



## **Board Committee Mandates**

**Approved by the BTC Board December 1, 2018**

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# **1. Organization and Authority of a BTC Board Committee**

## **1.1 Background**

This document details mandate, membership, meetings, authority, and key responsibilities of the Board Committees of the Bruce Trail Conservancy (BTC) Board of Directors (Board). The terms and conditions described in Section 1 of this document apply to all Board Committees, Operational Committees and Task Forces as a basis for their operations.

There are 7 Standing Committees established by the Board of the BTC, three of which are strategic (the Finance and Audit Committee, the Governance Committee and the Risk Committee).

The remaining Standing Committees are as follows:

1. Land Securement Secretariat (LSS)
2. Fundraising Committee
3. Human Resources Committee
4. Club Communications Committee

In addition, the following Operational Committees fall within the purview of the Chief Executive Officer (CEO), and the CEO reports to the Board on the Operational Committees' activities:

1. Landowner Relations (LOR) Committee
2. Land Stewardship Committee
3. Trail Development and Maintenance (TD&M) Committee

The Board has also established the following Task Forces: Nominating Task Force and Government Relations Task Force.

The Board may create other ad-hoc Committees, and establish terms of reference of such Committees. The Board may also terminate Committees as needed.

## **1.2 Committee Authorities**

Committees have the following authorities:

- To inquire into any matter that it considers appropriate to carry out its responsibilities, including access to books, records, facilities and personnel of the BTC
- To seek the advice of experts, both within and outside of the BTC, to assist it in carrying out its activities, subject to its authorities and to approval of the Board
- To make decisions in the Committee's defined area of responsibility, as delegated by the Board
- To create a subcommittee to address a specific issue
- To oversee a subcommittee that is established by the Board to address a specific issue and that is directed to report to that Committee; the Committee will make any recommendations to the Board

Committees do not have the authority to:

- Sign contracts or hire contractors

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, terms of reference, membership requirements, or structure of a Committee
- Matters which a Committee considers to be of major strategic significance, or to have a long-term impact on the organization
- Matters of substance on which, in the opinion of a 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

The Committee Mandates in Section 2 describe any additional authorities for each Committee.

### **1.3 Committee Accountabilities and Responsibilities**

Each Committee has a mandate, and the accountabilities and responsibilities outlined below are provided as a guide for fulfilling these mandates. The Board may modify these mandates as required. The Committee is accountable for carrying out its mandated responsibilities, activities and other actions reasonably related to the Committee's purpose, and other tasks as assigned by the Board. Accountabilities and responsibilities specific to each Committee are provided in Section 2.

Each Committee will:

- Carry out their Committee mandates
- Develop/revise policies and procedures to provide guidance to Staff and Volunteers on key program areas and to mitigate risk; submit such policies to the Governance Committee for approval by the Board as guided through the Policy on Policy Making Table
- Review and reassess the adequacy of the Committee's mandate every two years, and recommend to the Board amendments as the Committee deems appropriate
- Submit requests to Staff for inclusion in the budget for Committee activities, by March 31 of each year for the following fiscal year
- Only make expenditures that are within the budget, as approved by the Board
- Keep records of Committee meetings and activities

### **1.4 Appointment of Committee Chairs**

The Chair of the Board and the Chair of the Governance Committee will jointly recommend to the Governance Committee for its recommendation to the Board the appointment of the Chairs for all committees and task forces and their respective membership. The Board has final approval of committee composition.

## **1.5 Role of Committee Chairs**

The primary functions of a Board Committee Chair are to provide effective leadership of the Board Committee, facilitate the operations, discussions and decisions of that Committee, and oversee the Committee's functions and responsibilities under its mandate.

