

DIRECTOR QUALIFICATIONS AND ELIGIBILITY CRITERIA

APPROVED: SEPTEMBER 6, 2022

I. Background

1. Alberta Recycling Management Authority (the "Authority") will benefit from a diverse group of Directors who possess the experience, skills, expertise and time to make a significant contribution to the Authority, its Board of Directors (the "Board") and its stakeholders.
2. When the Members appoint individuals to the Board, and when the Minister of Environment and Parks ("Minister") appoints individuals to the Board, they shall endeavor to select persons consistent with these Director Qualifications and Eligibility Criteria established by the Authority from time to time.
3. Candidates and potential candidates for membership on the Board ("Candidates") will be reviewed in the context of the then current composition of the Board, the operating requirements of the Authority, the long-term interests of the Authority and the Candidate's ability to assist the Authority to effectively carry out its objects.
4. The Nominating Committee will identify, evaluate and recommend Candidates to become members of the Board with the goal of creating a balance of knowledge and experience.
5. Attention will be given to ensuring that the collective mix of skills and experience supports the Board's ability to add strategic value to the Authority. The Nominating Committee will also seek to achieve diversity in the Board's membership composition.
6. The following are specific criteria against which Candidates will be assessed.

II. Personal Attributes

1. Candidates should have a significant connection to Alberta, demonstrate an understanding of Alberta industry and policies, and be available to meet at or in Alberta on short notice as may be required.
2. Candidates should demonstrate an appreciation of fiduciary duties and responsibilities;
3. Preference will be given to Candidates who can add to the diversity of viewpoints and experience on the Board, including, without limiting the generality of the foregoing, Candidates that have or who demonstrate:

- (a) education, experience or understanding of the recycling industry, waste diversion, waste minimization, extended producer responsibility issues, or related knowledge and experience;
 - (b) experience and understanding on issues of governance and accountability;
 - (c) previous board governance experience;
 - (d) financial accounting and management literacy would be an asset and favourably considered; and
 - (e) leadership experience.
4. While it is recognized that conflicts may arise from time to time, Candidates should be free from direct or indirect financial, structural or inherent conflicts of interest.
 5. Candidates should have a willingness to act on, and remain accountable for, their decisions while serving on the Board.
 6. Candidates should provide references who are able to recommend the Candidate and who have personal knowledge of the Candidate's skills and qualities.
 7. Candidates should have a personal history of achievements that reflect high standards for themselves and others.

III. Qualifications

1. Candidates shall be selected so that, collectively, the Board should have an understanding of:
 - (a) resource recovery and waste reduction;
 - (b) supply chain management;
 - (c) compliance and enforcement, including compliance auditing;
 - (d) data management systems and analysis, information technology issues and trends;
 - (e) information management, including privacy, security and data collection;
 - (f) finance and auditing;
 - (g) business and risk management;
 - (h) corporate governance and management;
 - (i) public administration and government relations; and

stakeholder engagement and communications.

IV. Disqualification

1. A member appointed to the Board shall not, currently or within six (6) months prior to their appointment to the Board, be:
 - (a) an employee of the Authority;
 - (b) a director, officer or employee of a manufacturer, distributor or retailer of a material designated by regulation under the *Environmental Protection and Enhancement Act*, (Alberta) RSA 2000, c E-12 (the "EPEA");
 - (c) a director, officer or employee of a corporation, association, society, organization, body or other entity or individual representing a manufacturer, distributor or retailer of a material designated by regulation under the;
 - (d) a director, officer or employee of a management board or other body, other than the Authority, established, whether as a corporation or otherwise, for any purpose in connection with a regulation made under Part 9 of the EPEA;
 - (e) a director, officer or employee of a corporation, association, society, organization, body or other entity or individual designated to carry out the responsibilities of a manufacturer, distributor or retailer of a material designated by regulation under the EPEA;
 - (f) a director, officer or employee of a corporation or other entity or individual that is an owner or operator of a waste disposal site or waste management facility, including, but not limited to, any lands, facilities or equipment used in the minimization, collection, handling, transportation, storage, processing, recycling or disposal of waste other materials designated by regulation;
 - (g) a director, officer or employee of an association or other entity or individual representing the interests of owners and operators of waste disposal sites and waste management facilities described in paragraph (f);
 - (h) a member of a municipal council or an officer or employee of a municipality or of an association representing municipalities, members of municipal councils or officers or employees of municipalities;
 - (i) a director, officer or employee of a corporation or other entity established by a municipality where the corporation or entity's mandate relates to resource recovery and waste minimization and reduction;
 - (j) a Member of the Parliament of Canada or Member of the Legislative Assembly of Alberta; or

- (k) a lobbyist required to register under the *Lobbyists Act*, (Alberta) SA 2007, c L-20.5.;
2. Notwithstanding section IV.1, a Board member appointed is not disqualified if they are:
- (a) an employee of a registered charity, university, college or hospital;
 - (b) an employee as defined under the *Public Service Act*, (Alberta) RSA 2000, c P-42; or,
 - (c) a person who has been approved, in writing, by both the Minister and the Chair of the Authority.

V. Board Member Recommendations

1. Applications and nominations for Candidates, consistent with these Director Qualifications and Eligibility Criteria shall be submitted to the Chair of the Nominating Committee who will forward such nominations to all members of the Nominating Committee. In order to provide sufficient time to enable the Nominating Committee to evaluate Candidates, the Chair of the Nominating Committee must receive the nominations no later than sixty (60) days before the Authority's annual general meeting. Nominations must contain the following information about the Candidate:
- (a) Name;
 - (b) Age;
 - (c) Business and current residence addresses;
 - (d) Principal occupation or employment and employment history (job title, and name and address of employer) for the past ten (10) years (or such shorter period as the candidate has been in the workforce);
 - (e) Educational background;
 - (f) Permission for the Authority to conduct a background investigation, including the right to obtain education, employment and credit information;
 - (g) A signed statement from the candidate that they are not disqualified from being a Director for any reason set out in section IV; and
 - (h) A signed consent of the candidate to serve as a director of the Authority, if appointed.

VI. Commitment and Capacity to Contribute

1. Candidates are expected to:

- (a) commit the time that is required to fulfill their responsibilities;
- (b) maintain an excellent attendance record at scheduled Board and Board committee meetings, attend occasional special meetings and be adequately prepared for all meetings;
- (c) travel, as required, to participate in Board and Board committee meetings;
- (d) act in the best interests of the Authority and objectively appraise the performance of the management of the Authority; and
- (e) perform their duties consistent with the Authority's mandate, objects, bylaws and policies.