



CLAYOQUOT BIOSPHERE TRUST (CBT)

BOARD GOVERNANCE AND POLICY STATEMENTS

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CLAYOQUOT BIOSPHERE TRUST (CBT)
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CBT – Board Governance and Policy Statements

POLICY TYPE: 1. ORGANISATIONAL BACKGROUND AND PROFILE

POLICY TITLE: 1.1 *Organisational Background*

Approved June 20, 2000

The Clayoquot Sound region of British Columbia has received international attention over volatility surrounding a divergence of views on local land-use policy, particularly forestry policy, expressed during the 1980s and early 1990s, which culminated in the arrest of over 800 people in 1993. Since this time of conflict, local First Nations and local communities have been seeking ways to build bridges and develop new models of sustainable development and conservation. One of these models was the creation of a United Nations Educational, Scientific, and Cultural Organisation (UNESCO) Biosphere Reserve in the Clayoquot Sound region.

UNESCO Biosphere Reserves are internationally recognised for promoting and demonstrating a balance between people and nature. Biosphere Reserves are in essence global laboratories for sustainable development. They combine the three functions of conservation, sustainable development, and support for research, education and training. All Reserves have legally-protected core areas (which give long-term protection to landscapes and ecosystems), buffer zones (where activities are organised so they help support the conservation objectives of the core areas), and zones of co-operation (where people work together to use the area's resources in a sustainable manner).

With the support of local First Nations, local communities, and each of the local, provincial, and federal governments, in January 2000 Clayoquot Sound became designated as the Clayoquot Sound UNESCO Biosphere Reserve (CSUBR). The CSUBR is a member of the international network of UNESCO Biosphere Reserves. The CSUBR designation acknowledges aboriginal title and rights, and does not prejudice ongoing treaty negotiations.

To mark the CSUBR designation and its intended focus on balancing conservation and sustainable development in the Clayoquot Sound Region, the federal government made a \$12 million grant to the Clayoquot Biosphere Trust.

- END -

CBT – Board Governance and Policy Statements

POLICY TYPE: 1. ORGANISATIONAL BACKGROUND AND PROFILE

1.2 *Organisational Profile*

Approved June 20, 2000

The Clayoquot Biosphere Trust Society (CBT), a federally registered, British Columbia incorporated, non-profit charitable organisation, is the cornerstone of the CSUBR. The CBT has a Board of Directors comprised of representatives from local First Nations and local communities.

The CBT works in support of the Biosphere Reserve's objectives of conservation, sustainable development, and support for local research, education, and training. The CBT is responsible for both managing an endowment fund (which as of June 1, 2000 stood at \$12 million) and developing guidelines for program funding from the income earned from the fund. Endowment fund income is to be used: for local research, education and training that supports conservation and sustainable development in the Biosphere Region. The CBT is also responsible for fundraising, to increase the amount of capital in its endowment fund.

- END -

CBT – Board Governance and Policy Statements

POLICY TYPE: 2. EXECUTIVE LIMITATIONS

POLICY TITLE: 2.1 *General Executive Constraint*

Approved June 20, 2000

General Executive Constraint

The Executive Director shall cause or allow practices, activities, decisions or organisational circumstances which are either prudent, in accordance with commonly accepted business or professional ethics, consistent with the Constitution & By-laws of the Clayoquot Biosphere Trust Society, or consistent with the policies and practices of a UNESCO Biosphere Reserve.

- END -

Monitoring: Internal Report
Annual

CBT – Board Governance and Policy Statements

POLICY TYPE: 2. EXECUTIVE LIMITATIONS

POLICY TITLE: 2.2 *Staff Treatment*

Approved June 20, 2000

With respect of treatment of paid and volunteer staff, the Executive Director shall create or allow conditions that are humane, fair, or dignified. Accordingly, s/he will:

- 2.2.1 Demonstrate *lisaak* (respect) among all paid and volunteer staff or job applicants and reasonably emphasize the need for all paid and volunteer staff or job applicants to be treated with *lisaak* by all individuals either actively involved or actively associated with the CBT;
- 2.2.2 Take reasonable steps to make the CBT a desirable and enjoyable organisation with which to work and volunteer;
- 2.2.3 Coach all paid and volunteer staff on, and ensure all paid and volunteer staff compliance and follow-through with, their job-related individual responsibilities;
- 2.2.4 Take reasonable steps to protect all paid and volunteer staff from unsafe or unhealthy conditions;
- 2.2.5 Ensure all paid and volunteer staff have a due-process grievance procedure, able to be used without bias; and
- 2.2.6 Acquaint all paid and volunteer staff with their rights under this policy.

