

Alberta Historical Resources Foundation

Mandate and Roles Document

October 10, 2017

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ALBERTA HISTORICAL RESOURCES FOUNDATION MANDATE AND ROLES

Agency Mandate

The Alberta Historical Resources Foundation (the Corporation) is a public trust agency that was established in 1973 as a provincial agency and Corporation of the Government of Alberta. The purposes of the Corporation are stipulated in the *Historical Resources Act*. The Corporation is responsible for:

- providing grants and technical assistance to heritage projects;
- making decisions on geographic names;
- hearing representations by any interested persons respecting the designation of historic resources; and
- any other activity deemed appropriate by the board to enhance the preservation and appreciation of Alberta's heritage.

The mission of the Corporation is to encourage initiatives that preserve and interpret Alberta's rich heritage.

Accountability Statement and Applicable Legislation

The Minister is accountable to the Legislature for the Corporation. The key legislative instruments, bylaws and policies which define the role, responsibilities and accountabilities of the Corporation and the Minister are as follows:

- AHRF Procedural Bylaws
- *Alberta Public Agencies Governance Act* (APAGA); Ch. A-31.5 SA 2009
- *Auditor General Act*; Ch. A-46 RSA 2000
- Code of Conduct for the Corporation
- Committee Remuneration Order O.C. 466/2007 (or any other remuneration mechanism approved by Cabinet)
- *Financial Administration Act*; Ch. F-12 RSA 2000
- *Fiscal Planning and Transparency Act*; Ch. F-14.7 2015 SA 2015
- *Freedom of Information and Protection of Privacy Act*; Ch. F-25 RSA 2000
- *Historical Resources Act*; Ch. H-9 RSA 2000
- *Public Sector Compensation Transparency Act*; Ch. P-40.5 SA 2015
- *Results-Based Budgeting Act*; Ch. R-17.5 2012 RSA 2012

Directors of corporations are required to fulfill two principal duties – a fiduciary duty and a duty of care. Corporation Directors have a fiduciary duty to act honestly and in good faith, with a view to the best interests of the Corporation. This fiduciary duty obliges the Director to act in the best interests of the Corporation, as opposed to his or her own interests. When carrying out their duties, Directors must exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. The Corporation is accountable to the Minister.

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Duties and Responsibilities

Corporation

The relationships among the Minister, the AHRF Board of Directors, its Board Chair, the Deputy Minister and staff of Alberta Culture and Tourism shall be relationships fostering collaboration, coordination and cooperation. The Corporation will follow established internal controls and the government's financial and administrative policies and comply with management information systems requirements to ensure integrity and accountability of financial information.

The Corporation will manage its expenditures within its annual budget allocations. The Corporation will comply with the government's financial, human resource, administrative and internal control policies. The Corporation will manage all risks and potential liabilities in accordance with GoA directives, policies, programs and risk management requirements.

The Corporation will collaborate with the department on a review of its mandate and activities at least once every seven years.

Minister

The Minister is responsible for:

- Providing strategic direction, on an annual basis, for the development of the Corporation's strategic/business plan, to guide its ongoing priority setting;
- Approving the Corporation's annual strategic/business plan and significant variations from the plan;
- Ensuring that the Corporation's priorities and results are accurately reflected in the ministry's business plan and annual report;
- Evaluation of the Chair's performance;
- Assigning staff resources as needed to support the work of the Corporation;
- Approving the Corporation's annual budget allocation;
- Approving bylaws of the Corporation;
- Meeting with the Corporation Chair on a quarterly basis or as required to address emerging issues and priorities;
- Approving Director appointments; and
- Leading a review of the Corporation at least once every 7 years to determine if the Corporation is still relevant to the needs of the province and aligned with government direction.

Corporation Chair

The Corporation Chair will be the main contact between the Corporation and the Minister.

The Chair represents the Board and its interests in dealing with the Minister, the department, stakeholders and the community. The Chair is responsible for:

- Providing leadership to the Board;
- Facilitating the work of the Corporation to achieve its mandate;

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- Participating in Board recruitment requirements;
- Acting as the spokesperson for the Board;
- Planning and managing Board meetings and ensuring that the Corporation and its committees have opportunities to meet independent of management;
- Providing the Minister with regular updates on the Corporation's operations and informing the Minister regarding emerging issues and priorities;
- Meeting with the Minister on a quarterly basis or as required to address emerging issues and priorities;
- Ensuring that the Corporation conducts an annual evaluation of its performance and the work of individual Corporation Directors;
- Ensuring that all Directors have completed appropriate governance training;
- Administering and ensuring that the Corporation activities align with its mandate and bylaws;
- Ensuring the Corporation complies with government financial, human resource, administrative and internal control policies;
- Providing the Minister with copies of the Corporation's authority/decision matrix;
- Providing the Minister with copies of all internal policies developed by the Corporation; and
- Ensuring that:
 - A Code of Conduct is in place that conforms with a recommended Agency Governance Secretariat template;
 - Board members are aware of their obligations in the Code of Conduct;
 - Appropriate procedures are implemented to foster compliance with the Code of Conduct; and
 - Procedures are in place for the Board to address conflict of interest matters.

