

# **MANDATE AND ROLES DOCUMENT**

## **INVEST ALBERTA CORPORATION**

### **A. INTRODUCTION**

Invest Alberta Corporation (“IAC” or “the Corporation”) is an Alberta Crown corporation established under Section 3(1) of the *Alberta Investment Attraction Act* (AIA Act), as of 31 July 2020.

IAC is defined as a “public agency” under *Alberta Public Agencies Governance Act* (APAGA).

Although IAC operates at arm's length from the Government of Alberta (GoA), there is strategic cooperation and collaboration between IAC and the GoA.

Under Section 3(1) of APAGA, every public agency must have a Mandate and Roles Document (MRD) that is jointly developed by the public agency and its responsible Minister.

Each of IAC and the GoA consider it necessary and advisable to define and communicate the respective responsibilities and accountabilities of IAC and the GoA relative to the execution of the IAC's mandate.

#### **1. Nature of this document**

This MRD is jointly developed by IAC and the Minister pursuant to and in accordance with the requirements of Section 3 of APAGA.

This MRD is not a contract, nor does it establish or create legal obligations. Rather, it describes and reflects the mandate of IAC, its relationship with the Minister, its governance and operational structure, and respective roles, accountabilities, and responsibilities.

APAGA requires that this MRD be reviewed and renewed, amended, or replaced within three years after it was made or most recently amended. Furthermore, under Section 3(2) of APAGA, the MRD can be amended at any time by the Minister and IAC.

### **B. GOVERNING LAW**

#### **1. Public Agency Mandate of IAC**

The AIA Act establishes IAC as a corporation. IAC operates at arm's length from the GoA. A Chief Executive Officer (CEO) leads the management of IAC, reporting to a Board.

By Section 3(1) of the AIA Act, the mandate of IAC is to:

- promote investment in Alberta, with a focus on high-value, or high-impact investment;
- identify and pursue investment in Alberta, with a focus on high-value or high-impact investment;
- deliver and facilitate seamless and responsive investment attraction services that are targeted and customized for investors and that make the investment decision-making process as informed as possible for those investors; and,
- support the GoA in performing trade promotion and advocacy activities.

This will actualize through identifying and pursuing high-value or high-impact investment opportunities in key economic sectors by promoting Alberta as a competitive investment destination and delivering seamless and responsive investment services to its clients. IAC will assess opportunities and needs among clients to support investment decision making.

IAC will leverage international presence and networks, capital markets, communications addressing environmental, social and governance, assist with mergers and acquisitions, and facilitate public-private partnerships to achieve its mandate.

## **2. IAC Status**

IAC is, by statute, "for all purposes an agent of the Crown in Right of Alberta", which means:

- a) the GoA ultimately has legal responsibility for all debts, liabilities and obligations of IAC; and,
- b) IAC is entitled to all legal immunities and any applicable rights and benefits of the GoA.

IAC is a "Provincial corporation" as that term is defined in the *Financial Administration Act*(FAA).

## **3. Applicable Legislation and Regulations**

IAC is accountable to the GoA and subject to Government control and oversight under various provincial statutes, including:

- a) the *Alberta Investment Attraction Act* (AIA Act), which establishes and governs IAC;
- b) the *Conflicts of Interest Act* (COIA), which applies to IAC as a "public agency" under that Act;
- c) the *Alberta Public Agencies Governance Act* (APAGA), which applies to IAC as a "public agency" under that Act;
- d) the *Financial Administration Act* (FAA), which governs IAC as a "Provincial corporation".
- e) the *Sustainable Fiscal Planning and Reporting Act* (SFPRA), which requires IAC, as an "accountable organization" that is part of the Minister's "Ministry", to provide a business plan and annual report for each fiscal year;
- f) the *Freedom of Information and Protection of Privacy* (FOIP) Act, which applies to IAC as a "public body" under that Act;
- g) the *Lobbyists Act*, which applies to IAC as a "public agency" under that Act;
- h) the *Public Interest Disclosure (Whistleblower Protection)* Act, which applies to IAC as a "public entity" under that Act;
- i) the *Public Sector Compensation Transparency Act* (PSCTA), which specifies compensation disclosure requirements for "public sector bodies"; and,
- j) the *Reform of Agencies, Boards and Commissions Compensation Act* (RABCCA), which establishes the compensation framework for IAC.

