



MANDATE AND ROLES DOCUMENT (“MANDATE DOCUMENT”)
BETWEEN
THE MINISTER OF ENVIRONMENT AND SUSTAINABLE RESOURCE DEVELOPMENT (THE “MINISTER”)
AND
THE ALBERTA ENVIRONMENTAL MONITORING, EVALUATION AND REPORTING AGENCY (AEMERA)

Introduction

The Alberta Environmental Monitoring, Evaluation and Reporting Agency (AEMERA) is an arm’s length organization responsible for collecting credible scientific data and other relevant information on the conditions of Alberta’s environment and providing the public with open and transparent reporting and access to the data and information.

AEMERA will ensure that Alberta’s environmental monitoring, evaluation and reporting is coordinated and integrated across the Province and is based on sound science. Where appropriate, AEMERA will also incorporate both community knowledge and traditional ecological knowledge from Alberta’s aboriginal communities.

AEMERA will provide timely collection and objective reporting of scientific data and information on air, land, water and biodiversity, including information necessary to understand cumulative effects, in order to better inform the understanding of the public, policy makers, regulators, planners, researchers, communities, and industries.

Mandate and Roles Document

The Mandate and Roles Document (the “MRD”) for AEMERA has been developed cooperatively between the Minister and AEMERA and reflects a common understanding of their respective roles and responsibilities in relation to the environment and natural resource development in all regions of Alberta.

AEMERA functions as the monitoring, evaluation and reporting body within the Integrated Resource Management System (the “IRMS”), alongside the Alberta Energy Regulator (AER), Alberta Energy (AE) and the Alberta Department of Environment and Sustainable Resources Development (AESRD). The MRD will provide greater clarity regarding the respective roles of AEMERA and AESRD, including how both parties will respect the arm’s length nature of AEMERA, and how AEMERA will meet the goals and expectations of the Minister and successfully discharge its mandate.

1. AEMERA’s Mandate

- 1.1. AEMERA is one of the three pillars of the IRMS and was created to respond to the need for a world-class monitoring, evaluation and reporting (MER) system to provide assurance that Alberta’s natural resources are being developed in an environmentally responsible

manner. The IRMS is the means by which Alberta will achieve responsible resource stewardship through government policy (AE) & (AESRD), energy regulation (AER), non-energy regulation (ESRD) and independent environmental monitoring (AEMERA).

1.2. The Government of Alberta outlined the following responsibilities for AEMERA in its enabling legislation, the Protecting Alberta's Environment Act section 3(1):

1.2.1. To obtain credible and relevant scientific data and other information regarding the condition of the environment in Alberta;

1.2.2. To ensure the data and other information are available and reported to the public in an open and transparent manner; and

1.2.3. Any other purpose prescribed by the Lieutenant Governor in Council.

1.3. AEMERA will create value through independent monitoring and reporting on the ambient conditions of the environment and cumulative effects, and will be responsible for:

- Coordinating the planning, acquisition and management of data,
- Developing and setting protocols for monitoring, evaluation and reporting
- Analyzing and evaluating ambient data so as to understand conditions, trends and risks
- Delivering Alberta's ambient environmental monitoring and evaluation programs for air, land, water and biodiversity
- Implementing the Canada-Alberta Joint Oil Sands Monitoring Program and any future cross-jurisdictional monitoring program,
- Open, transparent and timely access to and reporting of environmental conditions and trends.

1.4. Applicable Legislation

AEMERA functions within the legal framework established by Alberta legislation of general application to provincial agencies and has responsibilities under a number of statutes, regulations and policies, including but not limited to the:

- Protecting Alberta's Environment Act
- Alberta Public Agencies Governance Act (APAGA)
- Financial Administration Act (FAA)
- Fiscal Management Act
- Auditor General Act
- Results-Based Budgeting Act
- Government Organization Act
- Freedom of Information and Protection of Privacy Act (FOIP)
- Alberta Land Stewardship Act

2. Duties and Responsibilities

AEMERA is responsible for its activities and the fulfillment of its mandate and is accountable to the Minister for its actions and performance in the discharge of its mandate. The Minister is accountable to all Albertans for the activities and performance of AEMERA.