With respect to Committee records, the Committee Chair will:

- Call meetings.
- Circulate an agenda to the Committee members at least one week in advance of the meeting date.
- Appoint a person to act as the secretary of that Committee, if appropriate. That person may be a member of the Committee, or a Staff member with the concurrence of the Chief Executive Officer.
- Disseminate pertinent policies to the Committee members.
- Keep minutes of meetings, and circulate the minutes to the Committee members and the Chief Executive Officer within 30 days of the last meeting. The CEO will circulate minutes to other BTC groups as listed in the Manual for Directors, Committees and Presidents, Appendix A.<sup>1</sup>

## **1.6 Committee Membership**

Membership requirements for each Committee vary. For some Committees, the Chair is a Board Director. If the Chair is not a Board Director and if a Board Director sits on the Committee, he/she will act as liaison between the Committee and the Board. If there is no Board Director on the Committee, the Committee Chair submits reports directly to the Board (see Committee Mandate) or via the Chair of the Governance Committee.

Non-Board members may be drawn from the Clubs, the Membership and from the public, as the Committee or Board considers appropriate. Some Committees will need specific skill sets or leadership, and those will be detailed in the Committee Mandate.

A Staff member, with the approval of the CEO, will participate in meetings at the invitation of the Committee Chair and will assist the Committee in gathering information, managing follow-up actions, and assisting the Committee in fulfilling its purpose in other ways. Staff will not have a vote.

The Chair of the Board is an ex-officio non-voting members of every Committee and Task Force. The Chair of the Board may also be a voting member on any committee to which she or he is elected.

All members of Committees are required to sign a confidentiality agreement.

## **1.7 Committee Meetings**

Each Committee shall meet on a regular basis, at least once per year, or more frequently as needed.

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<sup>1</sup> All BTC Policies and Manuals referenced herein can be found on the BTC's Google drive document repository.

In the event of a Chair's absence the Committee may appoint a temporary chair for the meeting to facilitate the work schedule of the Committee.

Committee meetings may be held in person or by telephone or other electronic means of communication so long as instantaneous communications is possible as in video conferencing.

### **1.8 Quorum for Committee Meetings**

A quorum at any meeting of a Board Committee is a number equal to a majority of the voting members of the Committee. Ex-officio members and Staff are not voting members. The Committee Chair has a vote. The minutes of the meeting will list the voting and non-voting attendees.

### **1.9 Committee Decisions and Resolutions**

Once quorum is established, Committee decisions and resolutions must be approved by a simple majority of Committee members present in a meeting with a quorum.

All Committees report to and may make recommendations to the Board. Where the activities and/or recommendations of a Committee are known to affect other Committees, it is the responsibility of the Committee Chair to consult with relevant Committee(s).

### **1.10 Reporting**

Through the Chair of the Committee (or other members as the Committee or Chair may appoint), each Committee will regularly report to the Board on the business conducted and duties discharged by that Committee. The person making the report shall be prepared to provide such additional information and detail to the Board for the Board to be properly informed as to the activities and decisions of the Committee. Key issues and policies are referred to the Board for discussion and decision, as outlined above. Regular and maintenance decisions of the Committee's work will be reported to the Board through the Committee minutes.

Some Committees may have additional reporting requirements, which are detailed in the Committee Mandates. Operational Committees report to the CEO and the CEO reports to the Board.

## **2. Board Strategic and Standing Committee Mandates**

The specific mandates for each Committee are provided in the following sub-sections, and must be read in conjunction with the authorities, responsibilities and accountabilities provided in Section 1.

## **2.1 Land Securement Secretariat (LSS)**

*The mandate provided below supplements the material provided in Section 1. In carrying out its mandate, the Committee will also take into account the responsibilities and authorities described in Section 1.*

### **Mandate/Purpose**

The LSS coordinates activities of the Bruce Trail Land Securement Program, which is to secure a conservation corridor along the Niagara Escarpment that contains the Bruce Trail.

### **Committee Membership**

The LSS is composed of:

- The Chair (who must be a Board Director)
- A representative (and optionally an alternate) from each Club (but each Club has only one voting member per meeting)
- Chair of the Landowner Relations Committee, or his/her delegate, as a voting member
- Chair of the Trail Development and Maintenance Committee, as a voting member
- At least one member of the Board, as a voting member
- Members may include representatives of the Niagara Escarpment Commission (NEC), the Conservancy of Conservation Authorities, Ministry of Natural Resources and Forestry (MNR), Ontario Heritage Trust (OHT), any person(s) currently employed by the BTC to conduct property securement and management functions, and representatives of related agencies and organizations. These members do not have a vote.

