



**WESTParkland**  
**GAS CO-OP LTD**

**2026**

**Board of Directors  
Nomination Package**



West Parkland Gas Co-op Ltd.  
Box 2187, Stony Plain, AB  
T7Z 1X7  
[www.westparklandgas.com](http://www.westparklandgas.com)

January 2, 2026

Dear West Parkland Gas Co-op Ltd. member:

**RE: Director Nomination Package**

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Thank you for your interest in becoming a member of the Board of Directors of West Parkland Gas Co-op Ltd.

Enclosed is a Candidate Application and Consent form for you to complete and return as part of your nomination package:

Please complete the above-required form and return it, along with the following:

- A completed detailed criminal records check completed within 30 days of the date of your application. (Please take 2 pieces of government issued ID to the nearest RCMP or Police Service Office as soon as possible to ensure results are provided prior to the deadline.)
- A cover letter; and
- A biography, résumé, or curriculum vitae

Prior to submitting your complete package, please read the following important documents (attached):

- 2026 Board elections timeline
- Draft 2026 Board meeting Calendar
- Extracts of the *Rural Utilities Act*, Rural Utilities Regulation;
- West Parkland Gas Co-op Ltd. Supplemental Bylaws #4 and # 8
- West Parkland Gas Co-op Ltd. Policies regarding Code of Conduct and Confidentiality

Please submit all materials electronically as listed on the Candidate Application and Consent Form by 4:30 p.m. on February 27, 2026, to [nominations@westparklandgas.com](mailto:nominations@westparklandgas.com).

Please note that we will return for re-submission any incomplete nomination packages, if received before the deadline.

The application materials submitted by prospective nominees will be reviewed by the Association's Nominating Committee for completeness and meeting eligibility requirements.

If you have any questions, please contact John Gilchrist at 780-970-1984 or [john@westparklandgas.com](mailto:john@westparklandgas.com). Visit [www.westparklandgas.com](http://www.westparklandgas.com) for more information about West Parkland Gas Co-op Ltd. and our governance.

Sincerely,

John Gilchrist  
Chair, Nominating Committee



West Parkland Gas Co-op Ltd.  
Box 2187, Stony Plain, AB  
T7Z 1X7  
[www.westparklandgas.com](http://www.westparklandgas.com)

### Director Candidate Application and Consent Form

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Name

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Mailing Address

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Phone Number

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Email Address

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West Parkland Gas Co-op Ltd. Membership Account No.

I understand that the role of the Nominating Committee is to ensure that eligible candidates are put forward to the membership. I hereby consent to being nominated for the above stated position of director on the board of West Parkland Gas Co-op Ltd., declare I am qualified to hold the position of director in accordance with the *Rural Utilities Act*, Rural Utilities Regulations, and the Supplemental Bylaws of West Parkland Gas Co-op Ltd., and understand that I will be notified if my nomination application is complete and I am eligible to run for election for the position of director.

I understand that the materials submitted will only be used for the purposes of the board election process, including communication with members. I consent to the disclosure of my cover letter, and biography/résumé/Curriculum Vitae for the purposes of the director elections, and specifically consent to their posting on the West Parkland Gas Co-op Ltd. website, and provision and distribution to members.

I have reviewed and confirm that I can be available for the Board and Committee meeting dates as set out in the Board meeting schedule.

I agree to the terms above.

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Date

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Signature

Please complete this form, attach all documents indicated below and deliver by email to the attention of the Chair, Nominating Committee via John Gilchrist, [nominations@westparklandgas.com](mailto:nominations@westparklandgas.com).

Nominees must provide the following:

1. A completed detailed criminal records check completed within 30 days of the date of your application.
2. A cover letter; and
3. A biography, résumé, or curriculum vitae

The Nominating Committee will review the application packages submitted by candidates for eligibility and completeness.

**THIS FORM AND ALL DOCUMENTS MUST BE RECEIVED BEFORE 4:30 P.M. ON FEBRUARY 27, 2026**

**\*\* QUALIFICATIONS OF DIRECTORS (see references below)**

Potential nominees must meet the following eligibility requirements:

1. Must be a member in good standing, as outlined in the *Rural Utilities Act*, Regulations, and the Association's Supplemental Bylaw #4;
2. In the case of membership contracts with joint owners, the nominee must be designated as the "Voting Member" on their contract;
3. Must not be a contractor currently providing services to the Association, or spouse (including common-law partners/ adult interdependent partners), of such contractor;
4. Must not be an employee of the Association, or spouse (including common-law partners/ adult interdependent partners), of such employee;
5. Must not have been an employee or contractor or spouse (including common-law partners/ adult interdependent partners), of such employee or contractor for a period of two (2) years following the last date of employment or the provision of contracted services for the Association;
6. Must not be a person with the status of bankrupt;
7. Must not be a represented adult as defined in the *Adult and Guardianship and Trusteeship Act* or the subject of a certificate of incapacity that is in effect under the *Public Trustee Act*;
8. Must not be a formal patient as defined in the *Mental Health Act*;
9. Must not be a person found to be of unsound mind by a court elsewhere than in Alberta;
10. Must be willing and able to commit to the time required to attend Board and committee meetings in accordance with Board policy;
11. Must not be a judgment debtor where such judgment has not been paid in full or where there is not a payment plan in place which is current at the time of nomination;
12. Must not be a director, officer, employee, or spouse of a director, officer or employee, of other institutions or businesses that are engaged in activities similar to the activities of the Association;
13. Must not be involved in litigation against the Association at the time of nomination;
14. Must not have been found guilty of an indictable offence unless a pardon has been granted for such offence;

15. Must not have been prohibited or otherwise removed as a director of an organization in the prior 5 years; and
16. Must not be a member of a professional body who has been involuntarily prohibited or restricted from practicing as a member of that body during the previous five (5) years.

**References (excerpts attached as part of Nominating Kit):**

*Rural Utilities Act*

*Rural Utilities Regulation*

West Parkland Gas Co-op Ltd. Supplemental Bylaws #4 and #8

### **Board Elections Timeline**

Date	Activity
January 2, 2026	Call for nominations – nomination packages available
February 27, 2026	Completed nomination forms due
April 14, 2026	Board elections (AGM)
April 14, 2026	Board Organizational meeting (after AGM)
Date to be finalized between April 15- May 5, 2026	New director orientation

### **DRAFT Board Meeting Schedule for 2026**

# Yearly Schedule of Meetings

## West Parkland Gas Co-op Ltd. Nominations

January 2026						
Su	M	Tu	W	Th	F	Sa
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

January							Meeting Type
01-02-26 (Fri)	Board Nominations Open						AGM
01-10-26 (Sat)	RBM/STRAT- Boardroom						Regular Board
01-14-26 (Wed)	Quarterly Meeting						Governance Committee

February 2026						
Su	M	Tu	W	Th	F	Sa
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28

February							Meeting Type
02-11-26 (Wed)	RBM- Boardroom						Regular Board
02-18-26 (Wed)	Quarterly Meeting						Finance Committee
02-27-26 (Fri)	Completed Board Nominations Due						AGM

March 2026						
Su	M	Tu	W	Th	F	Sa
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30	31				

March							Meeting Type
03-04-26 (Wed)	RBM- Boardroom						Regular Board
03-11-26 (Wed)	Quarterly Meeting						COM Committee

April 2026						
Su	M	Tu	W	Th	F	Sa
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30		

April							Meeting Type
04-01-26 (Wed)	RBM- Boardroom						Regular Board
04-08-26 (Wed)	Quarterly Meeting						Governance Committee
04-14-26 (Tue)	AGM at Blueberry Hall						AGM
04-14-26 (Tue)	OBM at the hall						Board Organization

May 2026						
Su	M	Tu	W	Th	F	Sa
					1	2
3	4	5	6	7	8	9
10	11	12	13	14	15	16
17	18	19	20	21	22	23
24	25	26	27	28	29	30
31						

