



Triple W Natural Gas Co-op Ltd.

Director

Nomination Handbook

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## 1. INTRODUCTION

**Triple W Natural Gas Co-op Ltd. (Triple W)** is a locally operated cooperative and is dedicated to providing safe and reliable natural gas to our members.

All members in good standing may participate in the democratic process, which is unique to cooperatives. Members may nominate candidates to the Board of Directors, vote in the Annual Election of Directors or choose to stand as a candidate in the Annual Election of Directors held at the Annual General Meeting (AGM) in June of each year.

This document provides important information about the Director nomination process, including the roles and responsibilities of a Director at Triple W. Potential candidates may contact any members of the Board of Directors, the Chair of the Nomination Committee or call the office and discuss the position with the General Manager at 403-642-3991.

Triple W was incorporated in 1971 in response to the growing demand for natural gas services in the County of Warner and Lethbridge County. Spearheaded by a few pioneers around kitchen tables across Alberta, these men and women canvassed their neighbors and eventually lobbied the provincial government for funding to develop the necessary infrastructure to heat rural homes and farms. The cooperative model ensured community benefit and pride of ownership in this valuable rural utility.

**Vision** To be recognized as an innovative leader in the natural gas industry by providing valuable service through our knowledgeable staff and Board of Directors.

**Mission** To safely supply clean, reliable natural gas to our rural members through our qualified staff and proactively maintained infrastructure.

## 2. CODE OF ETHICS

### I. As a director of the Triple W Natural Gas Co-op Ltd. (Triple W), I recognize:

- a. That my fellow members have entrusted me with the oversight of Triple W;
- b. That I provide a direct link in the transfer of ideas, information, constructive criticism and suggested alternatives from the members to the Board of Directors.

### II. In view of the foregoing considerations, it shall be my constant endeavor:

- a. To devote time, thought and study to the duties and responsibilities of Triple W so that I may render effective and credible service;
- b. To work with my fellow Triple W Directors in a spirit of harmony and co-operation in spite of differences of opinion that may arise during vigorous debate on points of issue, and keep these differences confidential outside the meeting room;

- c. To base my personal decision upon all available facts in each situation; to vote my honest conviction in every case, unswayed by partisan bias of any kind, thereafter, to abide by and uphold the final decision of the Board of Directors;
- d. To not use my position to further the interest of any organization which is opposed to the interests and principles of Triple W, nor will I engage in any activities which would be prejudicial to Triple W;
- e. To resist every temptation and outside pressure to use my position as a Triple W Director to benefit either myself or any other individual or agency apart from the total interest of Triple W;
- f. To bear in mind under all circumstances that the primary function of Triple W Board of Directors is to establish the policies by which Triple W is to be administered but that the implementation of the policies of Triple W shall be under the guidance of and delegated by the Triple W General Manager;
- g. To bear in mind if I have a grievance with a fellow member of the Board or staff of Triple W, I shall make my grievance known to the Chairperson or Vice Chairperson who shall be responsible to endeavor to mediate the grievance;
- h. To be aware that whereupon a Director is absent from three (3) consecutive meetings without a valid reason such individual shall be asked by the Board of Directors of Triple W to step down from office, and that such Director must agree to comply with a request to step down; and

### **III. Confidentiality**

- a. All information, all discussions and all materials shall be deemed confidential;
- b. Retirement or resignation of a Director constitutes that all information of Triple W remains confidential;
- c. Classified documents are to be kept within the walls of Triple W office, and not to be taken from the Triple W office unless authorized by the Board of Directors; and
- d. The procedure of acting upon set policy and discussion on motions within Triple W meetings shall be kept confidential outside said meetings.

### **3. ELECTION OF DIRECTORS**

There are seven (7) Director positions, which comprise the Board of Directors, including an executive committee consisting of Chair, Vice-Chair and Secretary/Treasurer. Directors provide policy direction to the business affairs of Triple W, pursuant to the bylaws as established within

the *Alberta Rural Utilities Act and Regulations* and in accordance with the Supplemental Bylaws of Triple W.

