



Mandate and Roles Document

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Agency Mandate

The Alberta Foundation for the Arts (the Corporation) is a public trust agency that was established in 1991 as a provincial agency and Corporation of the Government of Alberta. The purposes of the Corporation are stipulated in the *Alberta Foundation for the Arts Act* and are as follows:

- to support and contribute to the development of and to promote the arts in Alberta
- to provide persons and organizations with the opportunity to participate in the arts in Alberta
- to foster and promote the enjoyment of works of art by Alberta artists
- to collect, preserve and display works of art by Alberta artists
- to encourage artists resident in Alberta in their work

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:

- *Alberta Foundation for the Arts Act*, Ch. A-19 RSA 2000
- AFA Foundation Procedural Bylaws
- *Alberta Public Agencies Governance Act* (APAGA); Ch. A-31.5 SA 2009
- *Auditor General Act* Ch. A-46 RSA 2000
- Committee Remuneration Order O.C. 466/2007 (or any other remuneration mechanism approved by Cabinet)
- Code of Conduct for the Corporation
- *Financial Administration Act*, Ch. F-12 RSA 2000
- *Sustainable Fiscal Planning and Reporting Act*, Ch. F-14.7 2015 SA 2015
- *Freedom of Information and Protection of Privacy Act*, Ch. F-25 RSA 2000
- *Public Sector Compensation Transparency Act*, Ch. P-40.5 SA 2015
- Treasury Board Directives and ministerial policies and procedures

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.

Duties and Responsibilities

Corporation

The relationships among the Minister, the Alberta Foundation for the Arts Board of Directors, its Board Chair, the Deputy Minister and staff of Alberta Arts, Culture and Status of Women 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, administrative and internal control policies. The Corporation will manage all risks and potential liabilities in accordance with Government of Alberta 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;
- Approving the Corporation's defined or highlighted activities in support of the ministry business plan;
- Evaluating 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;
- Recommending Director appointments to Cabinet for approval; and
- Leading a review of the Corporation at least once every seven 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;
- Supporting Board recruitment requirements;
- Acting as the spokesperson for the Board;
- Planning and managing Corporation 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;
- 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; and
- Providing the Minister with copies of all internal policies developed by the Corporation.
- The Chair is also responsible for ensuring that:
 - A Code of Conduct is in place that conforms with a recommended Public Agency 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.

Corporation Vice Chair

The Vice-Chair shall, in the absence, inability or refusal to act by the Chair, assume the duties of the chairperson and shall, in that event, have all the powers of the chairperson.

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.

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)

As the secretary of the Corporation designated by the Minister, the ADM attends meetings in a non-voting capacity, 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 Assistant Deputy Minister will inform the Corporation about any government policies that may impact the work of the Corporation.

Executive Director of the Arts Branch

The Executive Director of the Arts 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;
- Leading, directing and assigning work done by staff in ensuring the direction provided by the Corporation is carried out;
- Attending Corporation and committee meetings to provide board secretarial functions including being the custodian of all minutes, records and other documents of the Corporation;
- 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.

Interaction between the Corporation and the Department

The Executive Director of the Arts 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 Minister has the discretion to determine how board member positions are filled, be it through recruitment or direct appointment.

The Board of Directors comprises nine Directors with the option to include up to 12 Directors at the Minister's discretion, representing the various geographic regions and diverse cultural representation of the province where possible. Appointment of each board Director is for a term recommended by the Minister and approved by Cabinet, with the potential for reappointment based on satisfactory performance. An individual's appointment is limited to a maximum of 10 years of continuous service as set out in APAGA.

The Corporation, in consultation with the Minister or 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 Public Agency Secretariat, the Executive Director of the Arts Branch and the department. Positions may 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 may recommend candidates to the Minister for his/her consideration and appointment. The department will formalize the appointment.

New Directors will be provided orientation and training to their role on the Corporation board by the Executive Director of the Arts Branch, the Corporation and the department.

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

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 the end of the fiscal 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 the Public Agency 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 Government of Alberta and the Corporation shall work together to manage and address all communication requirements related to the Corporation and consult with each other as required to ensure appropriate representation and dissemination of information related to the Corporation.

The Alberta Foundation for the Arts will be responsible for managing and delivering all communication requirements specifically related to Corporation programs and services, including but not limited to, information regarding how the Corporation allocates its annual budget to its various programs and services, specific initiatives or programs delivered by the Corporation and stakeholder engagement on Corporation programs and services. Corporation staff will engage with ministry Communications staff on a monthly basis and as appropriate/required and provide updates to the Minister/ministry as appropriate/required for awareness.

The Government of Alberta, through the Director of Communications office, will review and approve any communication requirements specific to government's role and support as it pertains to the Corporation and the arts sector, including but not limited to, items such as the Corporation's annual provincial funding allocation, board appointments and other ministry areas of responsibility. Corporation staff will work with Ministry staff on any requests for information or approvals that may be required.

Original signed

Paul R. Baay
Board Chair
Alberta Foundation for the Arts

December 6, 2023

Date

Original signed

Honourable Tanya Fir
Minister
Arts, Culture and Status of Women

December 21, 2023

Date