



MVLWB

Governance Policies

Mackenzie Valley Land and Water Board

Gwich'in Land and Water Board

Sahtu Land and Water Board

Wek'èezhii Land and Water Board

January 2019

I. INTRODUCTION	4
II. THE MACKENZIE VALLEY LAND AND WATER BOARD	5
1. COMPOSITION AND STRUCTURE OF THE BOARD	5
a) Mackenzie Valley Land and Water Board	5
b) Gwich'in, Sahtu, and Wek'èezhii Land and Water Boards	6
c) Section 103 Panel	6
2. ROLE AND RESPONSIBILITIES OF THE BOARDS	6
a) Role of the Board	6
b) Responsibilities of the Board	6
i. Accountability of the Board	6
ii. Planning	7
iii. Selection, Support and Evaluation of the Executive Director	7
iv. Financial Oversight and Development	7
v. Board Governance and Development	8
3. BOARD MEETING CODE OF CONDUCT	8
4. MEETINGS OF THE MACKENZIE VALLEY LAND AND WATER BOARD	8
a) Board Meeting Times	8
b) Preparations for Board Meetings	8
c) Board Meeting Rules and Procedures	9
5. MEETINGS OF THE REGIONAL BOARDS (GWICH'IN, SAHTU, AND WEK'EEZHII) AND SECTION 103 PANEL	9
a) Board Meeting Times	9
b) Preparations for Board Meetings	10
c) Rules and Procedures for Board Meetings and Proceedings	10
III. BOARD MEMBERS	11
1. ROLE AND RESPONSIBILITIES OF THE CHAIR	11
a) Role of the Chair	11
b) Responsibilities of the Chair	11
i. Leadership of the Board	11
ii. Evaluating the Performance of the Executive Director	11
iii. Chairing Meetings	12
iv. External Relationships	12
2. ROLE AND RESPONSIBILITIES OF THE VICE-CHAIR	12
a) Responsibilities of the Vice-Chair	12
3. ROLE AND RESPONSIBILITIES OF A BOARD MEMBER	12
a) Role of a Board Member	12
b) Responsibilities of a Board Member	12
i. General	12
ii. In Board/Committee Meetings	13
iii. In Communications	13

IV. STANDING AND SPECIAL COMMITTEES OF THE MACKENZIE VALLEY LAND AND WATER BOARD	14
1. GENERAL	14
a) Purpose	14
b) Meetings	14
2. CHAIRS' COMMITTEE – TERMS OF REFERENCE	14
a) Composition and Eligibility	14
b) Authority	15
c) Role of the Committee	15
d) Responsibilities of the Committee	15
e) Procedures	16
3. EXECUTIVE DIRECTORS' COMMITTEE – TERMS OF REFERENCE	16
a) Composition and Eligibility	16
b) Authority	16
c) Role of the Committee	16
d) Responsibilities of the Committee	16
e) Procedures	17
4. JOINT HEALTH AND SAFETY COMMITTEE (OHS) – TERMS OF REFERENCE	17
a) Composition and Eligibility	17
b) Authority	17
c) Role of the Committee	17
d) Responsibilities of the Committee	17
e) Procedures	18
V. COMPENSATION	19
1. CHAIR OR ACTING CHAIR	19
2. BOARD MEMBERS	19
3. BOARD MEETINGS AND TRAINING	19

I. INTRODUCTION

The co-management regulatory system established in the Northwest Territories (NWT) is part of a broader integrated resource management system as defined in land claim agreements and which involves Crown and private land management, land use planning, permitting and licensing, environmental impact assessment, and wildlife and renewable resource management.

The *Mackenzie Valley Resource Management Act* (MVRMA) has created and provided authorities to Boards to carry out land use planning, regulate the use of land and water, and conduct environmental impact assessments. It also provides for the creation of a Cumulative Impact Monitoring Program (CIMP) and an environmental audit to be conducted every five years.

The Land and Water Boards of the Mackenzie Valley regulate and manage the use of the land and water and deposit of waste in the Mackenzie Valley through fair, effective, inclusive and transparent processes. Through the MVRMA, we enable “the conservation, development and utilization of land and water resources in a manner that will provide the optimum benefit generally for all Canadians and, in particular, for residents of the Mackenzie Valley.”

We regulate the use of land and water and the deposit of waste primarily through the issuance and management of land use permits and water licences. There are four land and water Boards in the Mackenzie Valley Region that perform these functions, but in different jurisdictions.