- END -

CBT – Board Governance and Policy Statements

POLICY TYPE: 2. EXECUTIVE LIMITATIONS

POLICY TITLE: 2.3 *Compensation and Benefits*

Approved June 20, 2000

With respect to employment and compensation to employees, consultant(s), contract workers and volunteers, the Executive Director must protect the fiscal integrity or public image of the Clayoquot Biosphere Trust. Accordingly, s/he will:

- 2.3.1 Leave to the Executive Director Performance Review Committee all matters related to changes in his / her own compensation and benefits;
- 2.3.2 Never promise or imply employment in perpetuity;
- 2.3.3 Establish and utilise a public and transparent process in the hiring of permanent, full-time or part-time, paid staff and in the hiring of consultant(s) or contract workers for contracts with a value of \$10,000 and up;
- 2.3.4 Establish compensation for employees or consultant(s) that is fair and reflective of local market compensation trends;
- 2.3.5 Always give preference to the hiring of employees or consultant(s) or contract workers who are based within the Clayoquot Sound UNESCO Biosphere Region; and
- 2.3.6 Develop and provide meaningful recognition opportunities for volunteer staff.

- END -

Monitoring: Internal Report
Item 2.3.1 Executive Director Performance Review Committee
Annual

CBT – Board Governance and Policy Statements

POLICY TYPE: 2. EXECUTIVE LIMITATIONS

POLICY TITLE: 2.4 *Communication and Counsel to the Board*

Approved June 20, 2000

With respect to providing information and counsel to the Board, the Executive Director must keep the Board informed. Accordingly, s/he will:

- 2.4.1 Inform the Board of relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in assumptions upon which Board policy has previously been established;
- 2.4.2 Submit any required monitoring data in a timely, accurate and understandable fashion, directly addressing provisions of Board policies being monitored;
- 2.4.3 Marshal as many staff and external points of view, issues and options as needed for fully informed Board choices;
- 2.4.4 Present information in an accessible form;
- 2.4.5 Provide a mechanism for Official Board, officer or committee communications;
- 2.4.6 Except for fulfilling individual requests for information and for dealing with the Executive Committee, deal with the Board as a whole; and
- 2.4.7 Report actual or anticipated non-compliance with any policy of the Board.

- END -

CBT – Board Governance and Policy Statements

POLICY TYPE: 2. EXECUTIVE LIMITATIONS

POLICY TITLE: 2.5 *Financial Conditions*

Approved June 20, 2000

The Executive Director must ensure the financial stability of the Clayoquot Biosphere Trust. Accordingly, s/he will:

- 2.5.1 Only be authorised to spend funds in accordance with Board-approved business plans and budgets;
- 2.5.2 Invest assets with the advice of the Board and its designated Investment Committee, and which advice adheres to the Funding Agreement made on May 5, 2000 between the Government of Canada and the CBT;
- 2.5.3 Ensure:
 - 2.5.3.1 Capital Expenditures do not exceed the amounts specified in the capital budget; and
 - 2.5.3.2 Expenses excluding depreciation in all funds in each fiscal year do not exceed revenues.

- END -

Monitoring:	Executive Committee: Internal Report:	Quarterly Twice per year
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CBT – Board Governance and Policy Statements

POLICY TYPE: 2. EXECUTIVE LIMITATIONS

POLICY TITLE: 2.6 *Budget*

Approved June 20, 2000

The Executive Director, with respect to operating the Clayoquot Biosphere Trust in a sound and prudent fiscal manner, shall undertake short and long term financial planning consistent with Board direction and the CBT Constitution & Bylaws and the CBT's Funding Agreement with the federal government. Consequently, the Executive Director will:

- 2.6.1 Operate with Board-approved annual and two-year budgets of operations and capital expenditures;
- 2.6.2 Prepare budgets which contain enough detail to enable reasonably accurate projection of revenues and expenses, separation of capital and operational items, cash flow and subsequent audit trail; and
- 2.6.3 Prepare budgets that adhere to targets and service priorities.