Directors (Board Members) of the Corporation

Every Director of the Corporation will be responsible for:

- Attending Board meetings and service on committees;
- Reviewing and voting on policy and other matters, including the awarding of grants;
- Making decisions involving the Corporation's assets and safeguarding the Corporation's resources;
- Reviewing and recommending changes to the Minister as necessary relating to the bylaws and policies of the Corporation;
- Developing the Corporation's annual strategic/ business plan;
- Developing and approving the annual budget;
- Acting as a representative for the Corporation and working to enhance relations between the community and the Corporation; and
- Ensuring the Corporation carries out its activities in accordance with its legislated purposes and powers.

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Department

The department of the ministry responsible for the Corporation under section 16 of the *Government Organization Act* will support the Corporation in the following areas:

Deputy Minister

The Deputy Minister is responsible for:

- Assisting the Minister with carrying out accountabilities under APAGA including communication and oversight;
- Helping to ensure clear roles and responsibilities that align with the Minister's expectations, to avoid potential or perceived conflicts;
- Overseeing the joint development of accountability and governance documents;
- Assigning staff to provide services as outlined in an annual shared services agreement.
- Working with the Corporation to ensure the Minister's directions are carried out and implemented; and
- Carrying out any additional duties delegated by the Minister.

Senior Financial Officer

The Senior Financial Officer is responsible for:

- Liaising with the Corporation Board regarding the Corporation's budget; and
- Overseeing all corporate matters relating to financial, accounting policy and administration.

Assistant Deputy Minister (ADM) of the Heritage Division

The ADM attends meetings when appropriate, to bring the ministry and government's perspective to the Corporation and to enhance ministry coordination and organization of support activities. The ADM will consult with the Corporation to determine what resources are required to carry out its mandate and programming decisions. The ADM/Executive Director will inform the Corporation about any government policies that may impact the work of the Corporation.

Executive Director of the Historic Resources Management Branch (acts as the ED of the Corporation)

The Executive Director of the Historic Resources Management Branch is responsible for managing the general administration of the business of the Corporation including:

- Supporting the effective and efficient operation of the Corporation;
- Ensuring that the Corporation's priorities and results are accurately represented in the Ministry's Business Plan and Annual Report;
- Ensuring that staff carry out the direction provided by the Corporation;
- Attending Corporation and committee meetings to provide board secretarial functions including being the custodian of all minutes, records and other documents of the Corporation;

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- Supporting Board recruitment procedures in accordance with Ministry policies including working with the Corporation Chair to orientate and evaluate Corporation Directors;
- Facilitating accurate and timely board remuneration and reimbursement of expenses;
- Forecasting and managing expenditures and ensuring that the annual budget is not exceeded without prior authorization by the Minister; and
- Authorizing and expediting the payment of grants or contracts.

Staff

Department staff will carry out the work of the Corporation as assigned by and under the supervision of the Executive Director of the Historic Resources Management Branch.

Interaction between the Corporation and the Department

The Executive Director of the Historic Resources Management Branch will serve as the main contact between the department and the Corporation and will draw on resources from the department as needed to support the work of the Corporation.

Recruitment and Appointment of Directors

Board Directors are recruited and appointed by the Lieutenant Governor in Council and collectively constitute the Corporation. The Board of Directors comprises up to thirteen Directors, representing the various geographic regions and diversity of the province where possible. Appointment of each board Director is for a term determined by the Minister, with the potential for reappointment based on satisfactory performance. An individual's appointment is limited to a maximum of ten years of continuous service.

The Corporation, in consultation with the Minister's designate, will use a competency matrix that outlines the skills, experience, diversity and knowledge the Corporation requires for each position. The recruitment and selection process will be managed by the ministry's Human Resources Branch and the Executive Director of the Historic Resources Management Branch. Positions will be publicly advertised and all candidates will be screened against the competency matrix, including the identification of potential conflict of interest issues. An Interview Panel including the Corporation Chair or another Board member, the Minister or designate and the Deputy Minister or designate, will recommend candidates to the Minister for his/her consideration and appointment. New Directors will be provided orientation and training for their role on the Corporation board by the Executive Director, Historic Resources Management Branch, the Corporation and the department.

