



Board of Directors & Committee Mandates

Approved February 18, 2025

Board of Directors Mandate

Introduction

The Bruce Trail Conservancy (BTC) is governed by a 19-member Board of Directors (Board), elected by the BTC membership. Nine of the 19 Directors are recommended for nomination by the Bruce Trail Clubs and are expected to have an affinity to one of the nine Clubs.

The Board is accountable to BTC members to advance the BTC's Mission and Vision to secure the Bruce Trail within a permanently protected natural corridor. It is responsible for the overall governance of the organization, including oversight of Management and the effective stewardship of BTC financial resources. In general, its responsibilities are strategic in nature and focus on decisions that affect BTC's relationships and long-term sustainability, and reflect that operational decisions and activities are the responsibility of Management.

This document details the specific duties of the Board. The Board establishes committees to assist in carrying out these duties and may delegate authorities to a committee. There are currently four standing committees established by the Board, as follows:

1. Governance Committee
2. Human Resources Committee
3. Finance and Risk Committee
4. Land Securement Committee

The specific mandates of these committees, as approved by the Board, are set out elsewhere in this document and include the committee membership, accountabilities and responsibilities, authorities as delegated by the Board, and reporting requirements. The Board may create other committees or task forces, and establish terms of reference of such committees. The Board may also terminate committees as needed.

Board Duties

1.2.1 *Strategic Planning*

Strategic planning is a collaborative effort between the Board and the Chief Executive Officer (CEO) and the team leaders reporting to the CEO (Leadership Team). The Board is responsible for ensuring that the BTC has developed a strategy that reflects its mission, vision and values and strategic priorities. It does so by satisfying itself that a planning process is in place for the BTC, by approving the strategic plan and ensuring that it forms the basis of the CEO's and the Leadership Team's performance objectives.

The Board establishes a process to monitor implementation of the strategic plan and conducts a review on a periodic basis.

1.2.2 *Appointment of the CEO*

The Board is responsible for recruiting and appointing the CEO, based on an approved position description, as well as ensuring a succession plan is in place for the CEO.

1.2.3 Evaluation of CEO Performance and Compensation

The Board is responsible for approving annual performance objectives and expectations for the CEO and developing a process for regularly monitoring and evaluating the CEO's performance against these objectives and expectations, consistent with best practices in human resources management. The Board determines the CEO compensation, including annual increases and bonuses related to performance.

1.2.4 Financial Oversight

The Board is responsible for stewardship of financial resources, including approving the operating budget and financial policies. It monitors financial performance against budget, and reviews audited financial statements for approval by the BTC membership.

1.2.5 Risk Identification and Management

The Board is responsible for oversight of all aspects of risk to the BTC. This involves approval of the Risk Management Program comprised of a Risk Management Policy, Risk Assessment Table, and Risk Matrices.

1.2.6 Land Securement

The Board approves land transactions, unless otherwise delegated, in a manner consistent with the achievement of the BTC's Mission and Vision to secure the Bruce Trail and taking into account BTC's financial capacity and long-term sustainability.

1.2.7 Governance Practices

The Board is responsible for the quality of its own governance. It establishes a competency framework for the Board and assesses its performance and effectiveness, and that of the Chair, regularly to foster continuous improvement. It ensures ongoing Board training and education.

1.2.8 Board Chair and Committee Chair Appointments and Succession and Committee Membership

The Governance Committee is responsible for recommending from time to time to the Board for appointment as Board Chair a candidate to serve as Board Chair in accordance with the By-laws of the BTC. The Governance Committee shall recommend a candidate after both informal discussions and more formal consultations and consideration of the needs of the organization and Director skills and qualities, including leadership skills and understanding and knowledge of the organization. The Board may accept and appoint the Governance Committee's recommended candidate or appoint its own candidate.

The Board Chair appoints committee chairs in consultation with the Governance Committee and subject to Board approval. The Board Chair also assigns Directors to committees on consultation with the committee chairs and the Governance Committee. The Board is advised of but does not approve these assignments.