AEMERA's success in fulfilling its mandate depends on both the scientific credibility and the value of the data as perceived by its users. As a result, AEMERA is fully accountable to the Minister and Albertans in ensuring it operates in a manner that meets public standards and expectations.

The Government of Alberta is responsible for the legislative, regulatory and policy frameworks in which AEMERA operates.

2.1. The Minister

The Minister is accountable to the Legislature for AEMERA's operations and performance. The Minister reports to the Legislature on the affairs of AEMERA and answers questions about AEMERA. The Minister:

- 2.1.1. Recommends to the Lieutenant Governor in Council the appointment and remuneration of the AEMERA's Board Members and Chair based on her/his assessment that the appointees have the appropriate knowledge, skills, experience, and values to provide governance oversight and assist AEMERA in achieving its objectives and performing its mandate.
- 2.1.2. Reviews AEMERA's strategic business plan, budget and annual report.
- 2.1.3. Reports to the Cabinet and the Legislature on AEMERA, including the tabling of business plans and annual reports.
- 2.1.4. Communicates Government policy priorities to the Chair of AEMERA, within the legislated mandate of AEMERA, and assesses AEMERA contribution to those priorities.
- 2.1.5. Consults with the Chair, as appropriate, when significant new policy directions impact the mandate of AEMERA.
- 2.1.6. Reviews the mandate and operations of AEMERA at least every five years and reports the results to Executive Council.

2.2. The Deputy Minister

The Deputy Minister, with the support of AESRD, supports and acts under the general direction of the Minister.

The Deputy Minister is responsible for the following activities:

- 2.2.1. Maintains regular contact and communication with the Chief Executive Officer (CEO) of AEMERA on matters related to AEMERA mandate and operations and reports on AESRD activities that may impact AEMERA.
- 2.2.2. Chairs the IRMS Committee and coordinates with AEMERA and IRMS partners to develop and communicate the IRMS expectations, strategic goals, guidelines and directions.
- 2.2.3. Informs AEMERA of Government policies and direction affecting the mandate and operations of AEMERA.

2.3. The Board of Directors

The Board has overall responsibility for the governance of AEMERA, and oversees management of AEMERA's business and affairs. The Board guides AEMERA's strategic direction, evaluates the performance of AEMERA's CEO, approves and monitors AEMERA's strategic business plan and financial results, and is ultimately accountable to the Minister. Board members must act honestly and in good faith, leaving aside personal interests to advance the public interest and the mandate of AEMERA.

The Board is also responsible for:

- 2.3.1 Identifying appropriate Board governance processes to assist in fulfilling its mandate including the development of bylaws governing roles and responsibilities of Directors and Officers.
- 2.3.2 Ensuring that AEMERA functions at arm's length from government, so as to build credibility and trust in the data and information that AEMERA provides, while remaining accountable to the Minister for delivering on AEMERA's mandate.
- 2.3.3 Ensuring that AEMERA releases to the public in a timely, accessible, open and transparent manner its monitoring data, evaluations, reports and other information.
- 2.3.4 Establishing AEMERA's Code of Conduct and Conflict of Interest Policy, ensuring that all Directors and employees comply.
- 2.3.5 Establishing committees as it deems necessary to carry out its duties and, for any committee established, ensuring that written terms of reference of each committee is reviewed and approved at least once every two years.
- 2.3.6 Appointing the CEO, monitoring and evaluating the CEO's performance and approving the CEO's compensation (subject to ministerial approval, as required by Section 10 of the Protecting Alberta's Environment Act (PAEA).
- 2.3.7 Ensuring that adequate plans are in place for management succession and conducting an annual review of such plans.

