

# BOARD CHARTER

The vision, mission and values established by the Board of Directors guide the daily operations, long term strategic planning and measurements of success of the Blueberry River Restoration Society.

## Mission

To heal the land and the people through impactful reciprocal restoration projects that strengthen the land, waters, culture, and wellbeing of Blueberry River First Nations people.

We will pursue this mission through the responsible administration, investment, leverage, and allocation of the funds entrusted to us by the Province of British Columbia and through payments of disturbance fees by proponents operating within the Blueberry River First Nation (BRFN) Claim Area.

The constating documents of BRRS are the Constitution and Bylaws. Our core governing documents also include the Blueberry River First Nations Implementation Agreement. To the extent that this Board Charter conflicts with the Constitution, Bylaws and the Implementation Agreement, the Constitution, Bylaws and the Implementation Agreement will govern.

## Vision

Blueberry River First Nations, a proud and unified people, are thriving in a land where the ecological conditions allow for the restoration of their Treaty rights which in turn empowers them to thrive and practice their culture across their beautiful, healthy territories as long as the sun shines, grass grows, and rivers flow.

## Values

### RECIPROCAL RESTORATION:

That the well-being of the land and people are tightly woven, with kinship and guardianship being central to our success.

### TRANSPARENT COLLABORATION:

That the Society's work is always and actively guided by Blueberry River First Nations in an open and accountable relationship that provides transparency to all.

### WORLD-CLASS APPROACHES:

That the Society's work will draw from the best examples of reciprocal restoration from Blueberry River First Nations, the region and around the world, adapted to, and focused on, meaningful restoration by and for Blueberry River First Nations.

### MAKING EVERY DOLLAR MATTER:

That the Society responsibly stewards the resources entrusted to it with accountability for current and future generations of Blueberry River First Nations.

### AGILITY AND SUSTAINABILITY:

That the Society acts at the right pace to balance the tension between speed and sustainability in ensuring Treaty Rights are restored.

## MEMBERSHIP

- i. In accordance with BRRS's Bylaws, the Members of BRRS will consist of seven individuals appointed by British Columbia and BRFN (the "**Appointing Entities**"). These seven Members are also appointed as the Directors of BRRS. Each of the Appointing Entities will appoint individuals to be Members of the Society by appointment in writing and delivered to the Secretary as follows:
  - a. four (4) Persons appointed by BRFN ("**BRFN Directors**"); and
  - b. three (3) Persons appointed by British Columbia; and
  - c. appointments and cessation of membership and directorship will be in accordance with BRRS's Bylaws.
- ii. As per the Bylaws, the term of office of a Director will be determined by the Director in consultation with their respective Appointing Entity. There is no limit on the number of years that a Director may serve on the Board. In determining the term of office, BRRS will be proactive in collaborating with the Appointing Entities to support staggered terms and to find a balance with board succession and continuity. BRRS will strive to have directors with terms of no more than 4 years, before which they need to be re-appointed. Further an aggregate maximum of two terms is preferred.
- iii. Persons who are not eligible for election as a director include:
  - a. employees of BRRS; and
  - b. individuals who are ineligible to be a director of a society under the *Societies Act* (British Columbia).
- iv. The Board will proactively prepare requests or recommendations to the Appointing Entities based on competency gaps identified in the board's director competency matrix to inform appointment decisions.

## MEETINGS

- i. The Board shall meet at least quarterly, with additional meetings at the discretion of the directors.
- ii. The Board Chair will call a meeting of the Board if so requested by a Director.
- iii. The Board may from time to time fix the quorum necessary to transact business, provided that the quorum may be no fewer than four (4) Directors the majority of whom must be BRFN Directors. A Director who has, or may have, an interest in a proposed contract or transaction with BRRS will be counted in the quorum at a meeting of the Board at which the proposed contract or transaction is considered but is not entitled to vote on the proposed contract or transaction.
- iv. Subject to the Bylaws, any issue at a meeting of the Board will be decided by Board Resolution. A Board Resolution means:
  - a. a resolution passed at a duly constituted meeting of the Board by a simple majority of the votes cast by those Directors who are present and entitled to vote at such meeting, provided that the majority includes those cast by at least two (2) BRFN Directors; or

- b. a resolution that has been submitted to all of the Directors and consented to in writing by all of the Directors who would have been entitled to vote on it in person at a meeting of the Board.
- v. While the minimum notice period for a meeting of the Board in the Bylaws is two (2) days' notice, the Board will aim to not have meetings of the Board held on less than seven (7) business days' notice. The standard procedure will also be that the documents the Directors require to prepare for the Board meeting will be available a minimum of five (5) business days prior to the Board meeting.

