

ALBERTA WEEKLY NEWSPAPERS ASSOCIATION

DUTIES AND RESPONSIBILITIES

OF THE BOARD OF DIRECTORS

September, 2013

I. INTRODUCTION

- a. The Board is the legal authority for the AWNA and is responsible for governing and establishing policies to provide services, as defined in its objects and bylaws.
- b. This document is prepared to assist the Board and management in clarifying responsibilities and ensuring effective communication between the Board and management.

II. COMPOSITION AND BOARD ORGANIZATION

- a. Nominees for directors are presented to the Returning Officer in writing for consideration and may be accepted until immediately prior to the election at the AGM.
- b. In order to be eligible for nomination and election to the Board, an individual must be 18 years of age or older and be a publisher, editor or hold another responsible executive position, of a community newspaper that is a regular member in good standing of the AWNA.
- c. Organize the Board so it operates effectively and efficiently by:
 - i. Defining how the Board organizes itself to get its job done effectively
 - ii. Assessing the Board's own performance
 - iii. Orienting new Board members
 - iv. Encouraging a continuity of experience and leadership at the Board level
 - v. Establishing Board committees as needed to assist with its work
- d. The Board consists of the president, vice-president, 6 directors, and as many Alberta CCNA directors as allowed by the CCNA.

III. DUTIES AND RESPONSIBILITIES

a. Leadership

- i. Articulating the AWNA's vision, mission, values, objectives, and expected outcomes that reflect membership priorities
- ii. Ensuring that a viable annual plan is in place in order to achieve the vision, mission, and expected outcomes

- iii. Monitoring and assessing AWNA's progress towards the vision, objectives, and expected outcomes in relationship to the annual plan and Board policies

b. Written Policies

- i. Address the broadest policy areas of AWNA, such as the vision, mission, objectives, priorities, and expected outcomes
- ii. Define the work of the Board, and how the Board carries out and monitors its work
- iii. Describe the relationship between the Board, its committees, and the Executive Director
- iv. Describe how the Board delegates authority and monitors the performance of its committees and the Executive Director
- v. Establish broad parameters and limitations in operational areas that have been delegated to its committees and the Executive Director

c. Management

- i. Hiring the Executive Director
- ii. Supporting, monitoring, and evaluating the Executive Director to ensure an excellent level of competence and organizational performance
- iii. Ensuring that there is continuity at the Executive Director level

d. Financial

- i. There is ongoing financial viability of the AWNA
- ii. The AWNA acts in a fiscally responsible manner
- iii. Resource utilization is in line with the mission and AWNA's priorities
- iv. Assets of the AWNA are protected and cared for

e. Risk Management

- i. Ensuring that the AWNA complies with all relevant legislation, and follows its Bylaws
- ii. 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
- iii. Ensure that the proper controls and accountabilities are in place for the effective management of the AWNA

f. Compliance and Communications

- i. Ensuring public awareness of the role of the AWNA
- ii. Representing the interests of the members to external stakeholders
- iii. Ensuring that the interests of members and other key external stakeholders are known within the AWNA

- iv. Responding to matters affecting the AWNA's relationship to its members and other key stakeholders

IV. **TERM**

- a. The President and Vice-President shall hold office for two years OR until their successor is elected. Directors other than CCNA Directors shall hold office for one year OR two years OR until their successor is elected. Directors may be elected to terms totaling not more than six consecutive years except when the Director has been elected to AWNA Executive office.
- b. The Alberta CCNA Directors shall be elected to one, two or three-year terms of office. Alberta CCNA Directors may be elected to terms totaling not more than six consecutive years except when an Alberta CCNA Director has been elected to CCNA Executive office in which case that Director is deemed to be appointed to fulfill the term of their CCNA obligations.
- c. Vacancy on the Board:
 - i. When a vacancy occurs on the Board, a quorum of directors then in office may appoint a person (from a member newspaper in good standing) to fill a vacancy for the remainder of the term. All appointed positions would remain in effect until the association's next annual meeting and election of officers.

V. **BOARD/EXECUTIVE DIRECTOR RELATIONSHIP**

- a. The roles of the President and Executive Director are strictly separated.
- b. The ED is responsible for:
 - i. Directing the day-to-day activities of staff, either directly or through delegation
 - ii. Human resource matters and hiring all staff, except for the Executive Director
 - iii. Financial management
 - iv. Supporting Board committees
 - v. Monitoring financial and program performance and preparing summary reports for Board review
 - vi. Developing operational guidelines that are aligned with the Board's policies
 - vii. Liaising with the membership, public, other Executive Directors, and government staff

VI. **BOARD CULTURE**

- a. The Board actively seeks to have an 'engaged culture' which is characterized by candour and a willingness to challenge.
- b. **Mission:**
 - i. Encourage community newspaper excellence for the benefit of our readers
 - ii. Promote a greater awareness of its industry and members

- iii. Market and promote Alberta's community newspaper medium
- iv. Provide educational and social opportunities for members and staff
- v. Be a communication and service link between members and advertisers, agencies and government

c. **Values:**

- i. People make the difference
- ii. Entrepreneurial spirit
- iii. Recognize the needs of the members
- iv. Strong communication among all associated
- v. Innovators in the industry
- vi. Integrity of the product
- vii. Grass roots attitude and approach
- viii. Pride in being associated
- ix. Membership participation
- x. Strong national affiliation
- xi. Education – personal growth
- xii. Membership standards

VII. REPORTING

- a. At each annual general meeting and special meetings of the Association, the President, Executive Director and each of the committee shall submit a written report of their activities during the preceding year.
- b. At the annual general or special meeting of the Association, the Association shall present at that meeting a financial statement setting out its income, disbursements, assets and liabilities, audited and signed by the Society's Auditor.
- c. The financial year of the Association shall commence January 1st and end on December 31st in order that the financial statement and ratified budget may be presented to the annual meeting of the Association.

VIII. REVIEW OF DOCUMENT

- a. The Board will review this document annually to ensure it remains consistent with the Board's objectives and responsibilities.
- b. A copy of this document is available at www.awna.com.