IAC is not subject to the *Public Service Act*, except as applicable under Part 2 of the *Public Service Act*.

IAC is subject to any applicable labour legislation of the jurisdictions in which IAC operates. This is typically labour, privacy and disclosure legislation but the legislation is unique in each jurisdiction.

IAC's procurement practices are subject to the *New West Partnership Trade Agreement*, the *Canadian Free Trade Agreement*, and any applicable provisions of international trade agreements to which Canada is a party.

## **4. Decision Making**

IAC has the authority and discretion to make decisions about financial support, contracting, capacity building services and operations, provided they are not in contravention of any act, regulation, or Order in Council to which IAC is subject.

The AIA Act defines the financial instruments that IAC can deploy; authorization to use a specific instrument must be requested by IAC through the department or Treasury Board and Finance by means of an Order in Council. This authorization is required under the FAA. IAC must adhere to any requirements outlined in the Order in Council.

Decisions requested by IAC from Cabinet, the Minister, or other government bodies, including appointments and authorizations of financial mechanisms, will be coordinated with the department. This process may include the department developing decision document, providing advice to IAC, and coordinating decision packages.

## **C. GOVERNANCE**

### **1. Bylaws**

Section 10(1) of the AIA Act provides that the board may make bylaws respecting the business and affairs of IAC. Section 10(2) of the AIA Act states that the board shall, forthwith after the making of a bylaw, provide a copy of the bylaw to the Minister.

The Board to establish committees that are useful for good governance and oversight of the Corporation, such as:

- Executive Committee
- Audit & Finance
- Governance & Human Resources
- Strategy & Business Planning

### **2. Roles and Responsibilities**

The respective roles and responsibilities of the Minister, IAC's Directors, and CEO, in relation to IAC and its operations are summarized below.

#### **The Minister**

As determined under Section 16 of the *Government Organization Act*, the Minister is responsible for the AIA Act and accountable to the Legislative Assembly for IAC. The Minister reports to the Legislative Assembly regarding the business and operations of IAC and addresses questions from members of the assembly about IAC.

- Responsible to:
  - report annually to the Legislative Assembly regarding IAC's business and operations;
  - recommend to Cabinet the recruitment or appointment of Board members;
  - participate with IAC in the setting of the public agency's long-term objectives and its short-term targets through engagement with the Board and CEO;
  - review IAC's business plan, budget and annual report;
  - advise IAC, as the Minister considers appropriate, respecting any government policies applicable to the public agency or its activities or operations;
  - conduct annual performance evaluation of the Board Chair according to defined and transparent policies and criteria;
  - monitor whether IAC is acting within its statutory powers and mandate, and achieving its long-term objectives and short-term targets; and,
  - administering the Code of Conduct and the Conflict-of-Interest Policy for the Board Chair.

## **Board**

The Board is accountable for the sound and prudent governance of IAC and responsible for effective oversight of IAC's management. The Board as a whole is accountable to the Minister and is expected to act in good faith, leaving aside personal interests to advance the public interest and mandate of IAC.