Each member has the opportunity to annually elect either two (2) or three (3) individuals to the Board of Directors, each for a three (3) year term or as required to fill additional Director vacancies. The term of office for each of the seven (7) Directors expires on a staggered basis; that is, the term of office for two (2) Directors expires in one year, two (2) Directors the next year, and three (3) Directors the following year, effective as of the respective AGM. The format allows for a transition period to enable the newly elected Directors to seamlessly assimilate their roles and responsibilities.

Members elect Directors through a formal, democratic voting process. For Director elections at the AGM, the following procedures will be followed:

1. Director's Nomination Handbook will be available on-line at [www.triplewgascoop.ca](http://www.triplewgascoop.ca) or from the office at 41072 Range Road 17-1A, County of Warner, Alberta.
2. Nominations for the upcoming election of Directors of the Board must be filed at the Triple W office between April 1st and May 15th. If May 15<sup>th</sup> falls on a weekend, nominations will be accepted till the next business day following the 15<sup>th</sup>.
3. The AGM will be held in June each year at the Triple W office; with the Board of Directors organizational meeting to immediately follow the AGM.
4. Triple W will advertise for "Call for Nominations" to the membership stating the opening and closing dates and the number of Directors required to be elected. This notice will be circulated on Triple W's website and its monthly bills.
5. The Nomination Committee will vet all applicants to determine if the applicant is a member in good standing.
6. Candidate resumes will be posted on the Triple W website and available at the Triple W office before and at the AGM
7. Each accepted candidate will be requested to deliver a short presentation and be prepared to answer questions from the members in attendance.
8. Voting, if required, will be undertaken by secret ballot.
9. Immediately after counting the ballots, the results will be announced.

#### **4. VOTING**

All members in good standing present shall have a vote on every ballot. If a member contract is in joint names, only one may vote and must be registered before voting. In the instance where there is joint member ownership of two contracts, one member may vote for one contract, and the other may vote for the second contract. If the joint ownership members have more than two contracts, voting is limited to only two contracts.

## **5. DIRECTOR ELIGIBILITY, QUALIFICATIONS AND RESPONSIBILITIES**

Any member in good standing may attend and vote at meetings and be elected a director, subject to the nomination eligibility provisions:

1. The member is eighteen (18) years of age or older and is in good standing;
2. The member is not an employee of the association or an employee of a company under contract to the association;
3. The member's spouse or common-law partner is not a director nor a permanent employee of the association;
4. The member or the member's spouse or common-law partner is not a director, officer, or employee of other institutions or businesses that are engaged in activities similar to the activities in which the association is engaged in the normal course of business;
5. The member resides in the Zone for which there is an election. See Attachment A for Triple W Zone breakdowns. If no member comes forward from that Zone, any member from any Zone can run for that election position;
6. The member is in agreement with, and is prepared to sign, a commitment letter to adhere to the association's Director's Code of Ethics; and
7. Nomination papers must be signed by five (5) members in good standing.

Triple W requires Directors who are:

1. Individuals of good character;
2. Familiar and knowledgeable about the cooperative business model;
3. Able and willing to represent the interests of the members and Triple W above all other interests;
4. Have a demonstrated capability in interpersonal relationships and teamwork;
5. Aware of the legal liabilities implicit with Board memberships; and
6. Able to add to the diversity of knowledge and skills of the existing Board of Directors.

Directors collectively speak and act on behalf of the members. The Board of Directors has responsibility for the following matters:

1. Selecting, appointing, monitoring and evaluating the general manager;
2. Stewardship of the planning process by active participation in the strategic planning;
3. Reviewing and approving the operating budget;
4. Identify and manage risks to the business;
5. Ensure succession planning is in place for Directors and the staff of Triple W;
6. Develop and review policies;
7. Attend all monthly Board meetings, committee meetings, the Triple W AGM, any other special meetings and are encouraged to attend at least one (1) Zone meeting per year, and at least one (1) Federation AGM in their term;
8. Serve on at least one committee;

9. Attend Board training and development sessions; and
10. Represent Triple W at other cooperative related meetings.

## **6. A MEMBER IN GOOD STANDING**

Triple W defines a “member in good standing” shall be a person who:

1. Has paid the membership fee;
2. Has entered into a contract for the provision of natural gas service;
3. Has paid the required contribution of construction and extension of works cost, if any;
4. Has paid all accounts rendered by the Association when they become due; and
5. Has been declared by the Board, acting reasonably, to be a member in good standing.