1.2.9 Code of Conduct

The Board is responsible for approving, reviewing and monitoring from time to time a Code of Conduct for the BTC.

1.2.10 Stakeholder Relations

The Board is a key contributor to strong relationships with BTC stakeholders, including volunteers, donors, Clubs and governments and their agencies

Board of Directors Mandate Updated and Approved by Board – June 2024

Committee Mandates

Governance Committee

Mandate/Purpose

The Governance Committee is responsible for overseeing the governance of the BTC, including recommending By-law and policy changes, and reviewing Board and Committee performance and succession.

Committee Membership

The Governance Committee is composed of:

- The Governance Committee Chair who is a member of the Board
- A minimum of four other Board Members

Committee members should have background and experience in board governance.

Accountabilities and Responsibilities

The Governance Committee has the following accountabilities and responsibilities:

- To maintain a strategic focus of the Board
- To implement processes for the Board to assess whether it is achieving its primary responsibilities
- To review the appropriateness of the governance model of the BTC and make recommendations for change
- To oversee and manage conflicts of interest
- To oversee the Board nomination process, through work undertaken by a subcommittee established by the Committee
- To review and make recommendations to the Board for revision of the Board Committee Mandates, the By-laws, and key policies of the BTC as deemed appropriate by the Committee
- To establish on-going Board educational programs
- To develop and make recommendations to the Board a Code of Conduct
- To investigate, provide advice, make recommendations, and propose alternative responses to the Board on governance-related issues that may impact the BTC
- To research relevant government policies, proposed amendments, acts and regulations, position papers and supporting studies.

Authority

To assist in carrying out its responsibilities, the Governance Committee has the authority to seek advice from BTC legal counsel and other governance experts.

Under the direction of the Board Chair, the Governance Committee will appoint a subcommittee to lead the Board nominations process comprised of members of the Governance Committee, which in addition may include a minority of other Directors and BTC members. Unless otherwise approved by the Board, the subcommittee shall not include Directors seeking re-election. In the event that the

Board Chair is standing for re-election, the Governance Committee Chair, or their delegate, will lead the subcommittee. The Governance Committee will consider the report of the subcommittee and make recommendations to the Board in advance of each annual meeting of the BTC.

Reporting

The Governance Committee will meet at least quarterly, with additional meetings as necessary, and report to the Board at each Board meeting.

Governance Committee Mandate Updated and Approved by Board – June 2024

Human Resources Committee

Mandate/Purpose

The Human Resources (HR) Committee assists the Board in fulfilling its oversight responsibilities by monitoring and assuring the integrity of the HR policies and practices governing the BTC Staff, including the CEO, and supporting the CEO as required in HR matters.

Committee Membership

The HR Committee is composed of:

- The Chair of the HR Committee who is a member of the Board
- A minimum of two other Board members

Committee members must have a good understanding of human resources gained through a professional qualification process supported by related education and/or several years of experience at an executive level in either the public or private sectors.

Accountabilities and Responsibilities

The HR Committee has the following accountabilities and responsibilities:

- To monitor the CEO's performance and compensation, and make recommendations to the Board as part of the annual CEO performance evaluation process
- To annually review and recommend to the Board a CEO Succession Plan
- To annually review retention and succession plans for the Leadership Team
- To oversee the Human Resources Policy Manual
- To review and approve the organization's structure as presented by the CEO
- To review and approve the employee annual compensation, including annual increases related to performance that is to be distributed at the discretion of the CEO.
- To review and approve the development of new or revised salary structures for all employees
- To review volunteer strategies, and to ensure that appropriate mechanisms are in place to attract, retain and engage volunteers
- To confirm that diversity, equity, inclusion and belonging strategies are reflected in policies, practices, procedures and leadership development

While the CEO manages the BTC's Staff, any matters of an HR nature are potentially within the purview of the HR Committee. In this regard, the HR Committee also has the responsibility to advise the Board periodically on emerging issues and risks related to HR matters on an as needed basis.

