms of reference for Board approval

Policy Section: Board Process	Policy Number: BP-8.10
Policy: Technology and Social Media Committee Terms of Reference	Date Approved: September 17, 2003
	Last Date Reviewed: : Nov 2007
	Last Date Revised:
	Number of Pages: 2

1. Purpose

This is a standing committee, accountable to the Board, whose purposes are to:

- Assess how technology affects the AWNA and its members
- Explore new leading edge technologies that benefits the members and meet market needs
- Encourage member participation and engagement
- Build readership and revenue opportunities

2. Key Duties and Responsibilities

Committee Responsibilities

The committee:

- Conducts an annual review of technology used by the AWNA to determine effectiveness and appropriateness
- Identifies and provides recommendations that address emerging technology issues to the Board
- Strives to develop/ maintain readership, and a news feed for community newspapers in Alberta Weekly Newspapers Association
- Develop communications plan in conjunction with AWNA's strategic plan
- Administer and manage content on AWNA's social media accounts
- Ensures that revenue opportunities are identified and when opportunities are identified either by the committee or by members, that they are followed up on in a timely and efficient manner
- Generates ideas on new social media programs for AWNA and its members
- Recommends an annual budget to the Board of Directors.
-

Committee Responsibilities with the Support of AWNA staff

- Works on Board-approved technology projects that improve the technological capacity of the AWNA and its members
- Reviews and makes recommendations relating to guidelines and procedures to identify gaps to accommodate changes in social media applications to the Board
- Provides leads, strategies and direction to the AWNA Board
- Develop and manage protocols for content of both internal and external related information.

AWNA Staff Responsibilities with the Support of the Committee

AWNA staff, with the support of the committee:

- Is the liaison for suppliers for all expenditures
- Serves as an Online Editor to traffic content that is provided by members
- Prepares marketing materials, member and industry news for use in social media applications.

3. Membership

This committee consists of a minimum of three (3) members, including one AWNA Board member.

Committee members should have strengths in the newspaper/computer technology area. Committee members need to be able to meet in Edmonton on a regular basis, usually three or four times per year at the AWNA office.

The Executive Director, or his or her designate, is a non-voting member of the committee.

4. Term of Appointment	The President, with the Board's approval, appoints the Committee Chair for one year. The Committee Chair appoints members for one year.
5. Meetings	The committee meets at the call of the Chair. Committee business may be conducted face-to-face, by teleconference, or other electronic means.
	The committee meets at the AWNA office on a regular basis, usually three or four times per year.
	A quorum consists of at least one-half of the committee members. Committee meetings may proceed in the absence of a quorum. However, a quorum is required in order to forward any recommendations or other committee business to the Board. After a committee meeting where a quorum was not present, committee members who were absent may approve, by electronic means, recommendations and business that need to be submitted to the Board.
6. Resources	The committee has a Board-approved budget that covers the costs provided for in point 9 of <i>Board Committee Principles: BP-9</i> . The committee also has project-related expenses as approved by the Board.
7. Annual Objectives and Work Plan	The committee meets as soon as possible after the Annual General Meeting to update the goals and objectives, and to develop an annual work plan. The committee submits the updated goals, objectives, and work plan to the Board for approval.
8. Reports	<p>The committee prepares:</p> <ul style="list-style-type: none"> • A written annual work plan for Board approval • Progress reports to the President • A written annual report for the year that assesses the outcomes of the goals, objectives, and annual work plan. Makes recommendations for the next year. The Chair submits the annual report to the President at least one month prior to the Annual General Meeting. • Recommended changes to the committee terms of reference for Board approval.

Policy Section: Board Process	Policy Number: BP-8.11
Policy: Audit Committee Terms of Reference	Date Approved: April 2005
	Last Date Reviewed: : Nov 2007
	Last Date Revised: April 2005
	Number of Pages: 3

1. Purpose This is a standing committee, accountable to the Board, whose purposes are to:

- Liaise with the external auditor – including a pre-audit meeting with the auditors and a post-audit review of the financial statements and a review (if necessary) of the Management Letter;
- Evaluate the performance of the auditors and make a recommendation to the Board regarding appointment/reappointment of the auditor;
- Ensure that internal financial controls are in place and that financial policies are followed;
- Ensure that AWNA's financial statements are in keeping with GAAP (Generally Accepted Accounting Procedures);
- Ensure that tax remittances and corporate returns are done by staff and that signing authority is kept current;
- Conduct a periodic review of financial statements prepared by staff and make recommendations re same.

2. Key Duties and Committee Responsibilities
Responsibilities The committee:

- Review financial statements prepared by staff;
- Evaluate the performance of the auditors and make a recommendation to the Board of Directors regarding appointment/reappointment of the auditor;
- Review the Management Letter, if there is one prepared by the auditor, and ensure that the management staff deals with the recommendations from the auditor in an expeditious manner.