- 2.3.8 Monitoring the financial performance of AEMERA, ensuring that, with the advice of the Office of the Auditor General, the financial results are reported on a timely and regular basis and in accordance with any legislated requirements and the requirements of the Public Sector Accounting Handbook.
- 2.3.9 Monitoring the performance of AEMERA, and ensuring that all material developments and significant emergent issues are disclosed to the Minister on a timely basis.
- 2.3.10 Overseeing compliance with all relevant policies, procedures and standards by which AEMERA operates and ensuring that AEMERA operates at all times in compliance with all applicable laws and regulations, to the highest ethical standards.
- 2.3.11 Approving all matters which require Board approval as prescribed by applicable legislation and regulations. The Board ensures that such matters are brought to the attention of the Minister if necessary.
- 2.3.12 Providing an orientation to new Directors on the particular practices of the organization, including their governance practices.
- 2.3.13 Providing ongoing development opportunities for Board Members.
- 2.3.14 Engaging in a strategic planning process which includes the consideration of the principal risks associated with AEMERA's business. This planning process will inform the preparation of a multi-year Strategic Business Plan and Annual Report, which will be provided to the Minister for each fiscal year in the form and at a time acceptable to the Minister. The Annual Report will be made available to the public through the AEMERA website.

2.4 The Board Chair

With direction from the Board, the Chair represents the Board and its interests, as well as the interests of AEMERA, in dealing with the Minister, the Department, the CEO, the community and stakeholders. The Chair is responsible for providing leadership for the Board and for effectively facilitating the work of the Board. The Chair also acts as spokesperson in matters involving the Board's duties and responsibilities and in other circumstances as agreed with the CEO under the Communications Protocol.

The Chair is responsible for:

- 2.4.1 Managing Board meetings.
- 2.4.2 Providing the Minister with regular updates on AEMERA's operations and informing the Minister regarding emergent issues.
- 2.4.3 Ensuring that the Board, and its committees, have opportunities to meet independent of management.

- 2.4.4 Administering the Code of Conduct and Conflict of Interest Policy relative to the Board and the CEO and ensuring that conflict of interest matters are addressed by the Board.
- 2.4.5 Ensuring that the Board conducts an annual evaluation of its performance, and the performance of the CEO. The Chair brings forward results of the evaluations for Board review, and discusses opportunities to improve Board effectiveness, and may use findings to recommend Board renewal through recruitment of new members, or replacement of existing members.

2.5 The CEO

The CEO reports to the Board of Directors. The CEO is responsible for leading management, developing recommendations for and implementing the organization's strategy.

The CEO is also responsible for:

- 2.5.1 The day-to-day management of AEMERA.
- 2.5.2 Ensuring that programs and services are being delivered within the standards and polices of AEMERA and the Government of Alberta.
- 2.5.3 Establishing appropriate systems for the general administration and financial management and control of AEMERA.
- 2.5.4 Monitoring organizational performance and taking corrective action when problems are identified.
- 2.5.5 Ensuring the proper management of AEMERA's risk in providing services and care of the organization's assets.
- 2.5.6 Providing support to the Board to allow it to carry out its governance responsibilities.
- 2.5.7 Administering the Code of Conduct and Conflict of Interest Policy relative to AEMERA's employees.
- 2.5.8 Working with the Chair, Vice-chair and Committee Chairs to plan Board and Committee Meeting agendas.
- 2.5.9 Working with the Board to prepare the multi-year Strategic Business Plan and Annual Report, produced annually, in accordance with guidelines from the Minister.
- 2.5.10 Maintaining effective communications with the Board Chair, the Deputy Minister, and developing mechanisms to communicate with the Minister and the Department on items of mutual concern.

- 2.5.11 Working with the AEMERA Board, executive staff and senior executives from IRMS to ensure that AEMERA operates effectively as a partner within the IRM system through mechanisms such as the IRMS committee.
- 2.5.12 Maintaining effective communications with other Ministries, stakeholders and other business partners as required.
- 2.5.13 Operating within the mandate, policies, standards and budget approved by the Board of AEMERA and the Government of Alberta.