They include the:

- [Gwich'in Land and Water Board](#) (GLWB)
- [Sahtu Land and Water Board](#) (SLWB)
- [Wek'èezhii Land and Water Board](#) (WLWB)
- [Mackenzie Valley Land and Water Board](#) (MVLWB)

The Gwich'in, Sahtu, and Wek'èezhii Land and Water Boards act as regional Panels of the MVLWB in issuing land use permits and water licences on public and private lands for activities that take place wholly within their respective management areas. The MVLWB exercises similar powers for activities that take place in more than one management area (transboundary applications), or that take place wholly outside any management area.

This document sets forth the *Governance Policies* of the Land and Water Boards of the Mackenzie Valley (the Boards) and defines the role Board Members shall play in the affairs of the Boards. The Board's primary role is to govern and provide leadership and direction in pursuit of the Vision and Mission.

Good corporate governance is vital to the effective and efficient operation of the Boards. This requires making a distinction between the functions of the Board and those of management, and the establishment of Board structures and processes which provide effective accountability, transparency, and oversight.

Although the *Governance Policies* are intended to give guidance to all the Land and Water Boards, it is recognized and accepted that there are some differences in rules and procedures between the individual Boards due to location, level of activity, financial constraints, and status of land claims.

II. THE MACKENZIE VALLEY LAND AND WATER BOARD

1. COMPOSITION AND STRUCTURE OF THE BOARD

a) Mackenzie Valley Land and Water Board

The MVLWB is composed of, in addition to the Chair, all the Board Members of the Gwich'in Land and Water Board, the Sahtu Land and Water Board, and the Wek'èezhìi Land and Water Board, as well as the following individuals appointed in accordance with subsection 99(4) of the MVRMA:

- a) two Members appointed following consultation by the Federal Minister with the First Nations and the Tłı̨chǫ government;
- b) one Member appointed on the nomination of the Territorial Minister; and
- c) one other Member appointed by the Federal Minister.

Except in the case of the Wek'èezhìi Land and Water Board, the Federal Minister may appoint alternate Members after consultation with the First Nations or the Territorial Minister.

The Members appointed under a, b, and c are generally appointed as members of a Section 103 Panel and deal with applications that relate to a use of land or waters or deposit of waste that is to take place or is likely to have any impact wholly outside any management area. A Panel that is established to deal with an application that will take place in more than one management area or in both a management area and an area outside a management area will include a Member from the management area.

The Chair of the Board is appointed by the Federal Minister from persons nominated by a majority of the Members. The Board may designate a Vice Chair, chosen from existing Board Members by a majority vote, to act during the absence or incapacity of the Chair, or a vacancy in the office of the Chair.

The Board may choose to solicit suitable candidates for the position of Chair within the NWT based on, but not limited to, the following criteria:

- experience serving on Boards;
- working knowledge of MVRMA and Regulations;
- direct knowledge of the people, land and resources of the NWT; and
- ability to make informed, unbiased, and impartial decisions.

Candidates selected by the Board will have the opportunity to speak to the Board to provide a summary of their intent and qualifications. The Board may select an individual from those candidates to recommend at minimum two names to the Federal Minister based on those criteria.

b) Gwich'in, Sahtu, and Wek'èezhii Land and Water Boards

The composition of the Gwich'in Land and Water Board is set out in subsection 54(2), the Sahtu Land and Water Board in subsection 56(2), and the Wek'èezhii Land and Water Board in subsection 57.1(2) of the MVRMA.

c) Section 103 Panel

- The Panel is comprised of a subset of the Members of the MVLWB;
- The Chair of the MVLWB shall dispose of applications under section 103 by designating 3 or more Board Members, including at least one of the Members appointed to a regional Panel appointed by the Tłı̨chǫ government or appointed to the Board after consultation with First Nations and one other Member not so appointed. Depending on the availability of Members, Members from the Gwich'in, Sahtu, and Wek'èezhii Land and Water Boards can serve on the section 103 Panel;
- In the event the Chair of the MVLWB declares a conflict of interest, the Vice Chair will select the Members of the Panel; and
- Where a Panel is struck for a transboundary application, a Board Member from each of the affected management areas shall be included on the Panel.