Committee responsibilities with the support of AWNA staff

- Ensure that tax remittances and corporate returns are done by staff and that signing authority is kept current;
- Ensure that financial controls are in place and that financial policies are followed;
- Conduct pre-budget and post-budget reviews with management staff on behalf of the Board;
- Ensure that AWNA's financial statements are in keeping with GAAP;
- Ensure that there is proper documentation in place for all sales and purchases of capital assets;
- Review capital purchases periodically;
- Coordinate the periodic tendering of the audit;
- Liaise with the auditor prior to the commencement of the audit;
- Review the audited financial statements with the management staff and the auditors at the conclusion of the audit;
- Prepare and submit recommendations to the Board of Directors on the acceptance of the audited financial statements.

AWNA staff responsibilities with the support of the Committee

AWNA staff, with the support of the committee:

- Coordinates the periodic tendering of the audit

3. Membership

This committee consists of a minimum of three members, and can be made up of board and non-board members.

Committee members should understand financial statements and the budgeting process. Ideally, members should also be familiar with GAAP (Generally Accepted Accounting Principles), standards employed by the CA Institute of Alberta and the financial reporting requirements of non-profit associations in Alberta.

The Executive Director, or his or her designate, is a non-voting member of the committee.

4. Term of Appointment

The President, with the Board's approval, appoints the Committee Chair for one year. The Committee Chair appoints members for one year.

5. Meetings	The committee meets at the call of the Chair four times per year – once in the spring to discuss the budget and capital purchases, once with the auditor prior to the audit being completed (June) and once with the auditor after the audit is completed (late summer) and once in the fall after the new Board of Directors has been elected.
6. Resources	The committee has a Board-approved budget that covers the costs provided for in point 9 of <i>Board Committee Principles: BP-9</i> .
7. Annual Goals, Objectives, and Work Plan	The committee meets as soon as possible after the Annual General Meeting to update the goals and objectives, and to develop an annual work plan. The committee submits the updated goals, objectives and work plan to the Board for approval.
8. Reports	<p>The committee prepares;</p> <ul style="list-style-type: none"> • Progress reports to Board meetings as needed; • A written annual work plan for Board approval; • A written annual report for the year that assesses the outcomes of the annual work plan and makes recommendations for the next year; • A written recommendation to the Board of Directors on the acceptance of the audited financial statements and on the appointment/reappointment of the auditor; • Recommended changes to the committee terms of reference for Board approval.

Policy Section: Board Process	Policy Number: BP-9
Policy: Committee Chair: Position Description	Date Approved: April 24, 2003
	Last Date Reviewed: : Nov 2007
	Last Date Revised:
	Number of Pages: 2

1. Authority:

The Committee Chair is accountable to the Board. The Committee Chair serves as the official communication link between the Board and that Board committee.

Committee Chairs who are not Board members are invited to attend Board meetings to keep the Board updated about the committee's work. If unable to attend Board meetings, these Committee Chairs submit a report to the President for review, discussion, and/or decision at the Board meeting.

2. Appointment

The President recommends the chair of each standing committee to the Board for approval, at the first regular Board meeting following the AGM.

3. Responsibilities:

The Committee Chair:

- a) Chairs each committee meeting
- b) Sets committee agendas
- c) Ensures that committee minutes are recorded and distributed to committee members
- d) Ensures that the committee complies with AWNA Bylaws and policies
- e) Communicates the Board's goals and annual objectives in order to assist the committee in developing its annual objectives
- f) Ensures that committee members follow the committee terms of reference
- g) Facilitates the effective functioning of the Board committee
- h) Presents committee recommendations for discussion and/or approval at Board meetings as required
- i) Prepares a report for the Annual General Meeting that describes progress towards committee objectives

4. Requirements:

The Committee Chair attends meetings of the Board committee to which he or she is appointed, and fully participates in committee discussions, decisions, and recommendations to the Board.

5. Term:

The President recommends the chair of each standing committee to the Board for approval, at the first regular Board meeting following the AGM. Each Committee Chair serves a one (1) year term, unless otherwise specified. The President may recommend a Committee Chair for the position for additional terms. The Board ratifies all appointments and reappointments.

The President selects the Committee Chairs using Board preference and / or area of expertise as a guide. Board members must indicate their preference for Committee Chair appointment immediately after the AGM.

6. Support:

The AWNA reimburses Committee Chairs for expenses according to AWNA policy.

7. Evaluation:

The position of Committee Chair is evaluated as part of the annual review of Board Process Policies.