3. Accountability Documents

AEMERA and the Minister agree that all accountability documents identified in this section are to be provided to the Minister:

3.1 Public Reporting on the Condition of Alberta's Environment

- 3.1.1 As required in section 4 of the Protecting Alberta's Environment Act, at a frequency determined by the AEMERA in consultation with the Minister, AEMERA shall report to the public on the condition of Alberta's environment.

3.2 Business Plan

- 3.2.1 The Business Plan is a public document, as required under Section 22 of *Protecting Alberta's Environment Act*. The Board must submit a Business Plan within 4 weeks from the announcement of the Government's budget in a form and manner suggested by the Minister, commencing in 2015-16 fiscal year.
- 3.2.2 The Business Plan includes a financial plan and describes key tactical actions AEMERA will take in deploying its available resources to achieve AEMERA priorities and expected results in the next fiscal year.
- 3.2.3 The Financial Plan included in the Business Plan is subject to annual approval of the Ministry's Budget Estimates.

3.3 Annual Report

- 3.3.1 The Board prepares and submits to the Minister an Annual Report in compliance with Section 23 of *Protecting Alberta's Environment Act*, reporting how AEMERA has discharged its legislated responsibilities. Annual Reports are submitted by the Board by June 30th following the end of each fiscal year to which they relate.

3.4 Other Reports and Documents

- 3.4.1 The Board will provide any data, information and reports as may be requested by the Minister from time to time, as provided for by legislation.

4. Audit Process

The Board utilizes the Auditor General as its auditor and conforms to the audit requirements and to the financial directives and associated policy statements issued by the Minister. The Board will review, *in camera* with the auditor, the accounting practices and results of AEMERA's internal operations.

5. Recruitment and Appointment of Directors

- 5.1. Directors are appointed by the Lieutenant Governor in Council and collectively constitute the Board as per section 5 of the Protecting Alberta's Environment Act.
- 5.2. The Board will identify a competency matrix for the Board as a whole and an inventory of the values expected of all Board directors and competencies of individual directors. Competencies will include, but are not limited to:
 - over five years of senior management experience
 - an understanding of board structure and governance
 - an understanding of environmental issues in Alberta and within an international context

As a team, Directors must collectively have experience in the following areas:

- Stakeholder Engagement (preferably including Aboriginal community)
- Environmental Science
- Field experience in environmental monitoring
- Natural resource development
- Financial management

- 5.3 The Board will propose renewals of existing Board directors and recruit new Board director(s) in a timely manner consistent with Section 5 of *Protecting Alberta's Environment Act* and the *Alberta Public Agencies Governance Act* requirements. The Board will:

- 5.3.1 Immediately on becoming aware that it will not be able to maintain a minimum of five directors, the Board will commence recruitment of new directors and will notify the Minister of the status of Board directorship and the recruitment action initiated to maintain a minimum of five directors.
- 5.3.2 At the first Board meeting in every year, review the appointment expiry dates of all directors, and at least 180 days in advance of any director's appointment expiry date initiate action for the reappointment of an existing director or for the recruitment of a new director and notify the Minister of the action.
- 5.3.3 Ensure the Board has among its directors, the needed skills, knowledge, experience and other competencies identified in the competency matrix and use the next recruitment to fill competency gaps.
- 5.3.4 Assess candidates for Board directorship on the basis of the identified competencies and values approved by the Board.

5.3.5 A minimum of 120 days in advance of the expected appointment date, forward to the Minister the names of at least two candidates recommended for every vacant position on the Board for appointment.

5.3.6 Complete conflict of interest and other screening before a list of suitable candidates is submitted to the Lieutenant Governor in Council.

5.4 The names of successful candidates will be posted publicly on the AEMERA website and any other relevant Government of Alberta website.