2. ROLE AND RESPONSIBILITIES OF THE BOARDS

The roles and responsibilities in this section apply to the Mackenzie Valley, Gwich'in, Sahtu, and Wek'èezhii Land and Water Boards.

a) Role of the Board

- To consider land use permit and water licence applications;
- To consider transboundary land use and water use applications within the Mackenzie Valley;
- To issue direction on general policy matters concerning the use of land or waters or deposit of waste that require consistent application throughout the Mackenzie Valley;
- To make recommendations to the Federal Minister with respect to amendments to the MVRMA;
- To make recommendations to the Territorial Minister with respect to the amendment of territorial laws and initiatives regarding the use of land or waters or deposit of waste;
- To make recommendations to a local government with respect to the amendment of bylaws enacted by that government regarding the use of land or water or deposit of waste;
- To make recommendations to the Tłı̨chǫ Government with respect to the amendment of Tłı̨chǫ laws regarding the use of Tłı̨chǫ lands or waters or deposit of waste;
- To make rules respecting its practice and procedure in relation to applications to the Board and to provide leadership in developing policies and strategies to guide the Boards throughout the Mackenzie Valley;
- To prevent trade secrets and information from being improperly disclosed or made public; and
- To speak with one voice through formal motions adopted at its meetings.

b) Responsibilities of the Board

i. Accountability of the Board

- Accountable to the public of the NWT and the Federal Minister;
- Maintains authority over, and responsibility for, the structures of the Board;

- Ensures that the overall organizational and staffing structure facilitates the delivery of the Board's strategic plans and priorities;
- Ensures there are sufficient and appropriate human and financial resources for the Board to accomplish its work;
- Approves a set of human resource (management and staff) policies to be administered by the Executive Directors;
- Ensures that proper procedures and processes are established for responsible management succession;
- Adopts policies and processes that maintain the integrity of the Board's information management systems;
- Ensures that policies and processes exist that identify and monitor risks, addresses what risks are acceptable to the Board, and ensures that appropriate systems and actions are in place to manage such risks;
- Ensures effective reporting of the Board's activities on a timely and regular basis; and
- Ensures that the Board operates in accordance with the highest ethical and moral standards.

ii. Planning

- Develops, approves, and ensures the implementation of strategic plans, determines priorities, and monitors performance against plans;
- Ensures that a work plan for the Board is in place;
- Notifies nominating bodies 12 months in advance of the expiry of a term of Board Member; and
- Approves annual budget, receives the operating plan, and monitors performance against both.

iii. Selection, Support and Evaluation of the Executive Director

- Selects the Executive Director, determines the Executive Director's compensation, and sets out in clear terms the Executive Director's authority, responsibilities, and accountability in the *Executive Limitations Policy*;
- Provides every support to the Executive Director to enable them to carry out their responsibilities;
- Develops and employs effective procedures and processes for the formal evaluation of the Executive Director on an annual basis; and
- Makes provision for the Executive Director's professional development.

iv. Financial Oversight and Development

- Approves the Board's audited year-end financial report, annual operating budget, and interim activity report;
- Ensures the effective utilization of the Board's financial resources;
- Approves policies that implement sound financial controls for the Board and ensures policy compliance;
- Follows Board Member compensation in accordance with Treasury Board guidelines;
- Approves major financial decisions and actions as required; and
- Safeguards the Board's assets and resources.

v. Board Governance and Development

- The Board governs in accordance with the Board's:
 - *Governance Policies*;
 - *Executive Limitations Policy*;
 - *Employee Policies and Procedures Manual*; and
 - Other policies of the Board.
- Proposes amendments to the *Governance Policies*;
- Approves and updates the *Governance Policies*, the *Executive Limitations Policy*, the *Employee Policies and Procedures Manual*, and other Board policies;
- Determines the policies and procedures governing Board meetings;
- Ensures there is a recruitment, orientation, and training process in place;
- Approves the terms of reference for its Committees; and
- Designates an individual as Vice Chair to serve as the acting Chair during the absence or incapacity of the Chair, or a vacancy in the office of the Chair pursuant to subsection 12(3).

3. BOARD MEETING CODE OF CONDUCT

The roles and responsibilities in this section apply to the Mackenzie Valley, Gwich'n, Sahtu, and Wek'eezhii Land and Water Boards.

- Each Board Member shall attend Board meetings regularly and participate fully in Board deliberations;
- Each Board Member shall conduct themselves in Board meetings with a view to furthering the interests of the Board and not the interests of individuals and group stakeholders;
- Each Board Member shall respect confidentiality of Board business and Board deliberations;
- Each Board Member shall support the majority decisions of the Board and speak with a unifying voice;
- Each Board Member shall conduct themselves in Board meetings in a manner exhibiting courtesy, goodwill, objectivity, frankness, openness to new ideas, constructiveness, independent-mindedness, restraint, effective communication, willingness to compromise, and respect for others;
- Each Board Member shall ensure that the discussion of business occurs at the Board table and not outside the Board room between meetings;
- Each Board Member shall adhere to the conflict of interest requirements as they relate to Board meetings; and
- Each Board Member shall notify the Chair or Executive Director in advance of a Board meeting if they are unable to attend.