Policy Section: Board Process	Policy Number: BP-10
Policy: Board Member and Board Committee Expenses	Date Approved: April 24, 2003
	Last Date Reviewed: : Nov 2007
	Last Date Revised:
	Number of Pages: 1

1. Board members are reimbursed for reasonable travel expenses related to their position as a Board member. This includes any meeting attended at the direction of the Board.
 - a) The AWNA uses the Canada Customs and Revenue Agency (CCRA) mileage guideline rate.
2. **President**
 - a) The AWNA pays reasonable travel expenses for all provincial and / or CCNA conventions attended at the discretion of the President.
 - b) The AWNA pays the traveling expenses of the President's spouse for a maximum of three (3) provincial meetings.
3. Committee members are reimbursed for reasonable expenses related to their position as a Committee member. This includes any meeting attended at the direction of the Board.
4. Board and Board committee expenses are accounted for separately from other operational expenses.
5. Individuals are to pay expenses incurred by them, and then submit, in a timely manner, the expenses for each event and / or activity to the AWNA office, for reimbursement. All claims must be made on the Board expense report that is attached to this policy, and supported by receipts. Individuals must provide an explanation for any missing receipts.

Policy Section: Board Process	Policy Number: BP-11
Policy: Board Meeting Process and Agenda Development	Date Approved: April 24, 2003
	Last Date Reviewed: : Nov 2007
	Last Date Revised:
	Number of Pages: 2

In order to provide effective governance, Board members spend a major portion of each Board meeting focusing on long-term perspectives, issues, and policy decisions.

1. The Board refrains from dealing with management issues that have been delegated to the Executive Director. Except in emergencies, the Board addresses concerns with these management issues by clarifying expected outcomes and / or developing and / or redefining policies.
2. The Board adopts an annual Board calendar that includes:
 - a) The planning cycle
 - b) Board member orientation
 - c) Budget approval and monitoring
 - d) Executive Director evaluation
 - e) Governance evaluation
 - f) Policy review
 - g) Regular Board meetings
 - h) The annual report
 - i) The Annual General Meeting
3. Extraordinary agenda items for any Board meeting are submitted to the Executive Director by the deadlines established in the annual Board calendar. Items that do not require discussion or a decision are submitted for the consent agenda. Those submitting agenda items requiring discussion and / or decision must provide background information for the item, which includes:
 - a) A statement of the issue
 - b) An explanation of why it is an issue
 - c) Whether the issue is for discussion or decision.
 - d) Any proposed motion(s) or recommendation(s) if it is for decision.
 - e) A rating of the priority of the issue (high, medium, or low) for the meeting
 - f) An estimation of how much time is needed to address the issue

The President and the Executive Director finalize the agenda ten (10) days prior to the meeting. Late submissions may be tabled until the next Board meeting. Board members receive the agenda seven (7) days prior to the Board meeting.

4. The Recording Secretary, who is not a Board member, records both the discussions and motions at Board meetings. Only Board motions are the official minutes of AWNA. Names are only used for motions and reports in the minutes.
5. Individuals and/or delegations may make presentations to the Board. To ensure that the Board has adequate opportunity to deal with the affairs of the AWNA, any individual or delegation wishing to make a presentation must submit a written request to appear at a Board meeting. These requests are submitted to the Chair, through the Executive Director, at least fourteen (14) calendar days prior to a scheduled Board meeting.

Policy Section: Board Process	Policy Number: BP-12
Policy: Appointment to External Committees	Date Approved: April 24, 2003
	Last Date Reviewed: : Nov 2007
	Last Date Revised: January 2006
	Number of Pages: 2

The Board recognizes the importance of developing formal relationships with other organizations and groups in order to further the vision and mission of the AWNA.

1. Requests for Board representation on external committees may originate from:
 - a) Another organization or an external committee
 - b) A member of the AWNA
 - c) The Board
 - d) The Executive Director
2. All requests for appointment to external committees must be received in writing, and must include:
 - a) Purpose of the committee and/or group
 - b) Requirements for participation
 - c) Skills needed
 - d) Time requirements for the term of appointment
 - e) Financial commitment to the appointee from the external request
 - f) Financial requirement of the appointee and the AWNA
3. Upon receiving a request for an appointment to an external committee and/or group, the Board assesses whether or not such representation is appropriate, within the Board's stated policies, current priorities, and required financial capacity of the AWNA and/or the appointee.
4. If the assessment is positive, the Board appoints a representative on an annual basis immediately following the annual general meeting, who is most appropriate based on criteria such as board experience, related knowledge, interest, time availability and required financial capacity of the AWNA and the appointee.
5. Before attending an external committee meeting, the representative to the external committee, the President, and the Executive Director meet to agree upon issues such as:
 - a) Confidentiality
 - b) Information sharing
 - c) Administrative support

- d) Expenses such as mileage, accommodation, and per diem
- 6. The AWNA's representative provides reports to the Board at a frequency and in a format determined by the Board at the time of appointment.
- 7. Since he or she represents the Board, the AWNA's representative keeps informed of current Board policies and directions that might affect the deliberations of the external committee. Any representation made on behalf of the Board adheres to the stated policies of the Board. The representative must bring to the Board any issues requiring a new Board policy and/or position before taking a stand on the issue.