Director expenses and honoraria will be publicly posted on the ministry's website. Director expenses will be publicly posted on the Government of Alberta Travel and Expense Disclosure website.

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Meetings

Meetings of the Corporation will be held as required, but at least four times a year.

Corporation Evaluation

The Corporation, through a process led by the Chair, conducts an annual evaluation and review of the performance of the Corporation, committees, the Chair and individual Directors of the Corporation. The Chair reviews the results of such evaluations and leads discussion on potential ways to improve Corporation effectiveness with Corporation Directors. Corporation Directors discuss the results of the evaluation of the Corporation, its committees and the Chair and adopt agreed upon improvements. The Chair and each individual Director discuss the results of the Director's annual evaluation.

Corporation Structure and Committees

The Corporation may establish Standing Committees that support the mandate of the Corporation and are accountable to the Corporation.

Terms of Reference shall be developed for each Standing Committee and approved by the Corporation Board. The Terms of Reference shall be reviewed periodically.

Planning and Reporting Requirements

The Corporation shall develop a three-year strategic/business plan reflecting its opportunities, challenges and priorities, which will be reviewed and updated on an annual basis. The Minister and the Chair will consult to ensure alignment of the Corporation's strategic/business plan with government priorities and the Ministry Business Plan.

The Corporation shall, as soon as possible after December 31 of each year, provide the Minister with an annual report that summarizes the Corporation's last fiscal year.

Mandate Document Affirmation and Review

This document is in effect for not more than three years from the date it is signed. Any change in the core operations of the Corporation must be documented in a written agreement signed by both parties.

This Mandate and Roles document will be affirmed annually, and upon a change in the Board Chair or Minister.

Transparency

The original of this signed document will be kept with the department's Legal and Legislative Services Unit with copies provided to the Minister, the Corporation and

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the Agency Governance Secretariat. In support of the principle of transparency, this document will also be available to the public on the Corporation's website.

Mandate and Roles Version

This Mandate and Roles document replaces all previous versions.

Communication Protocol

The Corporation agrees to the Communication Protocol as set out in the attached Appendix.



Board Chair
Alberta Historical Resources Foundation



Minister
Ministry of Culture and Tourism

November 6, 2017

Date

Nov 27, 2017

Date

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Appendix

**COMMUNICATIONS PROTOCOL BETWEEN THE GOVERNMENT OF ALBERTA
AND
THE ALBERTA HISTORICAL RESOURCES FOUNDATION**

Guiding Principles:

- The Corporation will communicate with Albertans in a manner that is consistent with its legislated mandate. To achieve this, the Corporation and the department responsible for it will work together to align communications activities.
- The Corporation will acknowledge that the Government of Alberta provides funding and support to the Corporation through its websites, business plan, annual report and other materials as appropriate.
- The Minister will be informed of emerging issues as soon as possible. The Executive Director and Chair of the Corporation will use reasonable judgment in making this determination and will consult with the Assistant Deputy Minister as required.
- The Corporation's communication activities will seek to support and convey that Alberta's rich heritage is valued and the province's historical resources are preserved to enhance learning and research.
- The Minister will be provided with details regarding significant or material public announcements, consultations and stakeholder events in advance, and be invited to participate. The Executive Director and Chair of the Corporation will use reasonable judgment in making this determination and will consult with the Assistant Deputy Minister as required.
- The Minister will be informed of any proposed changes to the Corporation's identity, mandate or strategic/business plan in a timely manner.
- The Corporation will promote its programs and brand identity to enhance, advocate and inspire participation and partnership in heritage in Alberta.
- This protocol will be reviewed at least once annually, and may be amended from time to time.

Public Announcements and Materials:

- The Corporation will consult in a timely manner with the Minister and department Communications Director, or designates, regarding the timing and content of media events and news releases. The Minister will be given the opportunity to be quoted in news releases regarding the Corporation, participate in media events and share information with MLAs as appropriate.