4. MEETINGS OF THE MACKENZIE VALLEY LAND AND WATER BOARD

a) Board Meeting Times

- The Board shall meet a minimum of twice per year; and
- Meetings may be conducted by conference call.

b) Preparations for Board Meetings

- The agenda for Board meetings shall be set by the Chair in consultation with the Chairs' Committee and the Executive Directors' Committee and, if necessary, other Board Members;

- Documents related to agenda items shall be delivered to the Board Members at least fourteen (14) days in advance of the Board meeting. Information to be considered shall be forwarded to the Chair seventeen (17) days in advance of the meeting;
- Reports to the Board on policy matters shall be in written form and shall contain background information and a description of the issues for discussion;
- Board meetings shall include, at a minimum, an agenda that includes the following items:
 - A report from the Executive Director outlining progress achieved toward the attainment of the Board's strategic priorities and plans;
 - Minutes of Board meetings not previously adopted;
 - A status report of action items; and
 - Quarterly variance and financial reports.

c) Board Meeting Rules and Procedures

- The quorum for meetings shall consist of eight Members; at least one Member from each Board and at least one subsection 99(4) Member;
- The Board's deliberations will be made in accordance with principles of administrative justice and are strictly confidential;
- The rules of procedure for meetings shall be *Robert's Rules of Order* insofar as they apply;
- The meetings shall be chaired by the Chair. In the Chair's absence, the Vice-Chair shall serve as Chair. If neither is present, the Board Members may elect, by majority, another Board Member to chair the meeting;
- In chairing the meetings, the Chair shall:
 - Guide the discussion so that it proceeds in an orderly and efficient fashion, relates to motions, respects the *Rules of Order* and the *Board Meeting Code of Conduct*, and deals with Board business;
 - Ensure that all views are heard, that the Board reaches decisions, and that the will of the majority prevails;
 - Vote only in the event of a tie; and
 - Be responsible primarily for facilitating debate, on matters respecting the conduct and management of the Board's internal administrative affairs.
- Decisions may be made through an e-mail vote if the result is unanimous;
- A list of Board Action items arising out of each Board meeting shall be forwarded to the Board Members as soon as possible following the meeting, and at the very least within 14 days; and
- Agendas for Board meetings shall have the following format: (i) the topic; (ii) the presenter; and (iii) the desired outcome (i.e., Received for Information, Discussion, or Decision).
-

5. MEETINGS OF THE REGIONAL BOARDS (GWICH'IN, SAHTU, AND WEK'EEZHII) AND SECTION 103 PANEL

a) Board Meeting Times

- The Board shall meet a minimum of six times a year; and
- Meetings may be conducted by conference call.

b) Preparations for Board Meetings

- The agenda for Board meetings shall be set by the Chair in consultation with the Executive Director and, if necessary, other Board Members;
- Documents related to agenda items shall be delivered to the Board Members at least five (5) days in advance of the Board meeting. However, time-sensitive information may be presented to the Board with less notice under certain circumstances. Information to be considered shall be forwarded to the respective Executive Director ten (10) days in advance of the meeting;
- Reports to the Board on policy matters shall be in written form and shall contain background information and a description of the issues for discussion;
- Regular Board meetings shall include, at a minimum, an agenda that includes the following items:
 - Minutes of Board meetings not previously adopted;
 - Regulatory Decisions;
 - A report from the Executive Director outlining any regulatory, scheduling, human resource, financial, and administrative issues or items of note;
 - A status report of action items; and
 - Quarterly variance and financial reports.

