

10. Alternate Director (AD) Policy

Objective: To set Terms of Reference for the MRWCC Alternate Director (AD); sanctioned by the Board of Directors

Context: The AD acts on behalf of the Board of Director in the absence of the respective Director or in the event of their inability to act, the AD may also attend meetings of any committee(s) which that Director may be a member of and shall exercise all the rights and perform all the duties of that Director at said committee meetings including voting.

Enable Alternate positions for all sectors. In addition to increasing participation by all sectors at the Board level, the Alternate position may facilitate the transition of Board seats should a current member retire their position to support Board succession planning and the valuable mentoring of potentially new members.

Responsibility: Board.

In the absence of the respective Director or in the event of their inability to act, the AD may attend Board of Directors meetings. Further attendance by an AD, as needed, in the place of that Director may be permitted at the discretion of the Executive Committee. The selection and appointment of the AD must occur at the time of election of the respective Director in whose absence the AD is intended to act or after the municipal organization meeting.

AD representing an Organizational Sector that is not represented by a Board of Director are encouraged to attend all Board meetings to keep reporting easier and the line of communication open between the MRWCC and the Municipality.

In every respect, the AD shall have the same fiduciary duties and be held to the same standard of care and expectations of strict confidentiality as the respective Director. The AD shall fulfill his or her duty to act in the best interests of the MRWCC with honesty, loyalty, and good faith.

Appointment:

An Organizational Sector must declare the intention to elect an AD at the outset of their respective Director's two-year term. The name, profile and contact information of the AD shall be provided to the Executive Committee no less than three (3) weeks prior to the Annual General Meeting of the MRWCC. All ADs elected, appointed, or nominated must be approved by the Executive Committee of the MRWCC.

Term:

An AD shall hold office until the expiration of the term, termination, or resignation of the respective Director.

In the event of a vacancy in the position of the Organizational Sector Director, an AD may continue to exercise all the rights and perform all the duties of the Director for the remainder of the term of that Director or until such time as the Organizational Sector elect a new Director.

Statement of Policy:

Key Duties and Responsibilities:

To the Board:

1. Acts on behalf of the Board of Director in the absence of the respective Director or in the event of their inability to act; and shall exercise all the rights and perform all the duties of that Director at said committee meetings including voting.
2. AD representing an Organizational Sector that is not directly represented by a Board of Director are encouraged to attend all Board meetings to keep reporting easier and the line of communication open between the MRWCC and the Municipality.
3. Attend meetings of any committee(s) which that Director may be a member of and shall exercise all the rights and perform all the duties of that Director at said committee meetings.

Resignation:

An AD may resign by giving the Executive Committee notice in writing to that effect. Subject to the approval of the MRWCC Executive Committee, the Organizational Sector may elect or nominate a replacement.

Approved Date: March 23, 2023