Members of this Committee should have the following background experience relating to the work of the LSS, where possible: law, real estate, real estate appraising, surveying, environmental assessment, and property management.

The members (and any alternates) of the LSS, and changes in membership, are approved by the Governance Committee and then the Board. The CEO normally attends the meetings.

The LSS will assign one Committee member with the responsibility to act as liaison with the Fundraising Committee.

### **Accountabilities and Responsibilities**

The LSS has the following accountabilities and responsibilities:

- To consult with landowners, municipal councils, conservation authorities, and agencies and ministries of the Province regarding the BTC's Land Securement goals
- To recommend land securement priorities for the Board of the BTC
- To recommend the disposal of surplus lands to the Board of the BTC
- To direct negotiations with landowners for the purchase of land through fee simple transactions, easements, donations and other methods
- To support fundraising efforts of the BTC in relation to land acquisition
- To make progress reports to the Board
- To recommend to the Board agreements with ministries and agencies for the development, management and maintenance of the Bruce Trail

- To consult and liaise with Bruce Trail Clubs regarding Trail corridor, optimum route planning and land acquisition
- To review and update land securement policies and procedures to facilitate the timely and cost-effective acquisition of escarpment and trail lands; these are submitted to the CEO for approval
- To maintain an inventory of acquired lands
- To advocate for enhanced funding and government support for the land acquisition program

### **Authority**

To assist in carrying out its responsibilities, the LSS has the authority to:

- Liaise with landowners regarding donation or sale of their property
- Access the landowner database
- Access the membership database
- Represent the BTC in discussions with landowners and partner organizations (e.g. OHT, NEC)
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To assist in carrying out the LSS' responsibilities, the CEO has the authority to:

- Expend funds on appraisals and surveys of candidate properties, and outside legal counsel, for proposed acquisitions
- Negotiate offers of purchase and sale, within parameters approved by the Board (price range, timing, conditions of sale)
- Define the Optimum Route

### **Reporting**

The LSS reports to the Board. Members of the LSS meet on a monthly basis, but are in frequent communication via email between meetings. A report on the LSS activities is presented at each meeting of the board by the CEO



## **2.2 Fundraising Committee**

*The mandate provided below supplements the material provided in Section 1. In carrying out its mandate, the Committee will also take into account the responsibilities and authorities described in Section 1.*

### **Mandate/Purpose**

The Fundraising Committee coordinates activities to raise funds.

### **Committee Membership**

The Fundraising Committee is composed of:

- the Fundraising Committee Chair, who is a Board Director,
- A Committee Vice-Chair who should be a Board Director, as a voting member
- Other members, as determined by the Committee Chair, as voting members
- Other (non-voting) individuals may attend meetings as invited by the Fundraising Committee Chair.
- Staff takes an active role in the Fundraising Program. The Chief Executive Officer and other Staff attend the meetings but do not have a vote.

### **Accountabilities and Responsibilities**

The Fundraising Committee has the following accountabilities and responsibilities:

- To develop and implement an effective fundraising plan
- To make recommendations to the Board on fundraising direction
- To provide an overall monitoring role of prospects, sectors and sponsorships; keep apprised of who is being approached, cultivated, etc., through regular reports from Staff
- To maintain the Fundraising Toolkit document

### **Authority**

To assist in carrying out its responsibilities, the Fundraising Committee has the authority to:

- Develop fundraising strategies for Board approval
- Implement fundraising strategies approved by the Board
- Access the Membership database
- Access the landowner database
- Access the donor database
- Represent the BTC to prospective donors
- Liaise with the Clubs on matters relating to Fundraising

### **Reporting**

The Fundraising Committee generally meets every 6 weeks to 2 months, and more frequently if there are special issues and projects. The Fundraising Committee reports to the Board. A report on Fundraising Activities is presented at each meeting of the Board by the Chair of the Fundraising Committee.

## **2.3 Finance and Audit Committee**

*The mandate provided below supplements the material provided in Section 1. In carrying out its mandate, the Committee will also take into account the responsibilities and authorities described in Section 1.*

### **Mandate/Purpose**

The Board is accountable to BTC Members, government and private donors to sustain the BTC's mission and vision, and for the effective use of its financial resources.