## DUTIES AND RESPONSIBILITIES OF DIRECTORS

### GOVERNANCE

The Board provides leadership with a specific responsibility to:

- i. Select, assess, compensate, and (if necessary) replace the CEO, and plan for CEO succession.
- ii. Oversee the development of and approving a strategic plan.
- iii. Oversee BRRS's financial performance through:
  - a. Reviewing the investment portfolio performance;
  - b. Approving BRRS's operating and capital budgets;
  - c. Reviewing and approval of quarterly and year-end financial statements; and
  - d. Retaining an external independent professional investment advisor or portfolio manager to provide investment advice.
- iv. Work with BRRS' management to identify the principal risks to the organization and ensure that systems to manage those risks are in place.
- v. Monitor BRRS' performance against agreed goals and objectives and the strategic plan.
- vi. Approve BRRS's material policies, including but not limited to:
  - a. the Board Charter;
  - b. Director Compensation Policy
  - c. *Directors Code of Conduct*
  - d. *Directors Conflict of Interest Policy and Conflict of Interest Disclosure Statement*
  - e. *Director and Staff Expense Policy*
  - f. *Investment Policy*
  - g. *Investment Guidelines*
  - h. *Finance Policy*
  - i. *Restoration Program Funding Approval Policy*
  - j. *Procurement Policy*
  - k. *Communications Policy and Procedures*
  - l. *Privacy Policy*
- vii. Subject to the Restoration Program Funding Approval Policy, approve major transactions.
- viii. Ensure compliance with BRRS' governing documents, applicable legal and regulatory requirements, and BRRS' material policies.

- ix. Provide for the Board's good management and on-going effectiveness, including the establishment of committees to assist the board, and support the Appointing Entities to have succession plans for the orderly turnover of directors.
- x. Annually, review the Board Charter and assess the board's effectiveness in advancing the vision and mission of BRRS.

## CONDUCT

The responsibilities of each Director include:

- i. Understanding and complying with his or her legal duties and obligations as a Director. In general, these include:
  - a. Acting in good faith and in the best interests of BRRS,
  - b. Acting with the care, skill, and diligence of a reasonably prudent person,
  - c. Complying with BRRS's Code of Conduct; and
  - d. Keeping up to date with current governance issues and practices affecting directors.
- ii. Contributing to the definition and accomplishment of BRRS's strategies and objectives;
- iii. Understanding BRRS's activities, its strategic plans, the context in which BRRS operates, the risks and challenges involved in achieving its objectives, and BRRS's organizational structure and its culture and the Board's oversight role of these issues;
- iv. Making best efforts to attend all Board meetings and committee meetings of which the Director is a member, participating actively in Board and committee meetings, expressing his or her views frankly and fully, and being prepared to challenge management's assumptions and conclusions;
  - a. An annual calendar of scheduled Board meetings will be prepared and discussed by the board during its third quarter meeting of each year (September or October) to allow Directors to provide input on the Board meeting calendar, to update their schedules, and to support planning and travel plans. Each Director is expected to attend all meetings as scheduled. A record of attendance will be maintained for each Director by the Secretary.
  - b. If a Director cannot attend a scheduled meeting, the Director shall advise the Chair and CEO, as appropriate, in writing at his or her earliest convenience of the director's unavailability and the reasons, therefore. The Director will then be acknowledged as absent with regrets in the minutes;
  - c. If a Director does not provide due notice before a scheduled meeting, they will be noted as absent without cause;
  - d. If a Director misses more than three consecutive board meetings or has attended less than 75% of scheduled board meetings in any given year, the Chair will send a letter requesting confirmation that the director is able and willing to continue in the full capacity of a director and provide a copy of the letter to the Appointing Entity;
  - e. Virtual meetings will be commonly be used for Director participation in regular board meetings, special board meetings, or committee meetings. When in person meetings are scheduled, virtual participation .is strongly discouraged and subject to the prior consent of the Chair.
- v. As appropriate, communicating privately and constructively with the Chair and/or the CEO between meetings;

- vi. Applying his or her special skills, expertise, and knowledge to provide a unique contribution to the Board's overall performance; and
- vii. Ensuring sufficient and appropriate information is obtained and understood so that as a Director, he, she, or they is satisfied that BRRS is managed and that all decisions made are informed and appropriate and if not, that any dissension is properly recorded in the minutes of the meeting. Any Director who believes that his or her ability to meet these expectations is at risk, or may appear to be at risk, shall advise the Chair and together they will consider whether the Director should offer to resign or take a leave of absence.

