



OPPORTUNITY PROFILE

Board Directors

ABOUT AQUATERA

Aquatera is the leading provider of water, wastewater and solid waste services in the Grande Prairie region, bringing extensive experience and proven expertise to both rural and urban, private and industrial sectors. We play an integral role in growing healthy communities and advancing economic and social health where we live and work.

In business since 2003, Aquatera has been a model of regional cooperation between our municipal shareholders in northern Alberta, serving more than 80,000 customers in one of the country's fastest growing regions. Our model is both profitable and sustainable, and consistently delivers value to our shareholders, even through challenging times.

Whether a municipality, a large company or a smaller organization, we deliver on what customers expect: quality service and competitive rates; strict adherence to environmental regulations; and service that is carefully tailored to each customer's needs.

We provide a full range of options for clients including the ownership and/or contract operations of water, wastewater and solid waste services, contracted services, and consulting.

We care about the communities we serve, and we are committed to their economic, environmental and social health. We collaborate, we engage and we partner. And as a result, we have created a culture of trust, value and respect.

THE OPPORTUNITY

Aquatera is committed to transparency and to responsible corporate governance practices. The Board is responsible for the stewardship of the Company, establishing the key policies and standards for the Company, including policies for the assessment and management of its risks and for reviewing and approving its strategic plans. To meet its corporate governance and oversight responsibilities, the Board has adopted a Board Mandate, a set of Committee Charters and associated work-plans for how the business and affairs of the Company will be carried out. In addition to this, Board and Committee Procedures and Director Expectations documents supplement the Board's mandate by specifying the expectations the Corporation places on its Directors in terms of performance and criteria. The Board believes that these practices benefit all stakeholders and form the building blocks for long-term success.

Aquatera's Board consists of nine independent members and is seeking **three (3)** Directors to be appointed in June 2023 at the Annual Meeting of the Shareholders. In order to ensure consistency, these three (3) new Board Directors will have staggered terms of either one (1), two (2), or three (3) year initial term with the ability for reappointment.

The Board meets quarterly in March, June, September and November with committee meetings to be held the day before the board meeting. The Board also gathers for an annual 2 – 3 day retreat.

The current Board has three standing Committees:

- Audit and Risk Committee
- Human Resources and Compensation Committee
- Governance and Environment Committee

Committee members are selected with regard to previous senior Executive and leadership experience and/or extensive Directorship experience.

THE PERSON

The Board Director candidates will be seasoned leaders, with extensive Board and executive leadership experience from a wide variety of industry sectors. They will be well respected members of the community and with all levels of government.

As a member of the Board of Aquatera, the Director will contribute positively and effectively to the maintenance of the Board as a strong, active and independent Board that operates ethically and according to the Board Mandate, law and best practice.

The ideal candidate will have one or more of the following:

- Experience in providing leadership and oversight of complex strategic planning exercises.
- Specific background and expertise in engineering or project management leadership.
- Extensive experience serving as legal counsel to a relevant, substantial corporate entity.
- Appointment as Chief Executive Officer of a similar sized or larger organization.
- Technology, cybersecurity and/or environmental expertise is highly desirable.
- Excellent business acumen.
- Ability to be collegial, balancing “advocacy” with inquiry.

Candidates who meet one or more of the above criteria and live or work in the Grande Prairie region are preferred.

Although an Institute of Corporate Directors (ICD) designation will be preferred, equivalent governance and related experience will be considered along with the required experience outlined in the Opportunity Profile.

Aquatera’s Board of Directors is committed to equity, diversity and inclusion. We strive for representation in membership from women, under-represented groups including racialized minorities and groups, people living with disabilities (including invisible and episodic disabilities), and members of First Nations, Inuit and Métis peoples. The ideal candidate will enhance the diversity of the Board. All qualified candidates are encouraged to apply.