Authority

To assist in carrying out its responsibilities, the Committee has the authority to conduct or authorize investigations into any matters within the HR Committee's scope of responsibilities, including access to all books, records, facilities and Staff of the BTC.

Reporting

The HR Committee will meet regularly in order to address its workplan, and report to the Board at each Board meeting.

Human Resource Committee Mandate Approved by Board – June 2025

Finance and Risk Committee

Mandate/Purpose

The Finance and Risk Committee assists the Board in fulfilling its oversight responsibilities by monitoring the BTC's overall systems of internal controls and risk mitigation procedures, the integrity of the financial statements of the BTC and the BTC's compliance with legal and regulatory requirements relating to financial matters.

Committee Membership

The Finance and Risk Committee is composed of:

- The Chair or Co-Chairs who are a member(s) of the Board
- A minimum of four other Board members

And twice yearly receives a report from the volunteer Trail Audit Coordinator for the BTC who attends as a non-voting member of the committee.

Committee members must have a good understanding of finance, accounting and risk gained by professional financial or risk qualifications supported by education and/or several years of experience.

Accountabilities and Responsibilities

The Finance and Risk Committee has the following accountabilities and responsibilities:

- To ensure processes and controls to efficiently and effectively use, monitor, manage and safeguard the BTC's assets are implemented and functioning as intended
- To ensure the BTC complies with relevant statutory and regulatory provisions
- To review and make recommendations to the Board on the BTC's annual budget and forecast, ensuring the integration of strategic plan objectives
- To review and make recommendations to the Board on the BTC's annual financial statements and audit report
- To communicate with the external auditors to agree on annual financial statement reporting issues
- To meet with the external auditors, at least once annually, to review the audit findings
- To make recommendations to the Board on the appointment of the BTC's external auditors, and to review and make recommendations to the Board on the audit fee
- To review the financial policies and submit revisions to the Governance Committee as necessary for recommendation to the Board;
- To monitor compliance with the BTC's Investment Policy
- To ensure that a robust Risk Management Program is in place to identify, assess, manage, monitor and report upon perceived risks
- To monitor the Risk Management Program and the related Risk Management Policy, and submit policy revisions to the Governance Committee as necessary for recommendation to the Board
- To review incident reports and make recommendations to the Board as necessary
- To confirm to the Board that all of the insurance policies have been renewed and that the BTC has adequate coverage.

Authority

To assist in carrying out its responsibilities, the Finance and Risk Committee has the authority to:

- Review and approve the charitable returns of the BTC
- Review and comment on the financial statements of the Clubs
- Review and approve inter-fund borrowing in accordance with the Investment Policy
- Conduct or authorize investigations into any matters within the Finance and Risk Committee's scope of responsibilities, including access to all books, records, facilities and Staff of the BTC
- Seek advice from BTC legal counsel and insurance brokers on matters relating to risk

Reporting

The Finance and Risk Committee will meet at least quarterly, with additional meetings for budget approval, approval of the audit report and otherwise as necessary, and report to the Board at each Board meeting.

Finance and Risk Committee Mandate Updated and Approved by Board – June 2024

Land Securement Committee

Mandate/Purpose

The Land Securement Committee (LSC) assists the Board in acquiring properties to reach the goal of a permanently secured natural corridor along the Niagara Escarpment that contains the Bruce Trail by making recommendations to the Board on lands to be secured and the terms and conditions of securement.

Committee Membership

The LSC is composed of:

- The Chair of the Land Securement Committee, who is a member of the Board
- A minimum of three other Board members
- One representative from each Club
- A maximum of two BTC members who have expertise or experience related to achieving the BTC's land securement goals, whose appointment would be approved by the Board, for a three-year term subject to review and renewal by the Board

Clubs will also designate an alternate member who may only participate as a voting member in place of the appointed Club representative.