6. Legal and Regulatory Matters

6.1 AEMERA shall, in a timely manner, notify the Minister regarding any:

6.1.1 Legal actions brought against AEMERA.

6.1.2 Legal actions commenced by AEMERA against third parties.

6.1.3 Other pending or threatened actions or proceedings against AEMERA before or by any court, government department, agency, board or commission in Canada or elsewhere.

6.2 AEMERA shall not commence any actions or proceedings before any court, government department, agency, board or commission in Canada or elsewhere without the prior approval of the Minister or the Minister's representatives, other than actions or proceedings in AEMERA's normal and usual course of business. AEMERA and the Minister, will from time to time, agree what actions or proceedings are considered to be in AEMERA's normal and usual course of business.

6.3 In the event AEMERA enters into an agreement with another government or its agency, either domestic or foreign, the agreement is not binding unless the Minister responsible for International and Intergovernmental Relations, as determined under section 16 of the *Government Organization Act* (Act), has approved the agreement, in accordance with section 11 of the Act. AEMERA will work with the department and International and Intergovernmental Relations to facilitate approval of all such intergovernmental agreements.

7. Administration

7.1. Review of the Mandate and Roles Document

7.1.1. This Mandate and Roles document shall be in effect for not more than 3 years commencing on September 1, 2014. It must be renewed or revised by the expiry date.

7.1.2. The Mandate and Roles document must be affirmed annually by the Minister and the Board Chair, or on a change in either the Minister or Board Chair.

7.2. Transparency

7.2.1. Copies of the Mandate and Roles Document will be filed with the Minister of Environment and Sustainable Resource Development, AEMERA and the Agency Governance Secretariat. In support of the principle of transparency, this document will also be easily available to the public on AEMERA's website and through the Ministry of Environment and Sustainable Resource Development website.

7.3. Periodic Agency Review

7.3.1. A review of AEMERA's mandate and purpose will be carried out by the Minister in accordance with the Alberta Public Agencies Governance Act, the Protecting Alberta's Environment Act and the review process developed in consultation with the Agency Governance Secretariat.

7.4 The contacts for administering this Mandate Document are:

7.5.1 The Deputy Minister as the designate of the Minister of Environment and Sustainable Resource Development.

7.5.2 The CEO of AEMERA as the designate of the Chair.

7.5 Notices under this Mandate Document shall be in writing and shall be addressed as follows:

To the Minister:

Deputy Minister
Environment and Sustainable Resource Development
11th Floor, South Petroleum Plaza, 9915 – 108th Street
Edmonton, Alberta
T5K 2G8

To AEMERA:

Chief Executive Officer
AEMERA
10th Floor, South Petroleum Plaza, 9915 – 108th Street
Edmonton, Alberta
T5K 2G8

Original Signed

Board Chair
AEMERA

August 12, 2014

Date

Original Signed

Minister
Ministry of Environment and Sustainable
Resource Development

August 13, 2014

Date

Appendix

COMMUNICATIONS PROTOCOL BETWEEN
THE GOVERNMENT OF ALBERTA
AND
AEMERA

Guiding Principles:

AEMERA will communicate with Albertans in a manner consistent with its legislative mandate to ensure environmental monitoring, evaluation and reporting activities are communicated in an open, transparent and timely manner.

AEMERA communications materials will acknowledge, where appropriate, the funding provided by the Government of Alberta to support its activities.

The Minister responsible for AEMERA will be invited, where appropriate, within a reasonable timeframe to participate in public and stakeholder announcements.

This protocol may be amended based on specific circumstances, events or activities.

Public Announcements and Materials:

AEMERA will work in coordination, cooperation and collaboration with the Minister or designate on public announcements and the release of materials on AEMERA.

The Minister or designate will advise AEMERA in advance, where possible, regarding Government announcements that may of interest, or have a direct impact on, AEMERA. Information and communication materials will be provided to the Minister within a reasonable timeframe for distribution to MLAs, and when appropriate, for tabling in the Legislature.

Spokespersons:

The Chair, CEO or designate(s) will be the spokespersons on AEMERA matters.