KNOWLEDGE, SKILLS & ATTRIBUTES

A director who fulfils expectations:

Exhibits **independent judgment**: by maintaining impartiality, is aware of and guards against personal and organizational bias and inequity, maintaining clear delegations and refraining from engaging in management activities of any nature, by exercising the director’s own judgment and opinion; and by the director’s expected willingness to take a stand as needed even if contrary to prevailing wisdom or opinion, for the good of the organization.

Exhibits **integrity**: by being trustworthy, honest, candid, dependable and consistent in action, words and beliefs; by maintaining the utmost confidentiality and supporting and being accountable for board decisions; by demonstrating and insisting on high ethical standards; and by representing the company appropriately when interfacing with members of the public and acting in a manner that would withstand scrutiny and never using power inappropriately.

Displays **commitment to do the right thing for the good of the company**: by avoiding or remaining free from real or perceived conflicts or self-interest, or appropriately disclosing and managing these; and by impartially assessing perspectives and views without favour or prejudice to a particular stakeholder, interest or relationship.

Displays **commitment to an oversight role**: through meeting attendance with at least 80% of the board and committee meetings of which they are a member, availability, responsiveness, attentiveness and an information-seeking orientation; by evidence of diligent meeting preparation, review, and reporting and attention to detail; by the employment of competencies expected from or possessed by the director; and by possessing a solid understanding of

fiduciary, ethical and legal responsibilities of board membership, and the distinction between governance and management, and acting appropriately.

Displays a **capacity to challenge**: by critically, informatively, proportionately, and constructively inquiring, challenging, testing, scrutinizing and debating core assumptions, proposals, or decisions on major risks and strategic issues; probing factors contributing to variations between expected and actual performance; and, as needed, challenging emerging conventional wisdom or the board's group thinking or decision-taking process.

Displays a **willingness to act**: when financial and non-financial performance measures are not being met; by taking leadership of, and following through on, key topics as needed and gathering support from peer directors; and by assertiveness, perseverance, and supporting the taking of significant, ascendant or principled action or decisions as warranted.

Displays **conceptual thinking skills**: by being a quick study, willing to learn, and possessing the intellectual capacity to understand, combine, and interpret complex and diverse information; by thinking with an open mind and establishing patterns, connections and meanings among seemingly separate issues or disparate facts; and by effectively assessing interdependent, system-wide causes, relationships, and organizational alternatives.

Displays **communication skills (oral, written and visual)**: by listening, respecting, acknowledging, and building upon the viewpoints and perspectives of others; and by presenting thoughtful views and asking well-formulated questions in a clear, consistent, logical, honest, audible, well-timed, constructive, and persuasive manner and tone that contributes positively to debates.

Displays **teamwork skills**: by engaging directors and management with perception, acuity, tact, and rapport to build constructive working relationships and dynamics that engender mutual trust, respect and contribution; and by an orientation toward resolving differences of opinion, forging consensus, reaching solutions, and maintaining resiliency and composure under difficult circumstances.

Displays **influence skills**: by political adeptness, appealing to the interests of others, persuasive reasoning, and effective modelling behaviours to gain support for ideas and positions, by providing feedback, mentoring, coaching, and development of management and peer directors; and by negotiating, advocating, and using personal networks and alliances on behalf of the organization.

Complies with the **Code of Conduct Policy No. 412**, to the letter and in spirit.

Due to conflict of interest, elected officials, Shareholder Senior Administrator, Aquatera employees, or former Aquatera Board Directors who resigned from the Board prior to their maximum tenure and the 2 year waiting period has not elapsed are ineligible to apply. Other potential conflicts may also exist and will be discussed as they arise.

REMUNERATION

A Director of the Board will be paid a retainer of \$30,000 per year and for travel outside of the region to attend a Board or Committee meeting will receive \$300 for each day of travel.

The Board Chair and Committee Chair will receive a greater remuneration for additional obligations.

FOR INFORMATION PLEASE CONTACT:

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