Policy Section: Board Process	Policy Number: BP-13
Policy: Orientation and Training	Date Approved: April 24, 2003
	Last Date Reviewed: : Nov 2007
	Last Date Revised:
	Number of Pages: 2

The Board is dedicated to developing Board members' skills and understanding, which enable them to govern more effectively. Thus, the Board invests time and resources in orienting and training Board members.

1. While orientation is recognized as an on-going process, all Board members participate in an initial formal orientation process that highlights critical information. This orientation occurs at the first meeting of new Board members. This orientation includes:
 - a) An orientation to the AWNA
 - b) An orientation to the Board
 - c) An orientation to the individual role of the Board member

The orientation to the AWNA includes:

- a) The general scope of the AWNA, including the mission statement, vision, history, values, and services
- b) The bylaws of the AWNA
- c) The roles, relationships, and structure of all levels of the AWNA
- d) Key issues facing the AWNA
- e) The strategic plan and expected annual outcomes

The orientation to the Board includes:

- a) The governance role of the Board
- b) The Board's policies
- c) The Board's annual calendar
- d) The Board's relationship with other boards and the AWNA
- e) Overview of the budget process

The orientation to the role of Board member includes:

- a) Specific responsibilities, expectations, and benefits of Board members
- b) Level of authority and accountability
- c) Role of committees and available resources
- d) Methods of reporting and communicating

2. The President and the Executive Director prepares an orientation plan, and updates, on an annual basis, both the orientation plan and the orientation manual that each new Board member receives.

3. The Board may establish at least one annual formal Board development session for the benefit of the Board members.

Policy Section: Board Process	Policy Number: BP-14
Policy: Succession Planning and Nominations	Date Approved: April 24, 2003
	Last Date Reviewed: : Nov 2007
	Last Date Revised:
	Number of Pages: 1

Board members, who are members in good standing with the AWNA, and who have the appropriate values, skills, and experience, are essential for the effective governance of the AWNA.

1. The Past-President chairs the Nominating Committee.
2. Before the call for nominations, the Nominating Committee reviews its terms of reference *BP-8* and the *BP-3: Role of the Board member* to ensure that they are up-to-date, and recommends any changes to the Board.
3. The Nominating Committee notes which Board members are not running for election, and the special knowledge and skills that the Board may need to replace when these members leave. Before recruiting for vacant Board positions, the Nominating Committee first creates a list of recommendations on any special knowledge or skills that will be needed by the Board in the following year. The Committee then submits a list of possible candidates to fill the positions to the Board for approval.
4. The Nominating Committee reviews all nominations to ensure that nominees:
 - a) Meet the qualifications as described in *Bylaw 14.2*.
 - b) Are provided with the *BP-3: Role of the Board member*, the *BP-6: Code of Conduct*, and the expected time commitment
 - c) Are members in good standing with the AWNA
 - d) Have given written consent to stand for office
 - e) Are willing to meet the time requirements of the position
 - f) Are willing to abide by the *Board Member's Code of Conduct* and policies of the AWNA

Individuals who do not, or are unwilling to, meet all of these requirements are not eligible for Board membership.

5. The Nominating Committee first presents the list of nominated officers and directors to the Board for information, and then to the voting members at the Annual General Meeting for election. The Returning Officer, who is the chair of the Nominating Committee, may accept additional nominations at the Annual General Meeting according to *Bylaw 16*.

Policy Section: Board Process	Policy Number: BP-15
Policy: Linkage to the Membership	Date Approved: April 24, 2003
	Last Date Reviewed: : Nov 2007
	Last Date Revised:
	Number of Pages: 1

AWNA must act in the best interest of its members. To do this, AWNA builds linkages with its members to ensure that:

- Members are regularly informed of issues, activities, accomplishments, and needs of AWNA
- AWNA proactively seeks the opinions, concerns, and needs of the membership

- 1 The Executive Director ensures that there is a communication plan for AWNA, with mechanisms for identifying and addressing membership concerns. This communication plan includes processes for gathering statistical evidence of members' opinions, concerns, needs, and demands.
- 2 The Board, the Executive Director, and / or Board committees strive to:
 - a) Meet with members
 - b) Include members in the planning processes
 - c) Have presentations at Board meetings and General Meetings of the members
3. The Executive Director ensures that information regarding AWNA and Board decisions is easily accessible to members.