Club representatives are expected to:

- Have excellent knowledge of the community and the properties needed to secure the trail
- Have strong networking and communications skills
- Work closely with their Club boards and members to establish positive and ongoing relationships with landowners, and to address matters related to land securement, optimum route planning and other land management issues
- Update their respective Club boards at each of its meetings
- Have the best interests of the BTC as a whole in mind.

All Committee members are expected to comply with the BTC's Code of Conduct with respect to any relevant property interests a member may have.

As a whole, the Committee should have some expertise in the areas of law, real estate, real estate appraising, surveying, environmental assessment, and property management.

Representatives of the Niagara Escarpment Commission, Ontario Heritage Trust, and other partner organizations may be invited to be resources to the Committee as required.

Accountabilities and Responsibilities

The LSC has the following accountabilities and responsibilities:

- To review land securement priorities, dispositions, and specific land securement proposals and make recommendations to the Board, having obtained recommendations from the CEO and Staff reflecting due diligence on property valuation and price

- Subject to the section below entitled **Approvals**, to approve land transactions within its delegated limits as determined by the Board from time to time
- To develop a property ranking system to assist in prioritizing lands to be secured and inform Board decision-making
- To provide input to the CEO on proposed changes to the Optimum Route, consistent with policies approved by the Board
- To ensure the development of tools and resources to support effective land securement activities, including an inventory of secured lands and lands to be secured; and, reports on land prices by region or use.

Approvals

All land acquisition approvals within the LSC's delegated limits and all approvals of conditional offers by the LSC that are permitted by the Board from time to time shall be made by resolution approved unanimously at a meeting of the LSC at which at least two members of the committee who are members of the BTC Board are present and shall be subject to all other conditions imposed by the Board.

All proposed Buy/Sever/Sell transactions shall require the approval of the Board before an offer is presented to a prospective seller.

Authority

To assist in carrying out its responsibilities, the LSC has the authority to review land securement policies and procedures to facilitate the timely and cost-effective securement of escarpment and trail lands and submit revisions to the Governance Committee for recommendation to the Board.

Reporting

The LSC will meet monthly and otherwise as necessary, and report to the Board at each Board meeting.

Land Securement Committee Mandate Updated and Approved by Board – June 2025

Committee Operations

Each committee is expected to:

- Carry out its mandate
- Review and reassess the committee's mandate regularly and recommend to the Governance Committee any amendments the committee deems appropriate
- Prepare records of committee meetings and activities for proper storage and retrieval

Committee chairs are expected to provide effective leadership of the committee, facilitating its operations, discussions and decisions, and oversee the committee's functions and responsibilities under its mandate. If the committee chair must be absent from a meeting, the chair shall delegate the chair duty to another member of the committee who is a BTC Board member.

With respect to committee records, the committee chair is expected to:

- Call meetings
- Circulate an agenda and supporting material to the committee members one week in advance of the meeting date, or as otherwise agreed to by the committee
- Ensure a person is acting as the secretary
- Review the minutes prepared by the secretary, and arrange for their review and approval at the subsequent meeting

Committees are expected to refer these issues to the Board:

- High level strategic, budgetary and stewardship policy issues or matters of significant risk to the BTC
- Any matter involving an alteration in the mandate or composition of a committee (via the Governance Committee)
- Matters of substance on which, in the opinion of the committee chair, there has been a strong division of opinion within the committee
- Issues involving benchmarking and performance
- Issues involving potential conflict of interest
- Issues in which there is a lack of clarity as to which committee is responsible and which may require redirection to another Board committee

Committee meetings may be held in person or by means of such telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting.

A quorum at any meeting of a Board Committee is a number equal to a majority of the voting members of the committee provided that at least two of those members are BTC Board members. The committee chair has a vote. Subject to the exception applicable to the Land Securement Committee as set out in the Approvals section of its mandate, once quorum is established, committee decisions and resolutions must be approved by a simple majority of committee members present at the meeting.