c) Rules and Procedures for Board Meetings and Proceedings

- Quorum for the regional Board meetings shall consist of three Members, including one of the Members appointed on nomination by their respective First Nation and one Member not so appointed other than the Chairperson;
- Quorum for the section 103 Panel meetings shall consist of three Members, including one of the Members appointed on nomination of a First Nation and one Member appointed on nomination by the territorial or federal government;
- The Board's deliberations will be made in accordance with principles of administrative justice and are strictly confidential;
- The rules of procedure for meetings shall be *Robert's Rules of Order* insofar as they apply;
- The meetings shall be chaired by the Chair. In the Chair's absence, the Board Members may select, by majority, another Board Member to serve as Chair for the meeting or proceeding;
- In chairing the meetings, the Chair shall:
 - Guide the discussion so that it proceeds in an orderly and efficient fashion, relates to motions, respects *Robert's Rules of Order* and the *Board Meeting Code of Conduct*, and deals with Board business;
 - Ensure that all members have an opportunity to be heard, while ensuring the meeting or hearing is concluded in a timely manner,
 - Ensure that the Board reaches decisions, and that the will of the majority prevails;
 - Vote only in the event of a tie;
 - Be responsible primarily for facilitating debate, on matters respecting the conduct and management of the Board's internal administrative affairs;
- Decisions may be made through an e-mail vote if the result is unanimous;
- A list of Board Action items arising out of each Board meeting shall be forwarded to the Board Members as soon as possible following the meeting, and at the very least within 14 days; and
- Agendas for Board meetings shall have the following format: (i) the topic; (ii) the presenter; and (iii) the desired outcome (i.e., Received for Information, Discussion, or Decision).

III. BOARD MEMBERS

The roles and responsibilities in this section apply to the Mackenzie Valley, Gwich'n, Sahtu, and Wek'eezhii Land and Water Boards.

1. ROLE AND RESPONSIBILITIES OF THE CHAIR

a) **Role of the Chair**

- To ensure the Board makes informed, responsible, fair, unbiased, and impartial decisions based on evidence;
- To keep the Board focussed on advancing the Vision, Mission, and Values of the Board;
- To play a leading role in communicating externally the Vision, Mission, and Values of the Boards, and information about the Board's activities that is consistent with the views of the Board;
- To ensure the relationship between the Board and Executive Director remains positive, constructive, and professional at all times;
- To represent the collective will of the Board in communicating with the Executive Director;
- To enforce the expected standards of conduct and contribution of Board Members and take corrective action as required;
- To ensure proper orientation of Board Members regarding their roles and responsibilities;
- To encourage training and improvement of individual skills and knowledge among Board Members and ensure they are properly equipped;
- To represent the Board Members at meetings and events with external agencies related to matters that concern the governance of the organization;
- Except as noted elsewhere in the *Governance Policies*, to bind the Boards only with the consent of the Board;
- To carry out their responsibilities as a Board Member of the Board; and
- To ensure the Board is operating consistently with policies and procedures within the Mackenzie Valley.

b) **Responsibilities of the Chair**

i. Leadership of the Board

- The Chair ensures the Board carries out its responsibilities as defined in the *Act*, *Governance Policies*, and other policies of the Boards;
- Ensures the Board attends to its internal governance functions, including those related to the orientation of Board Members;
- Remains familiar with all policies and procedures of the Boards;
- Assists with the preparation of the annual budget; and
- Prepares, together with the Executive Director, the agenda and related documents for meetings of the Board.

ii. Evaluating the Performance of the Executive Director

- The Chair ensures the Board has the opportunity to contribute to the annual evaluation of the Executive Director; and
- The Chair delivers the Executive Director's performance evaluation, along with one other Board Member.



iii. Chairing Meetings

- The Chair chairs meetings of the Board; and
- Ensures that meetings of the Board are conducted in accordance with *Robert's Rules of Order*, insofar as they apply, and *the Board Meeting Code of Conduct*.

iv. External Relationships

- The Chair speaks on behalf of the Boards at external meetings and with the media, always in a manner that is consistent with the will of the Board; and
- The Chair may delegate the Executive Director or a Board Member to speak on selective issues.

2. ROLE AND RESPONSIBILITIES OF THE VICE-CHAIR

a) Responsibilities of the Vice-Chair

- To perform his/her role and responsibilities as a Board Member; and
- To perform the responsibilities of the Chair in the Chair's absence or inability to act.

3. ROLE AND RESPONSIBILITIES OF A BOARD MEMBER

a) Role of a Board Member

- To carry out those responsibilities with which he or she is entrusted by the Land Claim Agreements;
- To make informed, responsible, fair, unbiased, and impartial decisions based on evidence;
- To recognize Board Members are appointed to be objective decision-makers and cannot support the views of government or political groups and do not represent their nominating party;
- To act at all times within the scope of the *Board Meeting Code of Conduct* and other policies of the Board and always in recognition of the principle that the Board's role is to govern, and that management's role is operational;
- To contribute skills, knowledge, influence and other assets that allow the Boards to carry forward with their priorities, plans and policies, and ensure the Board is governed effectively;
- To act honestly, in good faith, and in the best interests of the Boards and not the interests of particular constituencies; and
- To practice the standard of due diligence, loyalty, and duty of care that is required of a Board Member.