## **7. DIRECTOR COMPENSATION**

Directors receive meeting compensation paid semi annually:

The Board has the following committees:

1. Finance
2. Human Resources
3. Nomination

Travel expenses will be reimbursed as mileage at the current prescribed CRA rate.

## **9. NOMINATION PACKAGE**

If all nomination eligibility requirements are met:

1. Complete the Director Nomination Form (Attachment B)
2. Submit a short resume

Candidates/nominees are required to send or deliver the completed nomination package no later than **4:00 pm MST on May 15th** to:

Triple W Natural Gas Co-op Ltd.

Attention: Nomination Committee

PO Box 69

Warner, AB TOK 2L0

Or by email to [triplew@telusplanet.net](mailto:triplew@telusplanet.net)

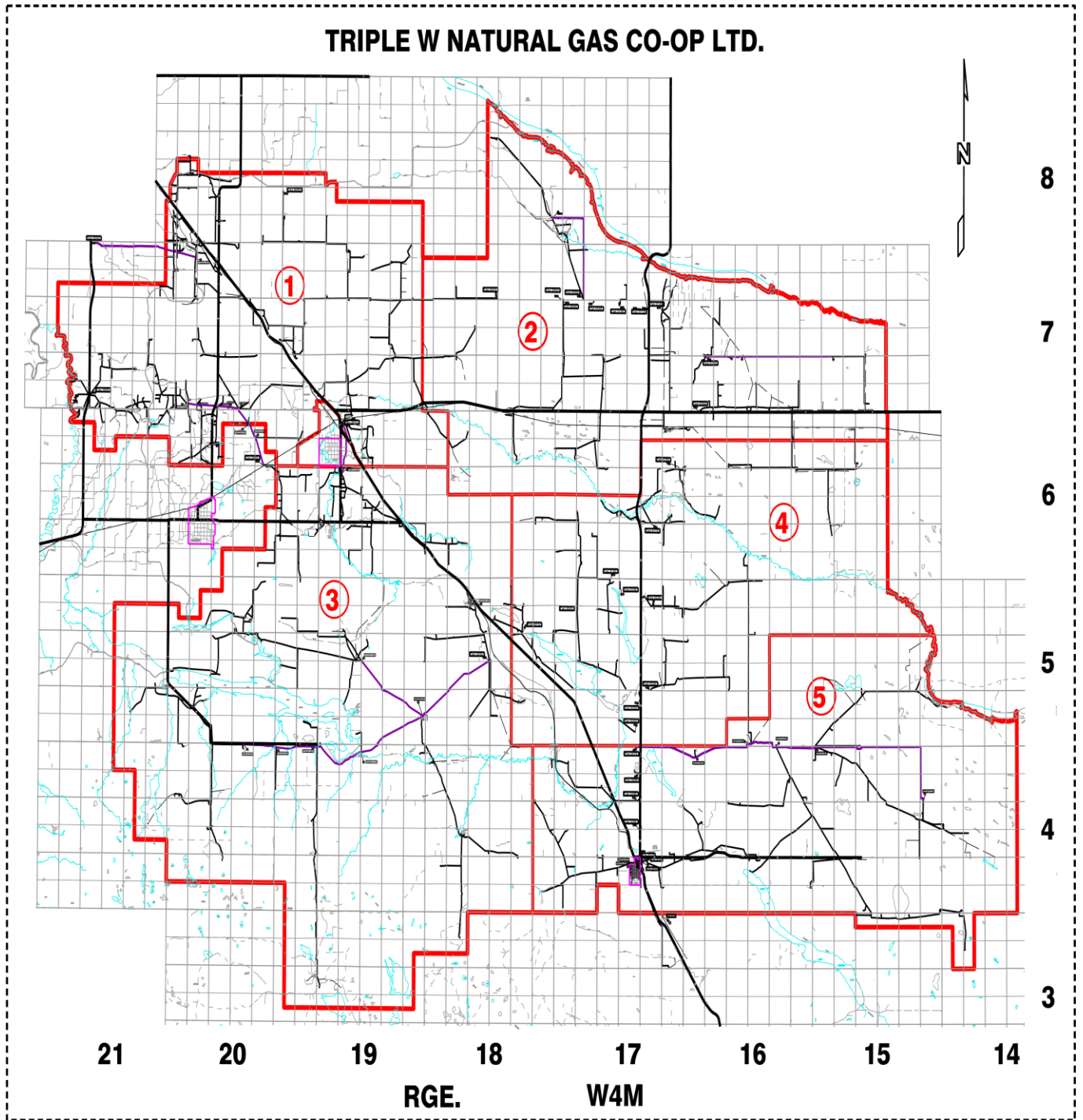
Or by fax to 403-642-3627

After the close of nominations, the Nomination Committee will review each nomination package to confirm candidate eligibility and to ensure that the required information has been

provided. Each nominee will be advised of their eligibility status following the review process in late May. Candidates determined not to be eligible, will be notified.



Attachment A- Director Zone Areas



**Attachment B- Directors Nomination**

Nominee Name (Please Print) \_\_\_\_\_ Account# \_\_\_\_\_

Address \_\_\_\_\_ Postal Code \_\_\_\_\_

Home Phone ( ) \_\_\_\_\_ Business ( ) \_\_\_\_\_

Email \_\_\_\_\_

Nominee's Signature \_\_\_\_\_