The Finance and Audit Committee assists the Board in fulfilling its oversight responsibilities by monitoring: 1) the overall systems of internal control and financial risk mitigation procedures; 2) the integrity of the financial statements of the BTC; and 3) BTC compliance with legal and regulatory requirements.

### **Committee Membership**

The Finance and Audit Committee is composed of:

- The Chair of the Finance and Audit Committee
- A minimum of two, and up to four, BTC Directors appointed by the Board, as voting members.

Committee members must have a good understanding of finance and accounting gained through related education and/or several years of experience.

### **Accountabilities and Responsibilities**

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

- To ensure that processes and controls to efficiently and effectively use, monitor, manage and safeguard the BTC's assets are implemented
- To ensure that relevant and correct financial statements and other financial information are provided to the Board
- To review that the BTC complies with relevant statutory and regulatory provisions
- To review and approve the annual budget prior to it being presented to the Board for approval
- To review and approve the annual financial statements and audit report prior to them being presented to the Board for approval
- To regularly review the Financial Manual for relevant updates
- To review the Finance Policies and submit revisions to the Board for approval
- To recommend to the Board the appointment of the external auditors
- To communicate with the BTC's external auditors to agree on annual financial statement reporting issues and to review and approve the audit fee
- To meet with the BTC's external auditors, at least once annually, to review the audit findings

### **Authority**

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

- Review, develop, and recommend financial policies to the Board
- Review, develop, and recommend investment strategy to the Board
- Review and approve the annual budget prior to it going to the Board

- Review and approve the year-end financial statements of the BTC prior to them going to the Board
- Review and approve the charitable returns of the BTC
- Review and comment on the financial statements of the Clubs
- Request any person, including but not limited to, any officer or employee of the BTC, or the external auditor, to attend Finance and Audit Committee meetings, or to meet with any members of, or advisers to, the Finance and Audit Committee
- Conduct or authorize investigations into any matters within the Finance and Audit Committee's scope of responsibilities, including access to all books, records, facilities and Staff of the BTC

### **Reporting**

The Finance and Audit Committee will meet at least quarterly, with additional meetings for budget approval/approval of the audit report as necessary. The Finance and Audit Committee will report to the Board at every Board meeting, and report on the state of the BTC's investments at least semi-annually.

## **2.4 Risk Committee**

*The mandate provided below supplements the material provided in Section 1. In carrying out its mandate, the Committee will also take into account the responsibilities and authorities described in Section 1.*

### **Mandate/Purpose**

To systematically perform risk assessments on all aspects of the BTC, to identify potential risks and to develop mitigation strategies to eliminate or reduce risks and the potential impacts of risks. To address risk issues relating to the policies, practices and operations of the BTC, with specific attention to the areas of:

- Hike leader training
- Trail audit
- Insurance
- Landowner indemnification

The Risk Committee will work closely with the Board, its Committees (standing and ad-hoc), and the Clubs in analyzing, evaluating and developing ways of eliminating, and/or reducing risks. Any actions required to eliminate or reduce risks, and/or to improve risk management throughout the BTC will be the responsibility of the BTC, its Committees and the Clubs, rather than the Risk Committee.

### **Committee Membership**

The Risk Committee is composed of:

- The Risk Committee Chair, who will be a Board Director
- Other BTC Directors, appointed by the Board, as voting members
- Other BTC members and/or non-members, appointed by the Board, as voting members, provided that a majority of voting members are BTC Directors

Members should have some knowledge of issues relating to risk, including insurance and law.

