



FedGas

Zone Director Nomination Package
for the FedGas Board

Contents:

1.	ZONE DIRECTOR POSITIONS AND DIRECTOR TERMS	3
2.	BASIC DUTIES OF A DIRECTOR	5
3.	TIME COMMITMENT	6
4.	CANDIDATE ELIGIBILITY	7
ATTACHMENT 1:	FEDGAS NOMINATION OF CANDIDATE CERTIFICATION (NON-GAS CO-OP MEMBER)	
ATTACHMENT 2:	FEDGAS NOMINATION OF CANDIDATE CERTIFICATION (GAS CO-OP)	

- The purpose of this document is to provide information for Directors or Elected Officials interested in being nominated as a Zone Director, to serve on the Board of Directors for the Federation of Alberta Gas Co-ops Ltd. (FedGas).
- Included in this document are the Board's structure, Director qualifications and responsibilities, and the process for submitting nominations.
- This document has been approved by the FedGas Board for Director election at Fall Zone Meetings.

1. What is the Zone Director position on the FedGas Board structure?

The FedGas Board of Directors is a governing body that is elected by the Membership at the Fall Zone Meetings to represent their interests and the direction of the association. The Board consists of eight directors, who are elected by Membership for three-year terms.

At the annual organizational meeting of the FedGas Board, a Chair, First- and Second-Vice Chairs, Secretary, and Treasurer are elected by the Board. These executive positions stand for one year, but there is no limit to the amount of time a Director may serve in that role.

2. FedGas Directors may also serve on the following Board Committees: Governance, Finance, Resolutions, Executive, and Government Liaison, which report to the FedGas Board. The FedGas Board Directors may also sit on other committees of the Federation, including Operations and Maintenance and Training, as well as external committees, serving organizations such as Utility Safety Partners, Gas Alberta Inc., and Co-operators. Membership on these committees may also require reporting to the FedGas Board Directors.

Director's Terms

<u>Zone</u>	<u>Election Term</u>
1	2025
2	2027
3	2025
4	2025
5	2026
6	2027
7	2026
8	2027

According to FedGas Supplemental Bylaws section 18.3, *the term of office of a Director is three (3) years*. Completed Zone Director Nomination forms must be completed and returned to FedGas no less than sixty (60) days and not more than ninety (90) days prior to that Zone meeting.

Important:

- Please read this nomination form in its entirety.
- Only Directors or Elected Officials who are members of the FedGas Membership are eligible to sign nomination forms.
- Fill out all sections of this nomination form. Incomplete forms will not be considered.
- For those running for election for Director at Zone meetings, Members within the Zone shall be at liberty to submit nominations to the Executive Director of FedGas to stand for election no less than sixty (60) days and not more than ninety (90) days prior to that Zone meeting. The Executive Director will confirm receipt of the nomination.
- The information application is designed to provide potential Directors with an understanding of the responsibilities associated with serving on the FedGas Board. The goal is to ensure they are well-informed before deciding to run for a position.
- Candidates are responsible for familiarizing themselves with the FedGas bylaws, procedures, and all other applicable organizational documents. The Federation will direct candidates to the website to access the FedGas bylaws and procedures.
- Candidates must have fundamental computer skills, a basic understanding of technology, and reliable internet access.

Basic Duties of a Director



The Board of Directors of FedGas primarily oversees its financial, legal, human resources, contractual, and strategic affairs. In addition to Federal laws, Provincial laws, and the Supplemental Bylaws and policies of the Associations, the Board of Directors is also bound by policies and procedures which regulate the affairs of the association including many matters such as budgeting, governance, and risk management.