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- When possible, the Minister, or designate, will advise the Corporation in advance regarding Government of Alberta announcements that may be of interest, or have an impact on the Corporation.
 - The Chair of the Corporation will be given the opportunity to be quoted in Government of Alberta news releases that specifically refer to the Corporation.
- The Corporation will inform in a timely manner the Minister, or designate, and the department's Communications Director or designate of media interview requests.
- The Minister, or designate, and/or the department's Communications Director or designate will inform the Corporation of media interview requests related to heritage and/or the Corporation in a timely manner.
- The Minister, or designate, and the department's Communications Director or designate will be informed as soon as possible regarding issues arising with stakeholders, the media and the public. The Executive Director and Chair of the Corporation will use reasonable judgment in making this determination and will consult with the Assistant Deputy Minister as required.
- Briefing notes and messages will be provided to the Minister, or designate, by requested timelines and the Minister, or designate, will be consulted regarding the response to an issue.
- The Chair and Board of the Corporation will be informed in a timely manner of any significant or material issues related to the Corporation arising with the media and the public by the Executive Director, or designate.
- Materials to be distributed to the public or stakeholders will be provided to the Minister in advance, for information, distribution to MLAs, and when appropriate, for tabling in the Legislature.
- Other materials requiring the Minister's approval will be provided within the timelines specified by the Minister and be accompanied by a briefing note, memorandum and, where appropriate, a distribution list.
- The Corporation may use the Government of Alberta media monitoring service coordinated through the department's Communications Branch.
- The Corporation will comply with the Government of Alberta Social Media Policy when using social media.

Spokespersons:

- The Chair or designate will be spokespersons for matters specific to the Corporation, including, but not limited to, internal business decisions and operational matters.
- The Minister or designate will be spokespersons on matters of government policy, commitment to Alberta's heritage and historic places, research, support services and funding allocations.

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Visual Identity and Signage:

- The Corporation logo and visual identity is a mark of the Government of Alberta, and the Corporation will seek the government's consent for any proposed change to this mark.
- The Corporation, through the Assistant Deputy Minister, will seek the Minister's approval before pursuing any change to this identity, and will seek the Minister's approval for any proposed changes.
- The Corporation, through the Assistant Deputy Minister, will advise the department of any infringement of the "Alberta Historical Resources Foundation" identity, and will cooperate with the department in any prosecution resulting from this infringement.
- Through discussion, and as determined by the Corporation and the Government of Alberta, communications materials and signage will acknowledge government funding and support in a variety of ways, including a standard statement on the Corporation's communication materials: "The Alberta Historical Resources Foundation is the principal heritage support agency of the Government of Alberta" and through inclusion of the Government of Alberta logo.

Internet:

- The Corporation's webpages will be developed according to Government of Alberta corporate website standards.
- The Corporation's webpages will acknowledge that the Government of Alberta provides funding and support to the Corporation and will include the Government of Alberta logo.
- The Corporation's webpages will include the following standard statement in an easily seen location: "The Alberta Historical Resources Foundation is the principal heritage support agency of the Government of Alberta".
- The Corporation's webpages will provide access to its strategic/business plans and annual reports.

Social Media:

- The Corporation shall develop a social media policy and review it on an annual basis. The Corporation's Communications representative and the department's Communications Branch representative will consult to ensure alignment of the policy to the Government of Alberta Social Media Policy.
- The Corporation will alert the department's Director of Communications or designate to any emerging issues it becomes aware of through social media.

Corporate Products:

- In accordance with the *Alberta-British Columbia Trade Investment and Labour Mobility Act* (TILMA), the New West Partnership Trade Agreement and the

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Canadian Free Trade Agreement (CFTA), marketing, creative services, advertising and media buying contracts will be awarded through a competitive process. When required by legislation, contracts will be tendered through the Alberta Government Purchasing Connection website.

Communications Roles and Responsibilities:

- Requests for information from the Minister and Deputy Minister to the Corporation will be responded to within the timelines requested.
- The Assistant Deputy Minister will be responsible for ensuring that the Corporation follows the communication protocol as outlined above.
- For urgent matters and emerging public issues:
 - Staff will alert the Executive Director. The Executive Director will alert in a timely manner the Assistant Deputy Minister and the Director of Communications or designate for the department.
- For daily operations:
 - The Executive Director will provide the Assistant Deputy Minister with regular updates on all Corporation operations. The Assistant Deputy Minister will provide updates on Corporation operations to the Deputy Minister and Director of Communications or designate as needed, including through Executive Committee meetings.
- For public communications planning:
 - The Corporation's communications representative will work directly with the department's Communications Branch representative on projects as required.
 - The Corporation's communications representative will be responsible for ensuring that the department's Communications Branch is informed in a timely manner regarding the scheduling of news releases, proposed marketing and advertising activity, changes to the Corporation's identity, social media campaigns, reports and any other public communications activities.
 - The Executive Director, through the Assistant Deputy Minister, is responsible for ensuring the Minister is informed of these activities.

Ongoing Collaboration:

- Through mutual agreement, the Corporation and the department will determine the approach and the process for sharing information on a regular basis, and effectively addressing urgent matters and emerging public and stakeholder issues.