- IAC shall have a Board of Directors consisting of no more than 11 members, appointed by the Lieutenant Governor in Council upon recommendation from the Minister responsible.
- the Lieutenant Governor in Council shall designate one of the directors as Chair and another as Vice-Chair.
- the Board is accountable to the Minister and oversees management of the Corporation's affairs. This includes oversight of the CEO as well as IAC's budget, expenditure authority, and human resources policies, including the IAC Code of Conduct and Conflict of Interest Policy.
- directors are appointed for a term of three years and continue to hold office after the expiry of their term until a successor is appointed, the director is reappointed, or six months have elapsed since the expiry of the director's term.
- the Board is responsible for setting the strategic direction for IAC and the general management of IAC's business and affairs.
- the Board will work with the CEO to ensure alignment with government initiatives, providing information, advice or recommendations as requested or required.
- the Board shall:
  - provide the CEO direction on the development and implementation of the IAC long-term strategy, rolling three-year business plans and annual financial and performance report;
  - approve IAC's business plan and annual reports, and submits them via the Chair to the Minister;
  - monitor IAC performance with respect to its statutory powers, mandate and functions and the business plan to ensure it meets its objectives, priorities and performance measures;
  - ensure appropriate processes to identify, evaluate, mitigate, monitor and communicate risks through an annual review of IAC's risk profile;
  - oversee the financial management of IAC, including its standards, processes and controls;
  - set and review board competencies;
  - recruit and appoint the CEO and determine CEO's remuneration in accordance with the RABCCA, and any applicable regulations under the AIA Act;
  - assist in succession planning with respect to the CEO;
  - approve the IAC business plan. The business plan shall cover, at a minimum, the three-year fiscal periods and shall include strategic priorities, objectives, and strategies to achieve those objectives and a system of performance measures. Once IAC's business plans and annual reports have the Board's final approval, they will be made available to the public via the Corporation's web site, as required by Sec. 10(3) of the Sustainable Fiscal Planning and Reporting Act;
  - approves the IAC annual report. Through the Board Chair, IAC must submit its annual financial and operational report to the Minister for review before inclusion in the Minister's financial report to Treasury Board and Finance; and,
  - evaluates IAC's performance, including financial performance, CEO's performance, and Directors' performance, with the exception of the Board Chair

## **Board Chair**

The Board Chair represents IAC as a whole and its strategic interests as the primary liaison with the Minister, the Board, and the CEO. The Board Chair is expected to work openly and cooperatively with all parties and to effectively facilitate the work of the Board.

Responsibilities:

- the Chair is the primary liaison between the IAC and the Minister responsible;
- the Chair receives direction from the Minister responsible requiring IAC participation;
- the Chair also informs the Minister on a timely basis, either verbally or in writing, of material developments and significant emergent issues, incidents, and opportunities;
- the Chair is responsible for providing leadership to the Board and guiding its work;
- the Chair plans and manages Board meetings and ensures the Board and its committees have opportunities to meet independent of IAC management;
- administering the Code of Conduct and Conflict of Interest Policy for the Board and the CEO, and ensuring the Board addresses conflicts of interest (real or perceived) in a prompt, thorough and transparent manner;
- ensuring annual performance evaluation is conducted for the Board as a whole, each Board Committee, each Board Committee Chair, each individual Director, and the CEO, according to defined and transparent policies and criteria; and,
- ensuring regular audits of financial performance.

## **Board Vice-Chair**

The Board Vice-Chair undertakes the role of Board Chair in the event the Board Chair is unavailable to act in that capacity.

Board Vice-Chair is responsible for performing all duties of the Board Chair in the event the Board Chair is absent from a meeting of the Board or is unable to undertake duties for a temporary period of time.

## **Deputy Minister of Executive Council**

The Deputy Minister of Executive Council or designate liaises with the Board and the CEO. The Deputy Minister or the Deputy Minister's designate:

- shall receive notice of all meetings of the board and have the right to attend such meetings, but shall have no vote on any matter, and
- shall receive all meeting materials provided to the board.

## **Chief Executive Officer (CEO)**

The Board recruits and appoints the CEO of IAC. The CEO implements the strategic direction established by the Board. The CEO may delegate the responsibilities below to the Chief Operating Officer, as authorized. The CEO is the highest-ranking executive at the Corporation, with primary responsibility for managing the day-to-day operations and business affairs of IAC. This includes leading the executive leadership team and developing, implementing, and reporting on the IAC's operations within the mandate, policies, standards, and budget approved by the Board and in alignment with the GoA policy or direction.

Responsible for:

- ensuring operational excellence of IAC and managing its operations;
- ensuring commitment to the highest standards of accountability and ethical conduct by IAC;
- implementing corporate governance framework and controls across IAC;
- implementing an enterprise risk management framework, plan and controls;
- implementing risk mitigation actions and issues management;
- developing and implementing management-specific policies, processes and controls to enable effective operations, including financial management; human resource management; data management; and information management and technology;
- administering the Code of Conduct and Conflict of Interest Policy for staff and addressing conflicts of interest (real or perceived) in a prompt, thorough and transparent manner;
- supporting the Board's strategic functions, including preparation of a strategic/business plan, annual report, enterprise risk management strategy, governance and reporting requirements;
- leading by example, fostering a culture of cooperation and maintaining consistent, frequent, accurate and open communication with the Board Chair, the Board, across IAC, with investor communities, and stakeholders;
- working collaboratively and constructively with the GoA, as well as other GoA agencies;
- implementing Board-set priorities and objectives for IAC;
- developing and implementing the management structure of IAC, including approving roles and hiring staff, as well as evaluating staff performance;
- implementing all directives received from the Board (on behalf of the Minister);
- providing support to the Board and Board Committees to enable the Board to meet its accountabilities and carry out its responsibilities;
- operating within the mandate, standards, policies and budget approved by the Board and the GoA;
- provide the Department with advice and input, as required, on Department led activities, as well as assisting the Department in reporting on the operations of IAC to the Minister;
- ensuring that expertise and resources available through various GoA ministries are understood and utilized in order to achieve the mandate of IAC;
- marketing and promoting Alberta as a preferred investment destination;
- generating investment leads and supporting key deliverables that align with the government's priorities and as set out in the Investment and Growth Strategy; and
- working with qualified investors to provide customized services that support investment decisions, and with the Department to service investors through the concierge service delivery model.

#### **D. RECRUITMENT AND APPOINTMENT OF DIRECTORS**

The GoA uses a competency-based process for the appointment of Directors to public agencies. The four major competency areas are: relevant professional experience; board governance experience; industry and sector knowledge; and leadership and advisory experience. These competencies are intended to balance professional experience, specialized knowledge, personal attributes and skills, and the financial expertise required in aggregate to oversee the investment agency.

The Public Agency Secretariat is responsible for leading the coordination of centralized recruitment for public agencies through collaboration with departments across the GoA including the Premier's office, Ministers' offices, and public agencies throughout the process. Board appointments are approved by Cabinet through an Order in Council, which is signed by the Lieutenant Governor and published on the Queen's Printer website.

#### **E. REMUNERATION**

The remuneration of Directors appointed to the public agency is set in accordance with O.C. 243/2020 the Order in Council appointing the members.

The remuneration to be paid to the CEO is determined in accordance with the RABCCA and any applicable regulations under that Act or the AIA Act. Remuneration rates and payments will be disclosed by IAC on its website to the public on an annual basis in accordance with the *Public Sector Compensation Transparency Act*, which applies to agencies, boards and commissions governed by APAGA.

#### **F. OPERATIONS**

IAC is funded through a grant agreement from the department of the Minister responsible.

IAC may engage the services of an external partner or service provider for operational and infrastructure support, providing that it does not compromise security and privacy of Government information and data. If IAC does engage an external provider, it will be as part of a vendor/third-party agreement to outline the scope and timeframe for services to be provided.

#### **G. ADMINISTRATION**

##### **Review of the Mandate and Roles Document**

The Mandate and Roles Document shall be in effect for no more than three years. It must be renewed, amended, or replaced three years from the date when the last party signs the original document.

The Mandate and Roles Document may be amended at any time, specifically when there is a change in Minister or Board chair. Any amendment must be signed by both the Board Chair and by the Minister responsible for Invest Alberta Corporation.

##### **Review of Alberta Public Agencies**

In accordance with Section 19 of APAGA, the Minister must review the IAC's mandate and purpose every seven years. The review will examine whether:

- IAC's mandate continues to be relevant to the goals, priorities and policies of the GoA;
- the functions performed by IAC are best performed by IAC, by another public agency, or by a department;
- IAC's governance structure continues to be appropriate to its mandate and functions; and
- IAC is carrying out its activities and operations in a manner that is effective and suited to achieving its mandate.

**Transparency**

Copies of the Mandate and Roles Document will be filed with the President of Executive Council and the Corporation. In support of the principle of transparency, this document will also be easily available to the public on the Invest Alberta Corporation web site at [www.investalberta.ca](http://www.investalberta.ca).

The Mandate and Roles Document is hereby accepted and agreed to by the signatories below:

**ORIGINAL SIGNED BY**

Scott Hutcheson, Board Chair  
Invest Alberta Corporation

Honourable Danielle Smith,  
Minister, Intergovernmental Relations,  
Executive Council

Signatures: \_\_\_\_\_

Date:

Date: