

# *Travel Alberta*

## **Mandate and Roles Document**

### **1. Introduction**

The Mandate and Roles Document for Travel Alberta (“the Corporation”) has been developed collaboratively between the Minister of Jobs, Economy and Innovation and the Corporation, in accordance with the *Alberta Public Agencies Governance Act* (APAGA), to reflect a common understanding of their respective roles and responsibilities.

Although Travel Alberta operates at arm’s length from the Government of Alberta (“GoA”), there is strategic cooperation and collaboration between Travel Alberta and the GoA.

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

#### **1.1 Definitions**

In this document:

- a) “Board” or “Directors” mean the board of directors of Travel Alberta as appointed from time to time by the Lieutenant Governor in Council;
- b) “Board Chair” or “Chair” mean the Director designated as the chair of the Board;
- c) “CEO” means the Chief Executive Officer, the highest-ranking executive who has primary responsibility for managing the operations of the Corporation, or by whatever title;
- d) “Department” means the department administered by the Minister responsible for the Corporation;
- e) “Deputy Minister” means the Deputy Minister of the Minister responsible for the Corporation or, if the Minister has more than one Deputy, the Deputy whose responsibilities include the Corporation;
- f) “Director” means a member of the Travel Alberta board of directors;
- g) “Government” has the same meaning as “Her Majesty the Queen in right of Alberta” and “Crown in right of Alberta”;
- h) “Lieutenant Governor in Council” means the Lieutenant Governor acting by and with the advice of the Executive Council or Cabinet;
- i) “Minister” means the Minister responsible for the *Travel Alberta Act*;
- j) “Ministry” includes the department administered by the Minister;
- k) “MRD” means this Mandate and Roles Document;
- l) “Stakeholder” means any individual, group or organization with an interest in the business and operations of the Corporation; and

m) "Travel Alberta" or "Corporation" means Travel Alberta.

## 1.2. Nature of this Document

This MRD is jointly developed by the Corporation 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 the Corporation, 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 the Corporation.

## 2. Governing Law

### 2.1 Statutory Mandate of Travel Alberta

The *Travel Alberta Act* establishes Travel Alberta as a corporation. Travel Alberta operates at arm's length from the GoA. It is governed by a professional Board that is independent of the GoA and Travel Alberta management. A CEO leads the management of the Corporation, reporting to the Board.

As stated in the *Travel Alberta Act*, the Government of Alberta has given the Corporation the following responsibilities:

- to market the tourism assets, attractions and opportunities present in Alberta in domestic, national and international markets;
- to promote and support the development and growth of the tourism industry in Alberta to increase revenue and employment in, and the economic benefits generated by, the industry;
- to promote Alberta as a destination for tourists and other visitors;
- to assist Alberta communities and tourism industry operators to develop and market their products;
- to provide visitor services; and
- to exercise or perform any other powers, duties and functions authorized by regulation.

### 2.2 Status of Travel Alberta

Travel Alberta 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 Travel Alberta; and

(b) Travel Alberta is entitled to all legal immunities and any applicable rights and benefits of the GoA.

Travel Alberta is a "Provincial corporation" as that term is defined in the *Financial Administration Act*.

### **2.3 Applicable Legislation**

In addition to the *Travel Alberta Act*, the Corporation has responsibilities under, and is subject to, several other statutes, including, but not limited to:

- *Alberta Public Agencies Governance Act* (APAGA);
- *Conflicts of Interest Act*, which applies to the Corporation as a “public agency” under that Act;
- *Financial Administration Act*;
- *Fiscal Planning and Transparency Act*;
- *Freedom of Information and Protection of Privacy Act*;
- *Public Sector Compensation Transparency Act*;
- *Public Service Employee Relations Act*;
- *Lobbyists Act*, which applies to the Corporation as a “public agency” under that Act; and
- *Reform of Agencies, Boards and Commissions Compensation Act* (RABCCA).

The Corporation may be required to comply with certain provisions of additional legislation, directives or agreements relating to finance, human resource, and administrative matters, including, but not limited to:

- Treasury Board Directives and ministerial policies and procedures;
- *Public Interest Disclosure (Whistleblower Protection) Act*, which applies to the Corporation as a “public entity” under that Act; and
- the New West Partnership Trade Agreement and the Canadian Free Trade Agreement, entered into by the Government of Alberta.

The corporation receives the majority of its core budgeted funding from the GoA and may also accept funding from other granting sources.

The *Travel Alberta Act* states that the Auditor General of Alberta is the auditor of Travel Alberta.

### **2.4 Decision-Making**

Travel Alberta has the authority and discretion to make decisions about financial support, contracting, capacity building, services, including destination development and promotion, and operations, provided they are not in contravention of any Act, Regulation, or Order in Council to which Travel Alberta is subject.

Decisions requested by the Corporation from Cabinet, the Minister, or other government bodies, including appointments and changes in policy frameworks, will be coordinated with the Department. This process may include the Department developing decision documents, providing advice to the Corporation, and coordinating decision packages.

### **3. Governance**

#### **3.1 Bylaws**

Section 8 of the *Travel Alberta Act* provides that, subject to the Act and regulations, the Board may make bylaws governing

- (a) the business and affairs of the Corporation; and
- (b) the calling and conduct of Board and committee meetings and the conduct of the business of the Board and committees generally.

A bylaw made under this section does not have effect until it is approved by the Minister.

#### **3.2 Duties and Responsibilities**

The Government is responsible for the legislative, regulatory and broader policy frameworks in which the Corporation operates. The Corporation, in collaboration with the Board, is responsible for Corporation-specific policies.

##### **3.2.1 The Minister**

The Minister is responsible for the *Travel Alberta Act* and Travel Alberta General Regulation and is accountable to the Legislature for the Corporation. The Minister reports to the Legislature on the affairs of the Corporation and answers questions about the Corporation.

The Minister:

- recommends the appointment of the Board Members and the Chair based on their assessment that the appointees have the appropriate knowledge, skills, experience and values to assist the Corporation in achieving its objectives and performing its functions;
- approves the Corporation business plan and annual report prepared by the Board (these documents are prepared in the form and at a time acceptable to the Minister, and contain the information the Minister requires);
- reports to the Legislative Assembly regarding the Corporation's business and operations;
- evaluates the Chair's performance;
- approves bylaws of the Corporation;

- conducts regular (at least every seven years) reviews of the Corporation's mandate and purpose to determine if the work of the Corporation is still relevant to the needs of Albertans, if it is aligned with Government priorities and if the operations and functions are being carried out in a manner that can achieve Government objectives; and
- Serves as Code of Conduct administrator for the Board Chair.

### **3.2.2 The Deputy Minister**

The Deputy Minister supports and acts under the general direction of the Minister. The Deputy Minister is responsible for the following activities:

- maintains regular contact and communication with the Board Chair and Chief Executive Officer on matters relating to the Corporation mission and mandate;
- monitors the operations and performance of the Corporation to ensure that it is fulfilling its mandate in compliance with government policies;
- informs the Corporation of Government policies and direction affecting the work of the Corporation; and
- carries out any additional duties as directed by the Minister.

### **3.2.3 The Department**

In order to meet the responsibilities delegated to the Corporation, the Department is responsible for supporting the Corporation in the following areas:

- supporting and ensuring Corporation alignment, with the Corporation's input, to provincial tourism strategy and policy development;
- advising on the Corporation's alignment with cross- and inter-governmental corporate priorities and expectations;
- facilitating inter-agency collaboration towards the Corporation's business objectives; and
- working with the Corporation and other ministries to address tourism-related issues.

### **3.2.4 The Board**

The Board has overall responsibility for the governance of the Corporation, and oversees management of the Corporation's business and affairs. The Board guides the Corporation's strategic direction, evaluates the performance of the Corporation's CEO, approves and monitors the Corporation's business plan, operational plan and financial results, and is ultimately accountable to the Minister. Board members must act honestly and in good faith, leaving aside personal interests to advance the public interest and the mandate of the Corporation.

The Board is responsible for:

- acting as a representative for the Corporation and working to enhance relations between the community and the Corporation;
- ensuring the Corporation carries out its activities in accordance with its legislated purposes and powers;
- identifying appropriate Board governance processes to assist in fulfilling its mandate including the development of bylaws (to be approved by the Minister) governing roles and responsibilities of Board members and officers;
- establishing the Corporation's Code of Conduct, and ensuring that all Board members, employees and contractors comply;
- establishing committees as it deems necessary to carry out its duties and, for any committee established, ensuring that a written mandate of each committee is reviewed and approved annually;
- appointing the CEO, monitoring and evaluating the CEO's performance, establishing and maintaining a CEO succession plan and approving the CEO's compensation, subject to the Reform of Agencies, Boards, and Commissions Compensation Regulation;
- ensuring that adequate plans are in place for CEO development and succession and conducting an annual review of such plans;
- monitoring the financial performance of the Corporation, and ensuring that, with the advice of the external auditors, the financial results are reported on in a timely and regular basis and in accordance with any legislated requirements and the Canadian Public Sector Accounting Standards;
- monitoring the performance of the Corporation, and ensuring that all material developments and significant emergent issues of the Corporation are disclosed to the Minister on a timely basis;
- overseeing compliance with all relevant policies, procedures and standards by which the Corporation operates and ensuring that the Corporation operates at all times in compliance with all applicable laws and regulations, and to the highest ethical standards;
- approving all matters that require Board approval as prescribed by applicable legislation and regulations. The Board ensures that such matters are brought to the attention of the Minister if necessary;
- providing an orientation to new Board members on the particular practices of the organization, including their governance practices;
- establishing and maintaining a Board succession plan;
- providing ongoing development opportunities for Board members;

- engaging in a strategic planning process which includes the consideration of the principal risks associated with the Corporation's business. This planning process will inform the preparation of a Business Plan, which will be provided to the Minister for each fiscal year in alignment with the timelines set by the Department and in support of the Corporation's business objectives; and
- approving, and submitting for Minister approval, the Business Plan and Annual Report.

### **3.2.5 The Chair**

With direction from the Board, the Chair represents the Board and its interests, as well as the interests of the Corporation, in dealing with the Minister, the Department, the CEO, stakeholders and the community. The Chair is responsible for providing leadership for the Board and for effectively facilitating the work of the Board.

The Chair is responsible for:

- planning and managing Board meetings;
- facilitating the work of the Corporation to achieve its mandate;
- providing the Minister with regular updates on the Corporation's operations and informing the Minister regarding emergent issues, including significant variations from the Corporation's business plan;
- ensuring that the Board, and its committees, have opportunities to meet independent of management;
- acting as the spokesperson for the Board;
- administering the Code of Conduct and ensuring that conflict of interest matters are addressed by the Board;
- ensuring that the Board conducts an annual evaluation of its performance, the work of individual Board members and the performance of the CEO. The Chair brings forward results of the evaluations for Board review, discusses opportunities to improve Board effectiveness, and may use findings to recommend Board renewal through recruitment of new members, or replacement of existing members;
- monitoring the effectiveness of the Board, and where necessary, recommending to the Minister the removal of a Board member where cause exists;
- meeting with the Minister on a quarterly basis or as required to address emerging issues and priorities;
- ensuring that all Board members have completed appropriate governance training;
- administering and ensuring that the Corporation activities align with its mandate and bylaws;

- ensuring the Corporation complies with government financial, human resource, administrative and internal control policies; and
- ensuring that:
  - board members are aware of their obligations in the Code of Conduct;
  - appropriate procedures are implemented to foster compliance with the Code of Conduct; and
  - procedures are in place for the Board to address conflict of interest matters.

### **3.2.6 The CEO**

The Chief Executive Officer serves as the main contact between the Corporation, the Department, and the Deputy Minister.

The CEO is responsible for leading the management of the Corporation, developing recommendations for and implementing the organization's strategy, and reporting to the Board. The CEO takes direction from the Board through the Board Chair.

The CEO of the Corporation is responsible for:

- the day-to-day management of the Corporation, including serving as Code of Conduct administrator for all staff;
- ensuring that programs and services are being delivered within the standards and policies of the Corporation and the Government;
- establishing appropriate systems for the general administration and financial management and control of the Corporation;
- monitoring performance and taking corrective action when problems are identified;
- ensuring the proper management of the Corporation's risk in providing services and care of the organization's assets;
- providing support to the Board to allow it to carry out its governance responsibilities;
- ensuring that the Corporation's priorities and results are accurately represented in the Ministry's Business Plan and Annual Report;
- working with the Board to prepare an annual Business Plan and Annual Report in accordance with the guidelines provided by the Minister;
- maintaining effective communications with the Board Chair and the Deputy Minister, and developing mechanisms to communicate with the Minister and the Department on items of mutual concern;
- operating within the mandate, policies, standards, approval authorities, and budget as approved by the Board of the Corporation and the Government; and

- accepting and managing the Corporation's annual budget allocation, as well as funding from other sources.

### **3.2.7 The Staff**

- The Corporation may directly employ staff based on business needs; and
- The Corporation will align with and follow any provisions of *the Reform of Agencies, Boards and Commissions Compensation Act* and any regulations under that Act related to agency employees.

## **4. 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 Corporation.

The Public Agency Secretariat is responsible for leading the coordination of centralized recruitment for public agencies, through collaboration with departments across the Government. This also includes working with the Premier's Office, Ministers' offices, and departments, and collaborating with the Board and Corporation 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.

## **5. Remuneration**

As outlined in the Travel Alberta General Regulation, the remuneration of Directors is set according to Schedule 1, Part A of the *Committee Remuneration Order* made under the *Public Service Act*. The current *Committee Remuneration Order* in effect at date of signing of this MRD is O.C. 466/2007. Remuneration rates and payments for Directors and for all staff above a threshold will be disclosed by the Corporation 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 the *Alberta Public Agencies Governance Act*.

## **6. Interaction between the Corporation and Department**

In addition to the roles and responsibilities as set out in Section 3, the Corporation and the Department will engage in ongoing communication, collaboration and consultation with each other, including regular meetings between Corporation management and the Department. Both parties agree to adhere to the requirements as noted in any existing or future agreements between the Department and the Corporation.

## 6.1 Corporation Responsibility

Further to the direction set out in the *Travel Alberta Act*, the Corporation is responsible for:

- serving as the Province of Alberta’s destination management organization, including leading destination management, destination promotion and marketing, and product and destination development activities in Alberta, in alignment with Department strategy and policy;
- collaborating and engaging with community and tourism industry stakeholders to capitalize on opportunities to grow visitation and revenues regionally, nationally and internationally;
- promoting the assets of the province and creating brand awareness to encourage visitation to Alberta;
- supporting visitor information services and information for travellers throughout the province;
- developing and executing research and data acquisition and analysis in support of the provincial tourism strategy and Travel Alberta’s business plans, including destination development and promotion initiatives;
- dissemination of data, analysis and research for tourism businesses, destination organizations and communities, in alignment with tourism industry partners; and
- procuring, sharing, and reporting tourism economic data (in collaboration with the Department, where appropriate).

For each of the above stated activities, the Corporation will advise the Department of potential or existing issues that both parties need to be aware of and/or that need to be addressed by one or both parties.

## 6.2 Department Responsibility

The Department is responsible for:

- leading the development of government tourism strategy and policy, including recommendations for tourism land use planning and policy, in collaboration with the Corporation, other Ministries, agencies, and industry associations that impact the visitor economy;
- providing tourism policy advice and input, as needed and in collaboration with the Corporation, to cross-Ministry partners whose programs and policies impact tourism, including but not limited to, issues pertaining to Indigenous relations, municipal affairs, transportation, infrastructure, land use, health and safety, advanced education, labour, and taxation/levies;
- leading Ministry input to, and discussion at, Federal-Provincial-Territorial (FPT) Tourism meetings in support of the Deputy Minister and Minister;

- supporting tourism investment attraction, including but not limited to, facilitating inter-agency collaboration, and working with cross-Ministry partners to ensure Alberta's tourism sector is represented on trade missions, where appropriate;
- developing and executing research and data acquisition and analysis to support the department's policy and strategy development; and
- procuring, sharing and reporting tourism economic data (in collaboration with the Corporation, where appropriate).

For each of the above stated activities, the Department will advise the Corporation of potential or existing issues that both parties need to be aware of and/or that need to be addressed by one or both parties.

The CEO and the Deputy Minister will work together to address issues that may arise relating to Corporation and Department roles and responsibilities.

### **6.3 Meetings**

Meetings of the Board will be held as required, but at least four times a year.

### **6.4 Corporation Evaluation**

The Corporation, through a process led by the Chair, conducts an annual evaluation and review of the performance of the Corporation (as captured in the Annual Report), Board, committees, and individual Board members of the Corporation (annual board evaluation). The Chair and each individual Board member discuss the results of the Board member's annual evaluation.

### **6.5 Board Structure and Committees**

The Board may establish Standing Committees that support the mandate of the Corporation and are accountable to the Board.

Terms of Reference shall be developed for each Standing Committee and approved by the Board. The Terms of Reference shall be reviewed periodically.

## **7. REPORTING AND COMMUNICATIONS**

### **7.1 Reporting**

The Corporation shall, by March 31 of each year, provide a three-year rolling business plan specifying its strategic priorities, outcomes and performance targets, which will be reviewed and updated on an annual basis. The Minister and the Chair will consult to ensure alignment of the Corporation's business plan with government priorities and the Ministry business plan.

The Corporation shall, by June 30 of each year, provide the Minister with an annual report for the Minister's approval that summarizes the Corporation's outcomes of the last fiscal year.

The Corporation shall maintain records of its affairs, including the conduct of the independent audit. The Corporation must submit that statement, together with the

summary of the Corporation's activities, to the Minister on an annual end of fiscal year basis, and other reports as requested, to the Minister.

The Minister may from time to time request additional reasonable reporting from the Corporation, and this may be for either periodic or one-time reports. As examples, the Minister could request briefings on the Corporation's activities, results of operations, or confirmation of compliance with regulations and directives.

## **7.2 Financial Reporting Timelines**

In addition to and subject to the reporting requirements set out in the *Travel Alberta Act* and Regulation, the Corporation must comply with all reporting requirements as requested by the Minister or as set out in agreements between the Corporation and the Government.

## **7.3. Communications between Department and Corporation**

Regular and open communications are foundational to productive working relationships. To this end, multiple channels of communication are employed, including, without limitation, the following:

- (a) Between the Board Chair and the Minister;
- (b) Between the CEO and the Deputy Minister or designate;
- (c) Among staff within the Corporation and the Department or other departments in the Government;
- (d) Between the Corporation's legal counsel and the Department's legal counsel; and
- (e) With stakeholders and partners.

In particular, the Corporation is required to provide timely notice to the Department of any of the following:

- (a) Any lawsuits brought or threatened against the Corporation, any Board member, the CEO or other member of the Corporation's management; and
- (b) Any lawsuits proposed to be initiated by the Corporation in the name of the Government.

The Minister and the Department will use reasonable efforts to consult with the Board Chair and CEO of the Corporation prior to amendments of the *Travel Alberta Act* or Regulations thereunder, as well as any other law, regulation or government policy that could materially affect the Corporation.

## **8. Administration**

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

The Mandate and Roles Document shall be in effect for not more than three years. It must be renewed or revised by the expiry date.

The Mandate and Roles Document may be amended at any time; any amendment must be signed by the Chair and by the responsible Minister.

## **8.2 Transparency**

Copies of the Mandate and Roles Document will be filed with the Minister of Jobs, Economy and Innovation, the Corporation, and the Public Agency Secretariat. In support of the principle of transparency, this document will also be easily available to the public on the Corporation's website and through the Government of Alberta's website.

## **8.3 Mandate and Roles Version**

This Mandate and Roles Document replaces all previous versions.

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

As outlined in section 19 of the *Alberta Public Agencies Governance Act*, the Minister must, at least every seven years, conduct a review of the Corporation and report the results of the review to Executive Council. The Minister's review will examine whether:

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

## 9. Approval and Acceptance

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

**Original signed**

\_\_\_\_\_  
Linda Southern-Heathcott  
Board Chair

Travel Alberta

November 22, 2021

\_\_\_\_\_  
*Date*

**Original signed**

\_\_\_\_\_  
Honourable Doug Schweitzer, Q.C.

Minister of Jobs, Economy and  
Innovation

January 11, 2022

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*Date*