May							Meeting Type
05-06-26 (Wed)	RBM- Boardroom						Regular Board
05-13-26 (Wed)	Quarterly Meeting						Finance Committee

June 2026						
Su	M	Tu	W	Th	F	Sa
	1	2	3	4	5	6
7	8	9	10	11	12	13
14	15	16	17	18	19	20
21	22	23	24	25	26	27
28	29	30				

June							Meeting Type
06-03-26 (Wed)	RBM- Boardroom						Regular Board
06-10-26 (Wed)	Quarterly Meeting						COM Committee
06-22-26 (Mon)	Member Appreciation Day						Staff and Board Functions

# Yearly Schedule of Meetings

## West Parkland Gas Co-op Ltd. Nominations

July 2026						
Su	M	Tu	W	Th	F	Sa
			1	2	3	4
5	6	7	8	9	10	11
12	13	14	15	16	17	18
19	20	21	22	23	24	25
26	27	28	29	30	31	

July	Meeting Type
07-08-26 (Wed) RBM- Boardroom	Regular Board
07-15-26 (Wed) Quarterly Meeting	Governance Committee

August 2026						
Su	M	Tu	W	Th	F	Sa
						1
2	3	4	5	6	7	8
9	10	11	12	13	14	15
16	17	18	19	20	21	22
23	24	25	26	27	28	29
30	31					

August	Meeting Type
08-05-26 (Wed) RBM- Boardroom	Regular Board
08-12-26 (Wed) Quarterly Meeting	Finance Committee

September 2026						
Su	M	Tu	W	Th	F	Sa
			1	2	3	4
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30			

September	Meeting Type
09-03-26 (Thu) RBM- Boardroom	Regular Board
09-09-26 (Wed) Quarterly Meeting	COM Committee

October 2026						
Su	M	Tu	W	Th	F	Sa
				1	2	3
4	5	6	7	8	9	10
11	12	13	14	15	16	17
18	19	20	21	22	23	24
25	26	27	28	29	30	31

October	Meeting Type
10-07-26 (Wed) RBM- Boardroom	Regular Board
10-14-26 (Wed) Quarterly Meeting	Governance Committee
10-21-26 (Wed) Annual Meeting	Finance Committee

November 2026						
Su	M	Tu	W	Th	F	Sa
1	2	3	4	5	6	7
8	9	10	11	12	13	14
15	16	17	18	19	20	21
22	23	24	25	26	27	28
29	30					

November	Meeting Type
11-04-26 (Wed) RBM- Boardroom	Regular Board
11-11-26 (Wed) Quarterly Meeting	Finance Committee
11-23-26 (Mon) Federation AGM	Federation AGM

December 2026						
Su	M	Tu	W	Th	F	Sa
			1	2	3	4
6	7	8	9	10	11	12
13	14	15	16	17	18	19
20	21	22	23	24	25	26
27	28	29	30	31		

December	Meeting Type
12-02-26 (Wed) Quarterly Meeting	COM Committee
12-09-26 (Wed) RBM- Boardroom	Regular Board



Province of Alberta

## **RURAL UTILITIES ACT**

**Revised Statutes of Alberta 2000  
Chapter R-21**

Current as of December 10, 2024

### **Office Consolidation**

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association until the directors otherwise direct with the concurrence of the Director.

(3) The Director, with the concurrence of the Minister, may withhold or delay the refunding of the reserves, or portions of the reserves, having regard to the reserves reasonably required.

1985 cR-21 s11

#### General meetings

**12(1)** The first general meeting of an association must be held within 2 months from the date of incorporation and subsequently a general meeting shall be held annually at the time and place prescribed in the bylaws.

(2) Special general meetings of an association may be called at other times as prescribed in the bylaws.

(3) If it is impractical to call a meeting of an association in the manner provided for in the bylaws, the Court of King's Bench may on application prescribe the manner of calling the meeting.

(4) At meetings of an association

- (a) a member has one vote regardless of the number of utility service contracts held by the member, and
- (b) no member may vote by proxy.