## DUTIES AND RESPONSIBILITIES OF BOARD OFFICERS

The Board will appoint a Chair, Vice-Chair, and Secretary-Treasurer and may appoint and remove such other Board positions as it deems necessary and determine the duties, responsibilities and term, if any, of all Board positions. The Board Officers are elected annually by the Board.

### Board Chair

The Board Chair serves and is accountable to the Board of Directors. The term of office of the Board Chair will be until the first meeting of the Board held after the next following Annual General Meeting.

### QUALIFICATIONS

The Chair must have:

- i. A commitment to, and a clear understanding of BRRS's strategic plan
- ii. Knowledge of meeting procedures, governance policies and Bylaws of BRRS
- iii. Sufficient time to devote to the primary responsibilities of the Chair

### PRIMARY RESPONSIBILITIES

- i. Serve as the chair at all meetings of the Members and of the Board;
- ii. Manage effective meetings (establish agenda, control discussion appropriately, work towards consensus);
- iii. Foster the development of a board culture characterized by active and constructive board engagement, commitment to transparency, and commitment to practicing good governance;
- iv. Provide leadership to board development;
- v. Manage conflicts of interest as well breaches or suspected breaches of the Directors Code of Conduct;
- vi. Monitor board meeting attendance; the Chair will discuss capacity and strategy for effective participation on the board with any director that does not attend at least three regular meeting (75%) per year, or is absent for three consecutive meetings;
- vii. Build and maintain an effective working relationship with the CEO, and set a positive tone in the relationship between the board and staff;

- viii. Periodically review CEO performance and compensation;
- ix. Serve as a spokesperson for BRRS in conjunction with the CEO, who is the board appointed media spokesperson. The Chair is the only director authorized to speak for the board, unless the Chair specifically delegates this duty to another director;
- x. Serve as a liaison for BRRS in conjunction with the CEO for building and maintaining effective working relationships with BRRS's shareholders: BRFN and British Columbia
- xi. Periodically review Board governance practices; and
- xii. Using the director competency matrix, identify criteria that an Appointing Entity might consider when filling Board vacancies.

### Vice-Chair

The Vice-Chair assumes the duties of the Chair in their absence, and performs such other duties prescribed from time to time by the Board.

### QUALIFICATIONS

The Vice-Chair must have:

- i. A commitment to, and a clear understanding of BRRS's strategic plan
- ii. Knowledge of meeting procedures, governance policies and Bylaws of BRRS
- iii. Sufficient time to devote to the primary responsibilities of the Vice-Chair

### PRIMARY RESPONSIBILITIES

- i. Act on behalf of the Chair in the absence of the Chair, in chairing all meetings of the Members and of the Board, unless this responsibility is otherwise delegated;
- ii. When chairing meetings, manage effective meetings (establish agenda, control discussion appropriately, work towards consensus);
- i. Assist the Chair in providing leadership to board development;
- ii. Assist the Chair in carrying out the Chair's responsibilities when the Chair is unable or unavailable, including serving as a spokesperson for BRRS if the Chair is not available to speak as the spokesperson.

### Secretary-Treasurer

The Secretary-Treasurer will be responsible for ensuring that necessary arrangements are made for:

- i. the issuance of notices of meetings of the Society and the Board;
- ii. the keeping of minutes of all meetings of the Society and the Board;

- iii. the custody of all records and documents of the Society except those required to be kept by the Treasurer;
- iv. the maintenance of the register of Members;
- v. the conduct of the correspondence of the Society;
- vi. the keeping of Accounting Records and such other financial records as are necessary to comply with the Societies Act and the Income Tax Act; and
- vii. the rendering of financial statements to the Directors, Members and others when required

## COMMITTEES

To assist the Board in fulfilling its duties and responsibilities, it has established the following committees:

- i. Program Review Committee (standing committee);
- ii. Investment, Finance, and Audit Committee (standing committee);
- iii. Governance and Strategic Advisory Committee (standing committee); and
- iv. Communications Committee (standing committee).

The Board may create such standing and special committees as from time to time may be required. The Board will establish a Terms of Reference for each committee it creates.

## DIVISION OF RESPONSIBILITY BETWEEN THE BOARD AND SENIOR MANAGEMENT

The Board is responsible for setting the strategic direction of BRRS, establishing goals and objectives for management, and monitoring the achievement of these goals and objectives. The CEO is responsible to the Board for the day-to-day management of BRRS with all powers, discretions and delegations authorized, from time to time by the Board. The CEO reports to the Chair. Staff report to and are directed by the CEO. Any direction to staff from any Director, must go through the CEO. Under the direction of the CEO, staff support the needs and work of the Board and its committees.