

Responsibilities of Directors of Battle River Power Coop

It is important to understand the responsibilities of a Director for both the nominees that are considering standing for election and for the membership in choosing a qualified individual for a Director position.

To stand for election a member must be 18 years of age or older, have a signed Electric Service Contract with Battle River Power Coop and be a member in good standing (not in arrears with the Coop or any contractors).

When considering becoming a Director of Battle River Power Coop (an Alberta Rural Electrification Association) it is important to understand the following.

- You need to devote the time needed to fulfill the duties of a Director including:
 - regular attendance at board meetings (currently the BOD meets monthly),
 - commitment to read Board materials and come to the monthly meetings prepared to provide input,
 - attendance at stakeholder sessions as required, and
 - adhoc representation at forums or committees relating to the Coop.
- Directors must be committed to work for the continued and increased effectiveness in Battle River Power Coop's ability to serve its membership and ensure the Coop's interests are paramount above any personal gain or position.
- The term of office is three years.

With regards to responsibilities indicated in the *Rural Utilities Act*, the following excerpts outline key duties relating to the power of Directors of a Rural Electrification Association (REA).

Directors are responsible for the general direction and supervision of the affairs and business of the association and may appoint managers or others considered necessary for the conduct of the affairs and business of the association.

Ancillary accountabilities of Directors include, but are not limited to, the following:

The power to purchase, lease, exchange, hire or dispose of property necessary for the purpose of the business.

The power to enter into an agreement for co-operation, joint venture, reciprocal concession, etc. with a person, company or association so as to directly or indirectly benefit the REA.

The power to enter into arrangements with a government or authority that seem beneficial to the association.

The power to invest and deal with the money of the association not immediately required (subject to regulations) and to pledge REA credit for the purchase of goods or other transactions.

Nominees and members are encouraged to take these responsibilities and obligations into account when accepting a nomination or when voting for a candidate.

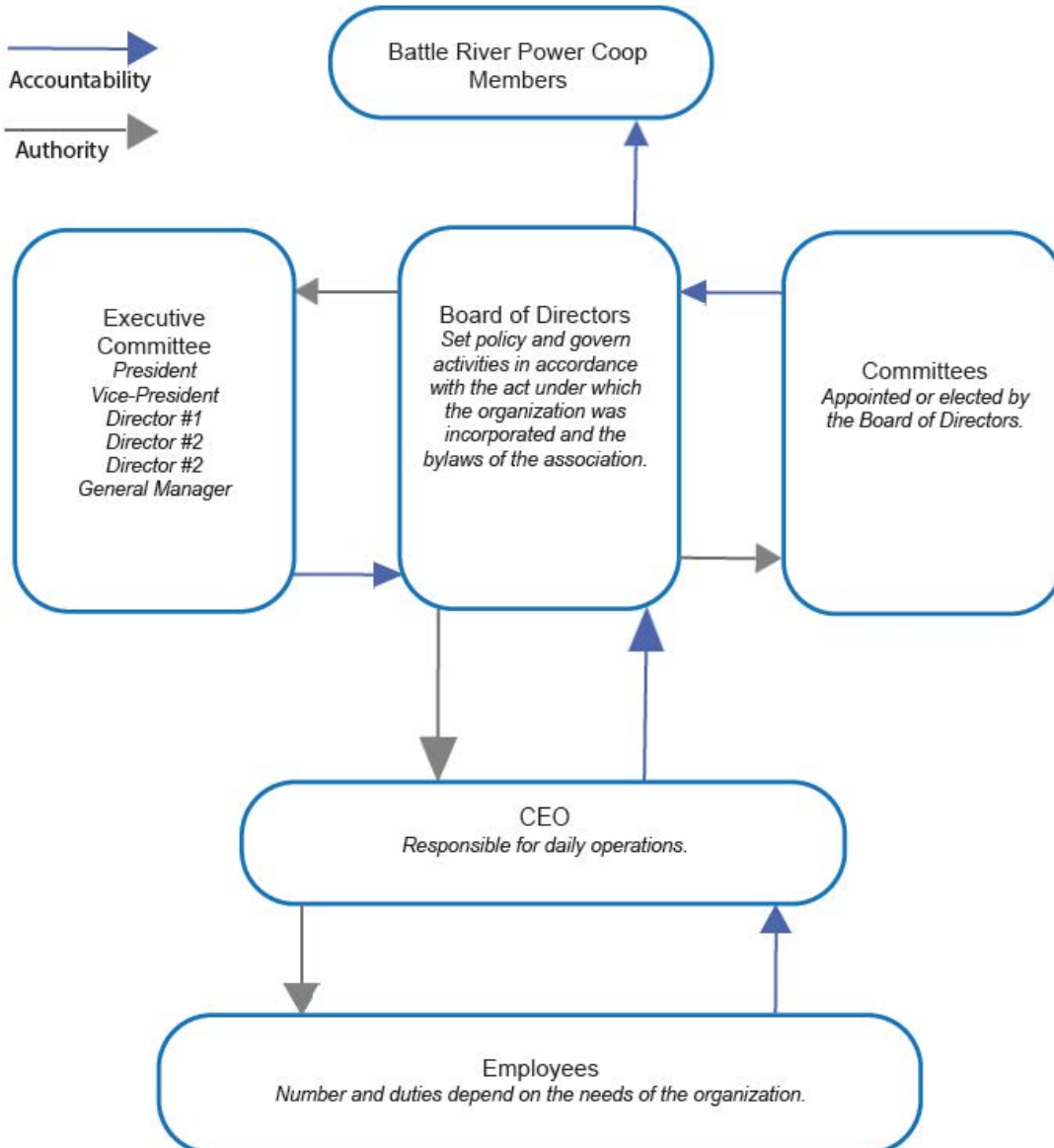
Carver Policy Governance Model

Battle River Power Coop follows the Carver Policy Governance Model in which membership elects Directors (fellow members) to the Board. The role of the Board is to exercise authority and be accountable for the successful operations of the Coop.

Within this model, Directors are stewards of the Coop and servant leaders on behalf of the Coop's members. At all times, Directors are required to make decisions that are in the best interest of the overall organization and membership.

The Carver Policy Governance Model enables the Board to focus on the larger issues, to delegate with clarity, to control management's job without meddling, to rigorously evaluate the accomplishment of the organization; and to truly lead the organization to success. The Board delegates the authority for achieving the organization's goals ensuring those goals are both prudent and ethical. Management and employees are responsible for the effective and efficient operations of the organization.

The diagram below demonstrates the Model.



The Nomination Process

Prior to the Annual General Meeting, members wishing to stand for election must complete and submit a nomination form. For year 2024, the nomination form must be submitted by April 30, 2024.

The process is as follows:

- A member in good standing must put forth the nominee's name for consideration.
- Subsequently, another member in good standing must second the nomination.
- The nominee must complete the nomination form to provide the Nominating Committee with pertinent information regarding their interest, their skillset, their length of time as a member and any previous experience that would be applicable.
- The Nominating Committee will review the nomination form and communicate acceptance.
- A brief overview /bio of the candidate will be prepared for publication in the newsletter prior to the AGM. The nominee will be expected to forward a photo (head/shoulder photo preferable).
- The newsletter, website and other Battle River Power Coop communication channels will inform the membership about the candidates for the respective AGM year.
- Candidates will be formally presented at the AGM and there will be no nominations from the floor.

Director Nomination Form: Battle River Power Coop

Candidate Name

Site ID:

Phone:

How long have you been a member?

Email:

Nominator Name:

Phone:

Email:

Secunder Name:

Phone:

Email:

Professional background (brief overview)

What skillsets will you bring to the Board?

Please list any previous board experience.

In your own words (80 words or less) why do want to be a Director of Battle River Power Coop?

Please submit this form with accompanying photo to:

Bill Klassen, Chief Executive Officer

Email: Bill Klassen bill.klassen@brpower.coop

If you require any additional information, please contact Bill at: 780-672-7738

Please note the deadline for submission is April 30, 2024.