(5) Notwithstanding subsection (4)(b), a person who is named as a member's attorney in an enduring power of attorney within the meaning of the *Powers of Attorney Act* and who has authority to act under the enduring power of attorney may, unless the enduring power of attorney provides otherwise, exercise the member's vote at a meeting of the association.

RSA 2000 cR-21 s12;2003 c5 s3;AR 217/2022

#### Election of directors

**13(1)** The election of directors shall be by ballot and each member is entitled to one vote only and each vote shall be cast or given by the member entitled to vote and by no other person.

(2) If an election of directors is not held on the day designated in the bylaws of the association for it to be held, the association shall not for that reason be dissolved, but an election may be held on another day

- (a) in a manner provided for in the bylaws, or

(b) at a general meeting of the members called for that purpose, notice being given of the election as provided in the bylaws for calling a general meeting,

and all acts of the directors before their successors are appointed, unless otherwise invalid, are valid and binding.

(3) A director elected at the first general meeting who is not at the time of the director's election a member of the association and who fails to become a member within 2 months from the date of the director's election ceases to be a director and the vacancy so created shall be filled by appointment by the remaining directors.

(4) No person who is not a member of the association shall be elected or appointed a director after the first general meeting and the election or appointment of a person who is not a member is void.

(5) When the bylaws of an association provide for the election of directors by members voting by districts, the directors so chosen are deemed to be elected by all the members who voted for the directors to the same extent as if the election had been by vote of all the members eligible to vote.

(6) When a vacancy occurs on the board of directors, the remaining directors may appoint as a director a member who is in good standing with the association, who shall hold office until the next general meeting of the association.

(7) All acts of the directors are valid notwithstanding a defect in the appointment or qualification of any director.

(8) Notwithstanding anything in this section, where a corporation is a member of an association, the person appointed by the corporation to represent it at meetings of the association is eligible to be a director of the association.

1985 cR-21 s13;1998 c23 s21

#### Alternative methods of voting

**14** A vote in respect of any matter relating to an association, including but not limited to a matter before a general meeting, may be conducted by mail or electronic means in accordance with the bylaws of an association.

1998 c23 s21

### Management of Business and Affairs

#### Powers of directors

**15(1)** The directors have the general direction and supervision of the affairs and business of the association.



Province of Alberta

## RURAL UTILITIES ACT

# RURAL UTILITIES REGULATION

### **Alberta Regulation 151/2000**

With amendments up to and including Alberta Regulation 201/2024

Current as of December 10, 2024

#### Office Consolidation

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that those present at that time constitute a quorum and be empowered to transact the business to be brought before the meeting.

**(4)** If the resolution referred to in subsection (3)(b) is passed by a majority vote of members present and recorded in the minutes, the meeting may then proceed and those members present constitute a quorum.

#### **Voting and order of business**

**7(1)** At a general meeting of the association, a majority vote of the members casting votes may decide all questions, except when an extraordinary resolution is required.

**(2)** Subject to section 17(3) and (4), each member in good standing has one vote on any question.

#### **Composition and election of board**

**8(1)** The board is to consist of an odd number of directors, not being fewer than 5.

**(2)** Notwithstanding subsection (1), if an association has fewer than 50 members, the board is to consist of an odd number of Directors, not being fewer than 3.

**(3)** Any member in good standing or the representative of a corporation that is a member in good standing is eligible to be elected as a director.

**(4)** Candidates for election to the office of director must be nominated openly at a general meeting of the association.

**(5)** At the first general meeting of the association,

(a) there is to be elected to hold office until the first annual meeting of the association

(i) 1/3 of the total number of directors to be elected, or

(ii) if 1/3 of the number referred to in subclause (i) is not a whole number, the next highest whole number;

(b) there is to be elected to hold office until the 2nd annual meeting of the association

(i) 1/2 of the remaining number of directors to be elected after applying clause (a), or

- (ii) if 1/2 of the remaining number referred to in subclause (i) is not a whole number, the next highest whole number of directors;
- (c) there is to be elected to hold office until the 3rd annual meeting of the association the remaining number of directors to be elected after applying clauses (a) and (b).

(6) Subject to subsection (5), the term of office of a director is 3 years.

(7) Retiring directors are eligible for re-election.

#### **Powers and duties of board**

**9(1)** The board is to direct and supervise the business of the association, and may exercise all the powers of the association that are not required to be exercised by the membership in a general meeting.

**(2)** The board may appoint an executive committee from among its number and prescribe the committee's duties.

#### **Meetings of board**

**10(1)** Immediately after the first general meeting of the association and, subsequently, at the first meeting of the newly elected board after each annual meeting of the association, the board is to meet and elect from its own number

- (a) a chair or president, and
- (b) a vice-chair or vice-president,

and any reference in these By-laws to the chair or vice-chair is to be read as also referring to a president or vice-president respectively.

**(2)** At each meeting at which a chair is elected, the board must appoint

- (a) a secretary and a treasurer, or
- (b) a secretary-treasurer having the duties of both secretary and treasurer.

**(3)** The secretary and the treasurer or, where there is a secretary-treasurer, the secretary-treasurer, may, but need not, be a director or a member.

**West Parkland Gas Co-op Ltd.**

**Supplemental Bylaw 8**

At a Special General Meeting of the West Parkland Gas Co-op Ltd. (the “Association”) held on the 5<sup>th</sup> day of December, 2022, it was regularly moved and seconded that the Association add to its Supplemental Bylaws the following Supplemental Bylaw No. 8 which amends section 8(4) of the Rural Utilities Regulation Schedule 3, Standard Bylaws and rescinds and replaces the Association’s existing Supplemental Bylaw 7, the content for which is addressed through this supplemental bylaw.

Directors are entrusted with effectively governing the Association. Directors are required to act honestly and in good faith with a view to the best interests of the Association. Directors exercise their duties in this respect by, among other things, ensuring that there are policies, procedures, and processes in place to facilitate the Association’s strategic objectives and to ensure effective operations.

It is in the best interests of the Association that, among other things, the Association’s nomination and election process engenders the democratic process and ensures that nominees have a thorough understanding of the expectations, responsibilities, duties, and liabilities of the position of Director on the Board for the Association.

**Nomination and Election of Directors:**

This Supplemental Bylaw clarifies the process for nomination and election for the position of Director of the Association, as follows:

Nominations from the floor are procedurally replaced by this Supplemental Bylaw and will no longer be part of the nomination process.

The procedure for nominations for the position of Director is as follows:

1. Nominations for the upcoming election of Directors to the Board of the Association will open on the first business day of January preceding the Annual General Meeting and will remain open until no later than 45 days before the Annual General Meeting.
2. Potential nominees must meet the following eligibility requirements:
  - a. Must be a member in good standing, as outlined in the *Rural Utilities Act*, *Regulations*, and the Association’s Supplemental Bylaw #4
  - b. In the case of membership contracts with joint owners, the nominee must be designated as the “Voting Member” on their contract;
  - c. Must not be a contractor currently providing services to the Association, or spouse (including common-law partners/adult interdependent partners) of such contractor;
  - d. Must not be an employee of the Association or a spouse (including common-law spouses/adult interdependent partners), of such employee;
  - e. Must not have been an employee or contractor, or a spouse (including common-law spouses/adult interdependent partners), of such employee or contractor for a period of two (2) years following the last date of employment or the provision of contracted services for the Association;
  - f. Must not be a person with the status of bankrupt;

- g. Must not be represented adult as defined in the *Adult and Guardianship and Trusteeship Act* or the subject of a certificate of incapacity that is in effect under the *Public Trustee Act*;
- h. Must not be a formal patient as defined in the *Mental Health Act*;
- i. Must not be a person found to be of unsound mind by a court elsewhere than in Alberta;
- j. Must be willing and able to commit to the time required to attend Board and committee meetings in accordance with Board policy;
- k. Must not be a judgment debtor where such judgment has not been paid in full or where there is not a payment plan in place which is current at the time of nomination;
- l. Must not be a director, officer, or employee, or spouse of a director, officer or employee, of other institutions or businesses that are engaged in activities similar to the activities of the Association;
- m. Must not be involved in litigation against the Association at the time of nomination;
- n. Must not have been found guilty of an indictable offence unless a pardon has been granted for such offence;
- o. Must not have been prohibited or otherwise removed as a director of an organization in the prior 5 years; and
- p. Must not be a member of a professional body who has been involuntarily prohibited or restricted from practicing as a member of that body during the previous five (5) years.