Directors must:

1. Hire, train and guide the Executive Director.
2. Attend regularly scheduled Board meetings and emergent meetings, as required. At these meetings, directors may report on their ongoing stakeholder efforts and relevant work of committees.
3. Review agendas and support materials in advance of meetings.
4. Participate in decision-making by offering comments, suggestions, and recommendations to the Executive Director.
5. At all times, act honestly, ethically, and diligently for FedGas and its Membership.
6. Ensure that FedGas is adhering to its Strategic Plan.
7. Sign and agree to the Board Code of Ethics document.
8. Collectively monitor the Association's performance, and activities to ensure alignment with its vision, mission, goals, and legal obligations.
9. Act for the benefit of the Membership with respect to issues affecting Membership's sustainability.
10. Act as fiduciaries ensuring the financial stability and managing risks of the association.
11. Delegate Directors to serve on board bodies outside the FedGas Board that support the Federation and the Membership.
12. Cooperate with Membership in the formation and facilitation of Board and joint committees;

Other basic duties of a Director include:

1. Understanding issues Membership may bring to the attention of the Board and Board committees, to decide if advocacy stances are to be taken.
2. Meeting with Membership and external stakeholders where necessary and advocating on issues relevant to the FedGas Board and Membership.

Time Commitment:



On average, Board Directors will annually attend approximately a minimum of twelve Board meetings, six to eight FIRE Board meetings, along with six Board Committee meetings. Directors will be expected to dedicate preparation time for these meetings each month and participate in Board-related activities. This fiduciary role comes with a per diem to ensure the Director's role can be performed by Directors with fewer financial barriers to the individual. Meetings are held at the FedGas office in Edmonton, or by video conference.

Candidate Eligibility:

Member Directors or Elected Officials who are in good standing within the FedGas Membership are eligible to hold Director positions on the FedGas Board. A Member is considered in good standing if they meet the following criteria:

An individual:

1. Must be a Customer of a Member Utility that is in good standing with FedGas; and
2. The individual is at least 18 years of age or older.
3. Must have been elected or appointed by the Board or Council of that Member Utility to be a candidate for election as a director of FedGas*; and
4. Cannot be a current employee of a Member Utility or of FedGas; and
5. Cannot have been employed by a Member Utility or by FedGas, within the period of 180 days prior to the nomination period.

An individual is disqualified from running for or holding the office of the director on the FedGas Board if:

- a) The individual is or becomes bankrupt; or
- b) The individual is or becomes mentally or physically incapacitated; or
- c) The individual ceases to be eligible to represent the Member that elected or appointed the individual to run for the position of Zone Director.



Nominations for Director positions require the signature of the nominating Director of a Board in that prescribed Zone. These must be Members of the Federation and be considered a Member in good standing.



The Executive Director, or designate thereof, with the assistance of the FedGas Board, shall verify the validity of each nomination form. If a nomination is invalid, the nomination will be rejected, and the candidate will be notified. Candidates whose nominations are rejected after the end of the nomination period will have two business days to make corrections and amendments.



Directors who have not clarified their Membership status will not be allowed to stand in the election

Attachment 1: FedGas Nomination of Candidate Certification (Non-Gas Co-op Member)

I, _____, (*title of Chief Elected Official*) of the _____ (*Name of Member*) hereby certify that:

- 1) at a Council meeting held on _____, 202____, the Council of _____ (*Name of Member*) passed a resolution to nominate _____ as a candidate for election in the Zone _____ (*Number of Zone*) election for Zone Director of FedGas; and
- 2) _____ is a customer in good standing with _____ (*Name of Member*).
- 3) the Council of _____ (*Name of Member*) is not aware of any information that disqualifies _____ from being a Zone Director for FedGas.

This certificate is provided in accordance with the provisions of FedGas Supplemental Bylaw 18.

Signed and Sealed at _____, Alberta this _____ day of _____, 202____.

(*Signature & Title of Chief Elected Official*)

(Seal of Member (if appropriate))

Attachment 2: FedGas Nomination of Candidate Certification (Gas Co-op Member)

I, _____, Chair of the Board of _____ Gas Co-op Ltd., hereby certify that:

1) at a Board meeting held on _____, 202____, the Board of _____ Gas Co-op Ltd. passed a resolution to nominate _____ as a candidate for election in the Zone _____ (Number of Zone) election for Zone Director of FedGas; and

2) _____ is a member and customer in good standing with _____ Gas Co-op Ltd.

3) the Board of _____ Gas Co-op Ltd. is not aware of any information that disqualifies _____ from being a Zone Director for FedGas.

This certificate is provided in accordance with the provisions of FedGas Supplemental Bylaw 18.

Signed and Sealed at _____, Alberta this _____ day of _____, 202____.

Board Chair
(Co-op Seal)