



Date of Agreement: May 16, 2016

Trustee Service Agreement

District Governance

The Hagensborg Waterworks District (HWD) is an improvement district, an autonomous local government incorporated under Letters Patent through the *Local Government Act*, operating under supervision of, and reporting directly to the Ministry of Community, Sport and Cultural Development.ⁱ

The District is responsible for providing waterworks and fire protection for the benefit of the residents in the Hagensborg community.ⁱⁱ The District's powers include the ability to enact and enforce its regulations and charges, to assess and collect taxes, to acquire, hold and dispose of lands, to borrow money and to expropriate lands required to carry out its functions.ⁱⁱⁱ

The HWD is administered by an elected board of trustees, and served by the Officers of the district. The Board of Trustees make decisions to ensure that adequate funds are available to maintain current operations and to replace capital infrastructure as it ages. They are to ensure that the improvement district's resources are used effectively during their time in office, and that the public service(s) can be delivered indefinitely.^{iv}

The board of trustees exercise their powers through the passage of Policy resolutions and Bylaws.^v

While trustees are welcome to engage in conversation with the District's Officers and staff, and seek clarity of any point of service, direction for Action must come from the board as a whole, through the Chair.^{vi}

My Commitment to Service

As a Trustee of the Board, I understand that I have been elected by my community to represent the community as a whole.

In accepting this position, I hereby voluntarily set aside any and all other priorities that may conflict with, or negatively impact the viable and smooth operation of this government, both at and outside the board room.

I will support and not oppose directly or indirectly, or take any other stance against the policies and positions duly adopted by the District's Board of Directors. As representative of the District, I will maintain this duty of service in all manner of activities during my terms of office.

I understand this duty of service is not intended to, nor should it discourage debate within our Board or committee meetings. Such debate is encouraged and is part of my responsibility in the deliberation process.^{vii}

Initial

Confidentiality

In order to encourage and foster open and candid discussion at its meetings, the Board of Directors of Hagensborg Waterworks District believes confidentiality must be maintained.

As a Trustee of the Board of Directors for Hagensborg Waterworks District I recognize that I owe a fiduciary duty of care to the District. This includes a duty of confidentiality regarding any and all information relating to discussions at our In-Camera meetings, including materials presented.

I agree that Board and officers are free to discuss Actions adopted by the Board, however disclosing or distributing any information concerning the discussion and materials from the In-Camera Board meeting is prohibited.

I will direct any questions regarding my confidentiality obligations to the District Board Chair.

I acknowledge the confidentiality of this Agreement will continue indefinitely upon fulfillment of my term of office. ^{viii}

Initial

Conflicts of Interest Acknowledgment & Disclosure

As a Trustees of the Board of Directors, I recognize my duty requires me to avoid conflicts of interest and to act at all times in the best interests of Hagensborg Waterworks District.

I have read the Conflicts of Interest Policy herein attached, and agree to comply fully with its terms and conditions at all times during my service as a Trustee.

If at any time following this date of signature I become aware of any actual, potential, or perceived conflicts of interest, or if the information provided below becomes inaccurate or incomplete, I will promptly notify the HWD Board in writing.

Signature

Disclosure of Actual or Potential Conflicts of Interest:

I acknowledge and agree that my selection for service on the Board and the opportunities made available to me by serving on the Board constitute good and valuable consideration for entering into this agreement, the receipt and sufficiency of which I hereby acknowledge.

Signed in my individual capacity as Trustee: *Date:* _____

Signature _____ *Print Name:* _____

Policy (T) 1.3 Conflict of Interest

Background:

The purpose of the conflicts of interest policy (set forth below) is to help identify what constitutes a conflict of interest, assist the Board members in identifying and disclosing actual and potential conflicts, and help ensure the avoidance of conflicts of interest where necessary.

Policy Resolution:

This policy will be enforced against individual Board members as described:

1. Board members have a fiduciary duty to conduct themselves without conflict to the interests of Hagensborg Waterworks District.
2. In their capacity as Board members, they must subordinate personal, individual business, third-party, and other interests to the welfare and best interests of Hagensborg Waterworks District. A conflict of interest is conduct, a transaction or relationship that presents or might conflict with a Board member's obligations owed to the Hagensborg Waterworks District and the Board member's personal, business or other interests.
3. All conflicts of interest are not necessarily prohibited or harmful to Hagensborg Waterworks District. However, full disclosure of all actual and potential conflicts, and a determination by neutral Board member(s) or Hagensborg Waterworks District Corporate Officers – with the interested Board member(s) recused from participating in debates and voting on the matter – are required.
4. All actual and potential conflicts of interests shall be disclosed by Board members to the Hagensborg Waterworks District Board and Officer(s) through the annual disclosure form and/or to the Board whenever a conflict arises including verbally during a board meeting. Neutral members of the Hagensborg Waterworks District Board and/or Officer(s) shall make a determination as to whether a prohibited conflict exists and what subsequent action is appropriate, if any. If necessary, the Corporate Administrative Officer may be authorized to seek a legal opinion, at the district's expense, on the potential or perceived conflict. The Hagensborg Waterworks District Board and/or Officer(s) shall inform the Board of such determination and action. The Board shall retain the right to modify or reverse such determination and action in future, and shall retain the ultimate enforcement authority with respect to the interpretation and application of this policy.
5. On an annual basis, all Board members shall be provided with a copy of this policy and required to complete and sign the acknowledgment and disclosure form. All completed forms shall be provided to and reviewed by the Hagensborg Waterworks District Board and/or Officer(s), as well as all other conflict information, if any, provided by Board members.

ⁱ Improvement District Manual, p.9

ⁱⁱ Letters Patent 1964 & 1966

ⁱⁱⁱ Local Government Act, Section 746

^{iv} Improvement District Trustees Manual, p.7

^v Improvement District Manual, p.9, establishing governance by the Carver Model

^{vi} Carver Model, Officer contracts

^{vii} Improvement District Manual, p.9

^{viii} Trustees Handbook, p.22