3. The Association will ensure that the announcement for nominations, which will include the opening and closing dates, will be advertised to the membership utilizing local newspapers, electronic mailings, and direct mailings. The Association may also advertise using social media. Such announcement will state that nominations are hereby open for the election of the number of directors required to be elected, so as to maintain full complement of active Board positions as determined, from time to time, by the Board, and in accordance with the Association's Supplemental Bylaws.
4. Prospective directors may obtain an application package from the Association's office or from the Association's website during the time period in which nominations are open.
5. The application form(s) will be in the form approved by the Board, from time to time.
6. Prospective nominees must submit the following with their application:
  - a. A completed application form;
  - b. A criminal record check obtained within 30 days of the date of application;
  - c. A cover letter; and
  - d. A biography, resume, or curriculum vitae.
7. The application materials submitted by prospective nominees will be reviewed by the Association's Nominating Committee for completeness and meeting eligibility requirements.

8. Nomination materials for eligible nominees submitted other than the criminal records check will be posted on the Association's website and available to any requesting members a minimum of ten (10) days in advance of the Annual General Meeting. By submitting an application for nomination, the prospective director consents to the posting of the materials in support of such nomination on the Association's website, and the provision of such materials to any of the Association's members requesting such materials.
9. At the Annual General Meeting, all candidates requesting nominations who have met the eligibility requirements of this supplemental bylaw and who have submitted complete application materials will be nominated to stand for election of the applicable number of vacant director positions.
10. Each nominated candidate will be given an opportunity by the designated Director or applicable Committee Chair to address the assembled membership and to answer questions in accordance with the Association's election policies.
11. Voting at the Annual General Meeting will be conducted in accordance with the Association's policies.

On being put to the meeting, the motion was carried.

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#### **CERTIFICATION OF THE ASSOCIATION'S SECRETARY**

I, Brock Polasek, Secretary of West Parkland Gas Co-op Ltd. hereby certify that at the Special General Meeting of the Association held on the 5<sup>th</sup> day of December, 2022, the above noted Supplemental Bylaw of the Association was passed, and that a minimum of ten days' notice of the Special General Meeting was given to the membership, and the intent to so move this Supplemental Bylaw was given in such notice

Dated at the Town of Stony Plain, in the Province of Alberta, this 6<sup>th</sup> day of December 2022.

WEST PARKLAND GAS CO-OP LTD.

Per:



BROCK POLASEK, Secretary (Seal)

### 3.11 Code of Ethics – Directors

The Board of Directors is the public face of the Co-op and is responsible to contribute to the positive image and reputation of the Co-op. The Board of Directors is responsible for the strategic direction of the Co-op.

The Board of Directors is encouraged to have lively and vigorous debate during meetings and acknowledge they are required to follow the Director Code of Ethics attached to this policy.

Once the Board of Directors has met and made decisions, the Directors must speak with one voice and respect Board confidentiality.

#### Reading of Policy

This policy should be read at the first Regular Board meeting after the Annual Meeting. Directors are to sign the attached Director Code of Ethics Form.

#### Removal of Directors

If any Director is, to the satisfaction of the Board, found to be guilty of conduct contrary to this Code of Ethics, the Board may by resolution declare that Director's office vacant. In this event, the Board may proceed to fill the vacancy by appointing another member of the Association to take that Director's place.

#### *Related:*

- Emergency Procedure
- [3.6 Conflict of Interest](#)
- [3.11.2 Use of Electronic Devices](#)

#### *Policy History*

- 01/30/85-85-23
- 02/29/92-92-42
- 04/01/92-92-69
- "H" 02/01/99-99-84
- "H"12/17/08-08-135
- 02/07/17 – 17- 35
- 11/2/22 – 22-108

## Director Code of Ethics Form

1. As a director of the West Parkland Gas Co-op Ltd. (herein referred to as the Co-op), I recognize:
  - a. That my fellow members have entrusted me with the development of the Co-op;
  - 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
2. 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 the Co-op so that I may render effective and credible service;
  - b. To conduct myself in such fashion to positively promote the Co-op during the performance of my official duties and during private or other outside activities;
  - c. To follow the guidelines outlined in Policy 3.6 Conflict of Interest Employees and Directors with Outside Business Interests and/or Community Interests if I have outside business and/or community interests.
  - d. To not participate in decision making processes, debates or votes involving a transaction in which an immediate member of the Director's family (son, daughter, mother, father, brother, sister, spouse or adult interdependent partner, mother-in-law, father-in-law, or any relative living within the Director's household) is involved with the Co-op. In such circumstances, I shall withdraw from the meeting.
  - e. To not make requests of the Manager that are not covered directly by Co-op Policy.
  - f. To not issue procedural or policy directives to Co-op staff without first discussing same with the Manager, unless it concerns an emergency situation which demands immediate action (in which circumstance, I shall then inform the Manager of all details).
  - g. To not publicly criticize Co-op employees.
  - h. To not publicly criticize other Directors. However, this shall not restrict legitimate debate on issues affecting the Co-op at meetings of the Co-op's members.
  - i. To work with my fellow Co-op 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;
  - j. 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;
  - k. To not use my position to further the interest of any organization which is opposed to the interests and principles of the Co-op, nor will I engage in any activities which would be prejudicial to the Co-op;
  - l. To resist every temptation and outside pressure to use my position as a Co-op director to benefit either myself or any other individual or agency apart from the total interest of the Co-op;

- m. To bear in mind under all circumstances that the primary function of the Co-op board of directors is to establish the policies by which the Co-op is to be administered but that the implementation of the policies of the Co-op shall be under the guidance of and delegated by the Co-op manager;
- n. To bear in mind if I have a grievance with a fellow member of the board or staff of the Co-op, I shall make my grievance known to the chairperson who shall be responsible to endeavor to mediate the grievance;
- o. To understand that the Co-op requires that any committee member missing a committee meeting must make the chairperson of the committee aware of the reasons for his absence;
- p. To be aware that whereupon a committee member is absent from three consecutive meetings without a valid reason such individual shall be asked by the board of directors of the Co-op to step down from office, and that such committee member must agree to comply with a request to step down;
- q. To be aware that all minutes and information obtained by the committee member during their tenure on the committee must be returned to the Co-op upon resignation.

3. Confidentiality

- a. All information, discussion and material that the board of directors, or committee chairperson in its deliberations so designates as confidential shall be kept confidential;
- b. Notwithstanding III(a) above, and in recognition of the relationship that the Association has with Federation of Alberta Gas Co-op Ltd (Fedgas) and Gas Alberta Inc (GAI), it is accepted that information or business relating to or affecting the Association's relationship with Fedgas and GAI may, unless the Board determines otherwise, be shared with Fedgas or GAI.
- c. Retirement or resignation of a committee member constitutes that all information of the Co-op remains confidential;
- d. Classified documents are to be kept within the walls of the Co-op office, and not to be taken from the Co-op office unless authorized by the board of directors.
- e. The procedure of acting upon set policy and discussion on motions within Co-op meetings shall be kept confidential outside said meetings.



## Board Policy Manual

### Director's Commitment

I,

being elected or appointed by a member organization as a member of the board of directors of the West Parkland Gas Co-op Ltd., have read and fully comprehend the Co-op's Code of Ethics, and agree hereby to uphold this Code of Ethics.

If found to be in violation of the Code of Ethics of the West Parkland Gas Co-op Ltd., I agree to offer my resignation if requested by the majority of the Co-op board.

Any director that contravenes the Code of Ethics may be subject to legal action by the Co-op.

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DIRECTOR

DATE

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WITNESS

DATE