

Introduction

The Minister of Agriculture and Rural Development (the “Minister”) is responsible for the appointment of a minimum of six and a maximum of twelve directors as recommended by the board of directors (the “Board”) of the Alberta Livestock and Meat Agency Ltd. (the “Agency”).

Recruitment Principles

The following principles are integrated into the recruitment and appointment processes, which respect the Minister’s role to appoint Board members as recommended by the Board:

- Given the depth and breadth of responsibilities, the composition of the Board reflects its nature as a competency-based board.
- Suitability of a Board member, and ultimately selection, is based on personal qualifications of candidates for Board membership desired from an operational perspective, such as background, experience, technical skills, affiliations and personal characteristics, as well as ensuring that at least one quarter of the directors are Canadian residents, to enable the Board to successfully govern the Agency, in accordance with good governance practices and applicable law.
- Determination of governance needs, skill requirements and member selection will involve the Board, the Agency and the Minister.
- The Board has the responsibility to manage the recruitment process and make recommendations to the Minister for final appointment.
- The Board values conducting its affairs without regard for personal interest, and therefore implements rigorous screening processes to identify potential conflicts of interest that could influence or be perceived to influence personal actions or judgments. Additionally, the code of conduct and conflict of interest policy adopted by the Agency (the “Code of Conduct”), which applies to all Board members, sets forth the process for managing conflicts of interest or perceived conflicts of interest that may arise following appointment.
- The recruitment process is clear and consistently applied.

Recruitment Process

The Governance & Human Resources Committee reports to the Board on the following matters:

- (a) identifies individuals qualified to become Board members;

- (b) recommends candidates to fill Board vacancies, newly-created Board positions and committee positions;
- (c) recommends whether incumbent directors should be nominated for re-election to the Board upon the expiry of their terms;
- (d) establishes and recommends corporate governance principles applicable to the Board; and
- (e) monitors and evaluates the performance of the individual directors, each committee of the Board and the Board as a whole.

Recruitment and Selection Procedures

The Governance & HR Committee will actively recruit potential Board member candidates. This will ensure that all persons standing for appointment are highly qualified and fully committed to Board services.

Upon identification of a need for a new Board member, the Governance & HR Committee will:

- (a) define any skill and/or competency gaps, or both, resulting from the vacancy, to form the basis for the recruitment of a new individual for approval by the Board and the Minister. The skill sets desired for the individual Board members and the Board as a whole are set forth in the attached “Board of Director Skill and Competency” matrix;
- (b) encourage Board members and Agency associates to identify potential candidates for the position through their various contacts;
- (c) lead the identification of suitable candidates based on the following criteria: appropriate positive screening for conflicts of interest, their match to the competency requirements identified in the Board of Director Skill and Competency matrix, and potential compatibility with the Board and Agency; and
- (d) refer the suitable candidates to the Board for endorsement and referral to the Minister for approval.

The Minister will:

- (a) extend the membership offer on behalf of the Agency; and
- (b) ensure the appointment is communicated publicly in a timely manner.

The Chair of the Governance & HR Committee will:

- (a) address any concerns or issues arising from the recruitment process; and
- (b) provide orientation to the new Board member and obtain written commitment to the Code of Conduct.

Board of Directors Skill and Competency Matrix

Following are the basic skills that each Board member must possess in order to be eligible to sit on the Board, and specialty skills required by the Board as a whole for best governance of the Agency **and** for the fulfillment of its role as a ‘catalyst agency’.

Basic Skills (every Director must have these):

- (a) demonstrated interest and passion for building and maintaining a strong, vibrant livestock and meat industry;
- (b) excellent inter-personal skills and ability to work effectively in a group;
- (c) good oral and written communications;
- (d) understanding and experience with board structures and governance process;
- (e) commitment to represent the best interests of the Agency at all times; and
- (f) proven record of personal accomplishments in one or more areas in the following skill matrix.

Specialty Skills (Director would bring one or more of the following areas of expertise to the Board):

- Market development and diversification
- Livestock and meat product system enhancement
- Innovation and commercialization of livestock and meat products
- Research and development
- Industry education and training
- Strategic marketing and communications
- Transition and change development
- Retail expertise
- Food service expertise
- Food processing expertise
- International marketing and trade expertise
- Foreign affairs and diplomatic expertise
- Capital development and management expertise

Collectively, the Board shall have all of the following skills:

- (a) business acumen;

- (b) communication;
- (c) financial experience;
- (d) demonstrated understanding of legal and human resources principles and frameworks;
- (e) corporate governance experience; and
- (f) strategic planning experience.