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**Instructions for Nomination:** *Each candidate seeking election to the Triple W Natural Gas Co-op Ltd. Board of Directors must provide a minimum of 5 member nominators (supporters). For each nominator listed below, the account number provided must be held in the nominator's name or held with a co-habiting spouse or adult inter-dependent partner. The nominee is responsible for ensuring the information provided below is accurate and complete. For privacy purposes, the information provided on this form will be reviewed and used only by Nomination Committee and will be held in the strictest of confidence.*

Nominator's Name (Please Print) \_\_\_\_\_ Account# \_\_\_\_\_

Address \_\_\_\_\_ Postal Code \_\_\_\_\_

Home Phone ( ) \_\_\_\_\_ Business ( ) \_\_\_\_\_

Email \_\_\_\_\_

Nominator's Signature \_\_\_\_\_

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Nominator's Name (Please Print) \_\_\_\_\_ Account# \_\_\_\_\_

Address \_\_\_\_\_ Postal Code \_\_\_\_\_

Home Phone ( ) \_\_\_\_\_ Business ( ) \_\_\_\_\_

Email \_\_\_\_\_

Nominator's Signature \_\_\_\_\_

Nominator's Name (Please Print) \_\_\_\_\_ Account# \_\_\_\_\_

Address \_\_\_\_\_ Postal Code \_\_\_\_\_

Home Phone ( ) \_\_\_\_\_ Business ( ) \_\_\_\_\_

Email \_\_\_\_\_

Nominator's Signature \_\_\_\_\_

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Nominator's Name (Please Print) \_\_\_\_\_ Account# \_\_\_\_\_

Address \_\_\_\_\_ Postal Code \_\_\_\_\_

Home Phone ( ) \_\_\_\_\_ Business ( ) \_\_\_\_\_

Email \_\_\_\_\_

Nominator's Signature \_\_\_\_\_

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Nominator's Name (Please Print) \_\_\_\_\_ Account# \_\_\_\_\_

Address \_\_\_\_\_ Postal Code \_\_\_\_\_

Home Phone ( ) \_\_\_\_\_ Business ( ) \_\_\_\_\_

Email \_\_\_\_\_

Nominator's Signature \_\_\_\_\_