### **Accountabilities and Responsibilities**

The Risk Committee has the following accountabilities and responsibilities:

- To conduct systematic risk analyses and develop risk mitigation strategies for approval by the Board
- To review incident reports and make recommendations as required
- To review and make recommendations to the Board on landowners to include on the BTC's insurance policy
- To review the LOR.01.01 Landowner Indemnification Policy and submit revisions to the CEO for approval
- To conduct trail audits and submit the audit reports to the BTC Trail Director and to The Club Trail Directors
- To review and make recommendations on reducing risk to the BTC posed by its programs (e.g. hiking, hike leader training, best practices for leading hikes, land securement practices, etc.)
- To advise Clubs on matters relating to risk

### **Authority**

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

- Seek opinion from BTC legal counsel and insurance brokers on matters relating to risk
- Approve additional insured status to individuals and organizations and direct insurance brokers to provide additional insured status to individuals and organizations approved
- Access the landowner database

### **Reporting**

The Risk Committee reports to the Board. The Risk Committee generally meets every two months, and more frequently if there are special issues and projects. The Risk Committee is frequently in touch via email as issues arise.

The Risk Committee provides risk reports to the Board on various issues on an as-needed or as-requested basis, via the Risk Committee Chair.

## **2.5 Human Resources (HR) Committee**

*The mandate provided below supplements the material provided in Section 1. In carrying out its mandate, the Committee will also take into account the responsibilities and authorities described in Section 1.*

### **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 Board Director
- A minimum of two other Board Directors recommended by the Governance Committee and appointed by the Board, as voting members.

Committee members must have a good understanding of human resources gained through 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:

- Monitoring CEO's performance assessment, succession planning and compensation and making recommendations to the Board as part of the annual CEO performance evaluation process.
- Ensuring the appropriate mechanisms are in place regarding succession planning and policies, including the CEO's direct reports, excluding administrative Staff.
- Review and approve the organization's structure as presented by the CEO.
- Reviewing and making recommendations to the Board for approval, the development of new or revised salary structures for Staff.

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 will meet at least quarterly, with additional meetings as necessary. The HR Committee will report to the Board as required.

## **2.6 Governance Committee**

*The mandate provided below supplements the material provided in Section 1. In carrying out its mandate, the Committee will also take into account the responsibilities and authorities described in Section 1.*

### **Mandate/Purpose**

The Governance Committee is responsible for overseeing the governance of the BTC, including recommending by-law and policy changes, ensuring the implementation of policies by Staff and Volunteers as appropriate, reviewing Board and Committee performance and succession.

### **Committee Membership**

The Governance Committee is composed of:

- The Governance Committee Chair (must be a Board Director)
- Any number of BTC Directors, approved by the Board, as voting members

Governance Committee members should have expertise 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 the Board of Directors nomination process, which work is undertaken by a Nominations Task Force
- To review and make recommendations to the Board for revision of the BTC Manual for Directors, Chairs and Presidents, the Board Committee Mandates, the by-laws and the GOV.01.01 Policy on Policy Making
- To establish on-going Board educational programs
- To plan and oversee board retreats on a periodic basis.
- To investigate, provide advice, make recommendations, and propose alternative responses on governance-related issues that may impact the BTC
- To research relevant government policies, proposed amendments, acts and regulations, position papers and supporting studies
- To promote good communication between the Clubs and the Board

### **Authority**

To assist in carrying out its responsibilities, the Governance Committee has the authority to:

- Appoint a Nominating Task Force
- Appoint subcommittees/workgroups as required

**Reporting**

The Governance Committee reports directly to the Board. Reports are provided to the Board on an as-needed or as-requested basis. The Governance Committee Chair will present reports; alternatively, reports may be presented by another member of the Governance Committee.



## **2.7 Club Communications Committee**

*The mandate provided below supplements the material provided in Section 1. In carrying out its mandate, the Committee will also take into account the responsibilities and authorities described in Section 1.*

### **Mandate/Purpose**

The Club Communications Committee provides a forum for Directors from the Clubs to share ideas and concerns and a process for having common concerns addressed, and to improve communications between the Board and Clubs.

### **Committee Membership**

The Club Communications Committee is composed of the nine Directors nominated by each of the Clubs.

While this is a Board Committee, the Committee members appoint the Club Communications Committee Chair from their number.

### **Accountabilities and Responsibilities**

The Club Communications Committee has the following accountabilities and responsibilities:

- To discuss issues of concern to the Clubs
- To subsequently report on their discussions to the Board
- To access Staff resources to assist in resolving issues, through the Chief Executive Officer

### **Authority**

There are no specific authorities beyond the common authorities in Section 1.2, Committee Authority.

### **Reporting**

The Club Communications Committee meets for an hour prior to each regularly scheduled Board meeting, and reports at each regular Board meeting.

## **2.8 Nominating Task Force**

*The mandate provided below supplements the material provided in Section 1. In carrying out its mandate, the Committee will also take into account the responsibilities and authorities described in Section 1.*

### **Mandate/Purpose**

The Nominating Task Force solicits nominations of qualified candidates and prepares the slate of nominations for election at the next GM.

### **Membership**

The Nominating Task Force is composed of:

- The Chair, who must be a BTC member,
- At least two and no more than four other BTC members, approved by the Board

The members of the Nominating Task Force are recommended by the Governance Committee and approved by the Board of Directors on an annual basis.

The Nominating Task Force will not include members running for the Board.

### **Accountabilities and Responsibilities**

The Nominating Task Force has the following accountabilities and responsibilities:

- To review the skills and qualifications required among Board Directors which must be considered in developing the slate
- To publish a Call for Nominations in the issue of BT Magazine prior to the deadline for nominations
- To actively recruit candidates with the necessary skills and qualifications to be effective Board Directors, and to fill any gaps in skills and qualifications in the slate that is developed
- To receive written nominations for the Board of Directors, and check that:
  - The nomination is received at the BTC's head office, in the original or by electronic transmission (e.g. fax, e-mail), by a specified deadline each year
  - The nomination is signed by three BTC members who are in good standing
  - The nominee meets the qualifications set out in the by-laws and BTC policies including the nominations policy.
  - The nominee consents to the nomination in writing
- To publish a Nominating Committee report in the issue of Bruce Trail Magazine issued immediately prior to the Annual Meeting, to include: (i) the names and profiles of individuals recommended by the Nominating Committee to fill the position of director and (ii) the names and profiles of any individuals that are BTC Members in good standing, have complied with the nominations procedures but have otherwise not been recommended by the Board to be on the recommended slate for election at the Annual Meeting (see further details in the elections policy)
- To provide to the Chair of the Annual Meeting relevant information about each candidate on the Board's recommended slate of nominees and about each of the nominees not on the recommended slate
- To assist the Election Officer in the execution of his/her duties

**Authority**

To assist in carrying out its responsibilities, the Nominating Task Force has the authority to:

- Seek, liaise with and recruit potential candidates for the BTC Board

**Reporting**

The Nominating Task Force reports through the Governance Committee to the Board. The Chair of the Nominating Task Force presents a report to the Board at its April and June meetings, when necessary.

## 2.9 Membership Task Force

### Mandate/Purpose

The Membership Task Force assists the Board in fulfilling its strategic plan and objectives through its support of the BTC's efforts in membership review. It is established for a one-year period, effective December 2019, following which the Governance Committee shall review its mandate and make recommendations to the Board about its future role.

### Task Force Membership

The Membership Task Force is composed of:

- The Chair of the Membership Task Force who is a Board Director.
- A minimum of two other BTC Directors as voting members.

The Membership Task Force will include BTC Staff as non-voting members and may also include a minority of non-Board members who are members of the BTC as voting members.

### Accountabilities and Responsibilities

The Membership Task Force has the following accountabilities and responsibilities:

- To define the BTCs current membership figures reported to the Board by Staff.
- To articulate the benefits of being a BTC member.
- To consider the manner in which membership metrics can be obtained and utilized.
- To engage in ideation; being the creation of new ideas and approaches to membership with respect to the BTC, including providing the Board with a list of alternative ways to define and manage membership in the future.
- Review the collection of membership fees and examine options and various approaches to membership fees, including providing the Board with a recommended approach to membership fees.

### Authority

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

The Membership Task Force may not hire external resources of any kind without prior Board approval.

### Reporting

- The Membership Task Force will meet at least quarterly, with additional meetings as necessary.
- The Membership Task Force will report to the Board.

## 3. Operational Committee Mandates

The specific mandates for each Operational Committee are provided in the following sub-sections, and must be read in conjunction with the authorities, responsibilities and accountabilities provided in Section 1, with the distinction being that Operational Committees are under the purview of the CEO, and it is the CEO who reports to the Board on the activities of Operational Committees.

### **3.1 Landowner Relations (LOR) Committee**

*The mandate provided below supplements the material provided in Section 1. In carrying out its mandate, the Committee will also take into account the responsibilities and authorities described in Section 1.*

#### **Mandate/Purpose**

Landowner Relations is responsible for the management of landowner activities in order to establish and maintain effective relations with all Landowners (existing route, side trail, optimum route, and adjacent.) The focus is the securing and retaining of Landowner permissions for Trail location on the existing trails and optimum route.

#### **Committee Membership**

The LOR Committee is composed of:

- The Chair (Need not be A Board Director)
- The Landowner Relations Director of each Club, as voting members
- Other BTC members and non-members, at the discretion of the Chair. These Committee members will be non-voting.

LOR Committee members must have good communication skills and be able to communicate with landowners effectively. Members may be drawn from outside the BTC (e.g., a landowner who is not a BTC member, but who may be of assistance to the work of the LOR Committee). Close cooperation between the LOR Committee and the LSS is necessary; the LOR Committee Chair, or his/her delegate, sits on the LSS as a voting member.

#### **Accountabilities and Responsibilities**

The LOR Committee has the following accountabilities and responsibilities:

- To develop and maintain an effective program of communication with Landowners
- To provide a coordinating role to the Clubs in maintaining accurate and up-to-date Club landowner records
- To forward information to Staff so they can maintain accurate and up-to-date property records for each Club
- With the TD&M Committee Chair, ensure appropriate landowners relations are in place for Trail location, reroutes, and major construction projects such as bridges, and to ensure that no such trail activity occurs without landowner permission
- To follow up to satisfactory resolution all issues with and concerns of landowners.
- To order and manage the annual delivery of BT calendars to Landowners
- To assist Clubs in organizing a program of landowner recognition
- To maintain and manage records and copies of correspondence from Club Landowner Relations Chairs
- To review the Landowner Relations Manual at least once every two years, and recommend changes to the CEO for approval

#### **Authority**

To assist in carrying out its responsibilities, the LOR Committee has the authority to:

- Access the landowner database

- Liaise with landowners
- Relay information on potential land donors or land sellers to the LSS
- Make handshake agreements with landowners for Trail passage across their land
- Discuss acquisition options with landowners
- Discuss insurance issues and BTC indemnification with landowners
- Make recommendations to the Risk Committee on adding landowners to the BTC insurance policy

### **Reporting**

The LOR Committee reports to the CEO. The LOR Committee will meet at the discretion of the Chair and will communicate with each other frequently as to Club/BTC needs and successes by email (or an acceptable alternative method). Written reports are provided to the Board on an as-needed or as-requested basis.

### **3.2 Land Stewardship Committee**

*The mandate provided below supplements the material provided in Section 1. In carrying out its mandate, the Committee will also take into account the responsibilities and authorities described in Section 1.*

#### **Mandate/Purpose**

The Land Stewardship Committee is responsible for the development and implementation of the BTC Land Stewardship Program.

#### **Committee Members**

The Land Stewardship Committee is composed of:

- The Chair (Need not be a Board Director)
- The Land Stewardship Director of each Club, as voting members
- The BTC Land Stewardship Coordinator and/or the BTC Conservation Stewardship Officer (Staff, non-voting)
- A representative from the Ontario Heritage Trust (non-voting)
- Other BTC members and non-members, at the discretion of the Chair. (non-voting)

#### **Accountabilities and Responsibilities**

The Land Stewardship Committee has the following accountabilities and responsibilities:

1. The Land Stewardship Committee is responsible for the development and implementation of the Land Stewardship Program for all BTC lands:
  - Participate in property management plan development
  - Coordinate the activities of the Clubs in implementing the recommendations of property plans (e.g. cleanup projects, reforestation, encroachment issues)
  - Review current policies, and research and recommend new policies, as needed, to facilitate sound management and recommend these policy changes to the CEO for approval
2. Land Stewardship Volunteer Management (shared between the Committee and Staff)
  - Provide training programs for volunteer Land Stewards and Directors (including recruitment and training)
  - Maintain the document, A Guide to Land Stewardship
  - Maintain the Annual Monitoring Report
  - Maintain communication with Clubs through Land Steward Directors
  - Ensure that Annual Monitoring Reports are submitted to the Land Stewardship Coordinator according to the established schedule
3. Land Stewardship Marketing and Communications
  - Prepare articles for BT Magazine (Committee Chair or Land Stewardship Coordinator)
  - Publish a newsletter for land stewards and relevant Committees

#### **Authority**

To assist in carrying out its responsibilities, the Land Stewardship Committee has the authority to:

- Prepare and submit grant applications for stewardship projects, in conjunction with Staff

- Liaise with landowners on issues relating to properties under BTC management (e.g. unsafe trees, fencing issues)
- Liaise with government partners, Conservation Authorities and other experts
- Carry out the activities specified in the approved property management plans, in conjunction with Staff and within the budget approved by the Board
- Access the landowner database

### **Reporting**

The Land Stewardship Committee reports to the CEO. The Land Stewardship Committee generally meets twice annually. Written reports are provided to the Board on an as-needed or as-requested basis.



### **3.3 Trail Development and Maintenance (TD&M) Committee**

*The mandate provided below supplements the material provided in Section 1. In carrying out its mandate, the Committee will also take into account the responsibilities and authorities described in Section 1.*

#### **Mandate/Purpose**

The Trail Development and Maintenance (TD&M) Committee acts as a coordinating Committee for the activities of the Bruce Trail Club Trail Directors. The Bruce Trail lies within the BTC's conservation corridor along the Niagara Escarpment. To maintain a Trail that is safe for Bruce Trail Members and the public, each Club is given the responsibility to construct and maintain the Trail in their section. If a Club is unable to meet established standards, the Chair of TD&M Committee shall have direct responsibility.

#### **Committee Membership**

The TD&M Committee is composed of:

- The BTC Trail Director (Chair who need not be a Board Director)
- The Club Trail Directors, or individuals holding equivalent positions in each of the Bruce Trail Clubs, as voting members. As many Clubs have split the workload of the Club Trail Director, a Club may have more than one delegate at a TD&M Committee meeting, but one of them must be designated as the voting member
- Other individuals with interest in and knowledge of trail development may be invited to TD&M Committee meetings, at the discretion of the Chair. These attendees will be non-voting

#### **Accountabilities and Responsibilities**

The TD&M Committee has the following accountabilities and responsibilities:

- Provide a coordinating role for the nine Club Trail Directors
- Establish and update as necessary standards for trail development and maintenance, including the construction and maintenance of structures
- Develop an annual work plan that includes prioritization of the work to be done
- Submit requests to Staff for inclusion in the budget for TD&M activities at the BTC level, including special projects
- Provide training for volunteer trail captains and trail workers
- Ensure that Trail Status Reports are submitted to the BTC Trail Director as per the agreed schedule
- Club Trail Directors must inform the BTC Trail Director of trail changes when a new route is selected/proposed and when it is completed, as per TDM.01.01 Trail Changes Policy
- Club Trail Directors are responsible for providing to the BTC Trail Director an inventory of Trail structures, signs, and tools owned by BTC and the Clubs by June 30 of each year
- The BTC Trail Director communicates on a regular basis with all Club Trail Directors
- The BTC Trail Director communicates with Trail Captains through workshops held at least once per year and by articles in Treadway or its successor.

### **Authority**

To assist in carrying out its responsibilities, the TD&M Committee has the authority to:

- Make changes to the Trail as necessary, which may include closing sections to the public
- Liaise with landowners, municipalities and Clubs regarding Trail placement and maintenance (in conjunction with the LOR Committee)
- Design and make signs for placement along the Trail
- Recruit and train Volunteers for Trail maintenance projects
- Access the landowner database
- Develop and maintain the Trail Worker's Guide

### **Reporting**

TD&M Committee meetings are held once a year or at the call of the BTC Trail Director. The TD&M Committee reports to the CEO twice per year. Written reports are provided to the Board on an as-needed or as-requested basis.