b) Responsibilities of a Board Member

i. General

- Understands the legislation under which the Boards exist, and the Board's roles and responsibilities under the legislation;
- Understands the legal, regulatory, business, social and political environment in which the Board operates;
- Possesses a clear understanding of the governance structure of the Board;
- Keeps generally informed about the activities of the Boards and the issues that affect the Boards;

- Supports and abides by the decisions of the Board, and participates in deliberations toward decisions in a principled and rational manner;
- Respects and maintains the confidentiality of Board business and Board deliberations;
- Confines discussions of Board issues to Board meetings to avoid situations where decisions are made outside of the boardroom;
- Refrains from interfering with the work of staff;
- Understands and meets the standards of fiduciary responsibility of a Board Member;
- Refrains from accepting any gifts or benefits from current and prospective applicants, Permittees or Licensees, or any other individual or organization who is involved in the Board's processes;
- Declares any apparent or real personal conflict of interest or loyalty in accordance with the policies and statutory requirements; and
- Demonstrates high ethical standards and integrity as a Board Member.

ii. In Board/Committee Meetings

- Plans time prior to Board/Committee meetings to review the meeting agenda and accompanying documents and thus be prepared to engage in an informed discussion on the matters before the Board/Committee;
- Participates in the Board's events and activities when required;
- Respects *Robert's Rules of Order* and the *Board Meeting-Code of Conduct* at all times;
- Asks questions when the information provided at a meeting is inadequate or the question before the meeting is unclear, and voices clearly and explicitly any opposition to a decision being considered at the meeting;
- Takes every measure to ensure that the Board remains attentive to the Board's priorities and plans and informs the General Secretary of identified failures as these become apparent;
- Reads and understands the financial statements and financial reports, and otherwise helps the Board fulfill its fiduciary responsibilities;
- Helps develop and maintain a spirit of collegiality and positive interpersonal relationships within the Board;
- Contributes to the Board's evaluation of its performance; and
- Contributes to the assessment of the Executive Director's performance.

iii. In Communications

- Fosters and promotes a positive image of the Board with its stakeholders and in the community;
- Effectively represents the Board in the community by focussing on the Board's accomplishments as well as its needs and challenges;
- Never speaks for the Board or the Board's unless authorized to do so;
- Only shares the position and communicates the will of the Board;
- Confines direction to staff to interchanges with the Executive Director at Board meetings, so that the lines of accountability between the Board and Executive Director remain clear; and
- Refrains from speaking about active regulatory files outside of Board meetings.

IV. STANDING AND SPECIAL COMMITTEES OF THE MACKENZIE VALLEY LAND AND WATER BOARD

1. GENERAL

a) Purpose

- The Board shall establish Standing and Special Committees to assist it with its work;
- Standing Committees of the Board are permanent and have a governing function. They assist the Board in carrying out its responsibilities, including oversight, planning, risk management, policy development, recruitment, and Board evaluation;
- Special Committees of the Board are struck periodically to undertake a specific task or project that is to be completed within a defined period; they are dissolved after they have completed their work; and
- The Standing Committees of the Boards are:
 - the Chairs' Committee;
 - the Executive Directors' Committee; and
 - the Joint Health and Safety Committee.

b) Meetings

- Background information for committee meetings is to be forwarded to committee Members in advance of the meetings in a timely fashion;
- Committee Members are expected, prior to meetings, to review all background information sent to them;
- Committee Members are expected to notify the Committee Chair in a timely fashion if they are unable to attend or participate in a meeting;
- At meetings, the Committee Chair shall:
 - Guide the discussion so that it proceeds in an orderly and efficient fashion,
 - Respects *Rules of Order* and the *Board Meeting Code of Conduct*, and deals with committee business; and
 - Ensure that all views are heard, and that the committee formulates recommendations that reflect the majority will.
- All Members of Standing and Special Committees, and all participants at their meetings, are required to abide by the principles contained within the *Board Meeting-Code of Conduct*;
- Committees may establish sub-committees to assist them with their work; and
- Committees may invite individuals who are not Members of the committee to meetings to assist them with their work.

2. CHAIRS' COMMITTEE – TERMS OF REFERENCE

a) Composition and Eligibility

- The Committee is composed of the current or acting Chair of each of the Panels of the MVLWB;
- The Chair or acting Chair shall serve as the Committee Chair; and
- Committee Members may alternate duty as chair of meetings.

b) Authority

- The Committee is advisory to the Board. Except where so authorized, it does not have the authority to make decisions or act for the Board; and
- The Committee is to operate within their approved budget.

c) Role of the Committee

- To provide oversight in the areas of human resource management, asset/investment management, and the financial position of the Board;
- To provide recommendations regarding the development or adoption of policies and guidelines;
- To carry out hiring and dismissal of the Board's Executive Director;
- To ensure that Board composition meets the requirements of the *Governance Policies*;
- To develop effective processes for the recruitment and nomination of candidates for the Chair of the MVLWB; and
- To exercise specified powers of the Board in critical emergency situations where it is impossible for the Board to be convened either in person or using teleconferencing or other comparable means of communication.

d) Responsibilities of the Committee

- Approves the Terms of Reference for the Areas of Operation;
- Reviews and makes recommendations to the Board on internal processes and procedures for financial reporting and other internal controls;
- Reviews and makes recommendations to the Board on the annual budget, based on the strategic priorities, plans, and resources of the Boards;
- Meets with the auditor at the time of the annual audit, and reviews the following matters:
 - Any matters identified in the previous year's audit as needing special attention, and whether steps have been taken to deal with these matters;
 - Any changes in accounting practices from previous years;
 - Any changes recommended regarding the effectiveness and efficiencies of the current financial practices, processes and procedures;
 - Any changes recommended regarding the scope of the audit in future years;
- Forwards draft audited financial statements to the Board for approval;
- Reviews and makes recommendations to the Board on an ongoing basis on any matter or question relating to the financial position of the Boards;
- Develops and leads an orientation process for new Directors;
- Recommends to the Board the appointment of the auditor and the audit fees; and
- Makes decisions in critical emergency situations, except in relation to any of the following matters:
 - Dissolution of the Boards;
 - Changes to the organizational structure of the Boards;
 - Approval or alteration of a Board-approved budget;
 - Adoption or elimination of Board programs;
 - Appointments or nominations to external bodies;
 - Purchase or sale of property;
 - Amendment of the *Governance Policies*; and
 - Amendment of the Board's policies that require Board approval.

e) Procedures

- Meetings to be held quarterly, or more frequently if called by the Chair;
- Quorum to be a majority of the Members of the Committee;
- At least one Executive Director may be present at each meeting to support the Committee;
- Decisions to be made by a majority of the Members with the Chair having a vote only in the event of a tie;
- In the Chair's absence or inability to act, one of the other committee Members will serve as Chair;
- Meetings can be held, if necessary, by conference call;
- Decisions may be made through an e-mail vote if the result is unanimous;
- Minutes of meetings to be taken and made available at the next meeting of the Committee and of the Board; and
- In critical emergency situations, the following procedures apply:
 - Quorum to be all voting Members of the Committee.
 - Decisions to be made by unanimous vote of the Members of the Committee.

3. EXECUTIVE DIRECTORS' COMMITTEE – TERMS OF REFERENCE

a) Composition and Eligibility

- Committee is composed of the current or acting Executive Directors of the Panels of the MVLWB;
- The MVLWB Executive Director or designate shall serve as the Chair of the Committee; and
- The committee may alternate the role of committee chair.

b) Authority

- Committee is advisory to the Chairs' Committee. Except where so authorized, it does not have the authority to make decisions or act for the Board; and
- Committee is to operate within their approved budget.

c) Role of the Committee

- To assist the Board in developing, implementing, reviewing and updating the *Governance Policies* and other policies of the Boards, and all legal and regulatory requirements;
- To assist the Board in fulfilling its duty of care with respect to the safety and integrity of the operations of the Boards, and to make policy recommendations regarding significant hazards and risks; and
- To make policy recommendations to the Board and assist the Board in developing policies regarding risk management.

d) Responsibilities of the Committee

- Develops, reviews, and updates the Board's *Governance Policies* for the approval of the Board, and other policies as assigned by the Board;
- Assists the Board in conducting an evaluation of the Board's performance, and other Board evaluation processes as required;
- Monitors, reviews and reports to the Board on the assets and investments of the Boards.
- Develops and maintains up-to-date risk management policies; and
- Develops and administers processes for risk identification, monitoring, reporting and evaluation

e) Procedures

- Meetings to be held monthly;
- Quorum requires three of the four Executive Directors;
- Decisions to be made by a majority of the members with the Chair having a vote only in the event of a tie;
- In the Chair's absence or inability to act, one of the other committee members may serve as Chair;
- Meetings to be held, if necessary, by conference call; decisions to be made either by an oral vote or email;
- Minutes of meetings to be taken and made available at the next meeting of the Committee and of the Board.

4. JOINT HEALTH AND SAFETY COMMITTEE (OHS) – TERMS OF REFERENCE

a) Composition and Eligibility

- Committee is composed of staff representatives, one from each of the Boards;
- The staff members of the Committee will be appointed by their respective Executive Director;
- The committee shall be comprised of both supervisors and employees; and
- The committee will elect a chair from its membership.

b) Authority

- Committee is advisory to the Executive Director's Committee. Except where so authorized, it does not have the authority to make decisions or act for the Board; and
- Committee is to operate within their approved budget.

c) Role of the Committee

- To promote awareness of safety issues and develop a collaborative relationship between management and workers to identify and resolve health and safety problems; and
- To ensure the Internal Responsibility System functions effectively and ensure our organization meets occupational health and safety legislation requirements.

d) Responsibilities of the Committee

- Identifies situations that may be unhealthy or unsafe for workers and advise on effective systems for responding to those situations;
- Considers and expeditiously deal with complaints relating to the occupational health and safety of workers;
- Consults with workers and the employer on issues related to occupational health and safety and occupational environment;
- Makes recommendations to the employer and the workers for the improvement of the occupational health and safety of workers and compliance with the regulations, and monitor their effectiveness;
- Makes recommendations to the employer on educational programs promoting the health and safety of workers and compliance with the Regulation, and monitor their effectiveness;
- Advises the employer on programs and policies required under the Regulation for the workplace, and monitor their effectiveness;

- 
- Advises the employer on proposed changes to the workplace or the work processes that may affect the health or safety of workers;
 - Ensures that incident investigations and regular inspections are carried out as required by the Regulation;
 - Participates in inspections, investigations, and inquiries as provided by the Regulation;
 - When necessary, request information from the employer about:
 - Known or reasonably foreseeable health or safety hazards to which workers at the workplace are likely to be exposed;
 - Health and safety experience and work practices and standards in similar or other industries of which the employer has knowledge;
 - Carry out any other duties and functions prescribed by the Regulations.

e) Procedures

- Meetings to be held quarterly, or more often if called by the Chair;
- Quorum requires three of the four staff representatives;
- Decisions to be made by a majority of the members with the Chair having a vote only in the event of a tie;
- In the Chair's absence or inability to act, one of the other committee members may serve as Chair;
- Meetings to be held, if necessary, by conference call; decisions to be made either by an oral vote or email;
- Minutes of meetings to be taken and made available at the next meeting of the Committee and of the Executive Director's Committee; and
- The committee will promptly post a copy of the report of each meeting in a place readily accessible to employees and the employer, as well as submit said report to the Workers' Safety Compensation Commission;
- If the OHS Committee is unable to reach consensus (agreement) on a matter relating to the health or safety of workers at the workplace, the chair of the committee may report this to the Executive Director's Committee, which may investigate and attempt to resolve the matter.

V. COMPENSATION

1. CHAIR OR ACTING CHAIR

- An individual serving as Chair will receive an Honorarium as directed by the Federal Minister;¹
- A monthly stipend for five days will be provided at the beginning of each month.
- All travel and accommodation expenses related to carrying out their duties will be covered or reimbursed in accordance with Treasury Board guidelines; and
- The Chair should keep a journal of all time spent conducting Board business.

2. BOARD MEMBERS

- Individual Board Members will receive an Honorarium as directed by the Federal Minister;² and
- All travel and accommodation expenses related to carrying out their duties will be covered or reimbursed in accordance with Treasury Board guidelines.

3. BOARD MEETINGS AND TRAINING

- Meeting Time:
 - Board Members will be paid at minimum a half day for any face-to-face or teleconference meeting less than four hours in duration; and
 - For any meeting more than four hours in duration, Board Members will be paid for one full day.
- Reading Time:
 - Board Members will be paid for reading time based on twice the duration of the respective meeting
 - Board Members are expected to complete a review of the meeting materials regardless of their attendance as they will be compensated for this time; and
 - At the discretion of the Executive Director, compensation for additional reading time may be provided.
- Training Time:
 - Board Members will be compensated for the duration of the training.
- Travel Time:
 - Board Members will be compensated for the duration of their travel associated with Board business.
- Timing of Payment:
 - Honoraria and expense payments will be provided after the completion of the meeting or training; and
 - For meetings or training scheduled for three days or more, expenses can be made available in advance and honoraria will be provided following completion.

¹ [Government of Canada Remuneration Guidelines](#)

² [ibid](#)