- END -

Monitoring: Internal Report
Annual

CBT – Board Governance and Policy Statements

POLICY TYPE: 2. EXECUTIVE LIMITATIONS

POLICY TITLE: 2.7 *Asset Protection*

Approved June 20, 2000

With respect to proper stewardship of the organisation's assets, the Executive Director must not risk losses. Accordingly, s/he will:

- 2.7.1 Not subject physical assets to improper wear and tear;
- 2.7.2 Operate with controls over cash, and with accounting records and preparation of financial information satisfactory to the Board appointed auditors;
- 2.7.3 Prepare annual or other financial statements in agreement with generally accepted accounting principles;
- 2.7.4 Not expose the organisation, its Board or staff, to claims or possible liability; and
- 2.7.5 Operate with adequate insurance.

- END -

Monitoring:	Items 2.7.2, 3 & 4:	External Report – Annual
	Items 2.7.1 & 5:	Internal Report - Annual

CBT – Board Governance and Policy Statements

POLICY TYPE: 2. EXECUTIVE LIMITATIONS

POLICY TITLE: 2.8 *Discretionary Spending*

Approved September 21, 2005

From time to time the board may decide to allocate monies in the budget that can be spent at the discretion of the Executive Director.

- 2.8.1 The Board will allocate funds in the budget to a line item that is specified as being discretionary for the ED.
- 2.8.2 The ED will have complete discretion on the allocation and disbursement of these funds taking into account any guidelines associated with the line item in the business plan.
- 2.8.3 The ED will report to the board in a timely fashion for information on all allocations of funds that have been made or are planned to be made.
- 2.8.4 Every allocation of funds requires a letter of understanding signed by the ED and the recipient that specifies what the funds are for, how they will be used, and what reporting and other requirements are attached.

-END-

CBT – Board Governance and Policy Statements

POLICY TYPE: 3. GOVERNANCE PROCESS

POLICY TITLE: 3.1 *Governing Style*

Approved June 20, 2000

The Board will approach its task with a style which emphasises: outward vision rather than internal preoccupation; reflection upon and representation of the entire Biosphere Reserve Region and not just individual components within the Region; encouragement of diversity in viewpoints; strategic leadership more than administrative detail; clear distinction of Board and staff roles; future rather than past or present; and pro-activity rather than reactivity. All questions arising at any meetings of the Board or of a committee of the Board shall be decided by consensus of the unanimous agreement of the Directors, if for the Board, or Members present, if for a Board committee. If a consensus cannot be reached, only then would Directors or members establish by majority vote a procedure to decide questions.

In this spirit, the Board will:

- 3.1.1 Focus chiefly on intended long term impacts on the world outside the organisation (*Ends*), not on the administrative or programmatic means of attaining those effects;
- 3.1.2 Direct, control and inspire the organisation through the careful establishment of the broadest organisational values and perspectives (*Policies*);
- 3.1.3 Enforce upon itself and its members whatever discipline is needed to govern with excellence. Discipline will apply to matters such as attendance, policymaking principles, *Isaak* (respect) of clarified roles, speaking with one voice and self-policing of any tendency to stray from governance adopted in Board policies;
- 3.1.4 Be accountable to the local First Nations, local communities, and the general public for competent, conscientious and effective accomplishment of its obligations as a body. It will allow no officer, individual or committee of the Board to usurp this role or hinder this commitment;
- 3.1.5 Monitor and regularly discuss the Board's own process and performance. Insure the continuity of its governance capability by retraining and redevelopment; and
- 3.1.6 Be an initiator of policy, not merely a reactor to staff initiatives. The Board, not the staff, will be responsible for Board performance.

- END -

Monitoring: Board Self-Assessment Committee
Annual

CBT – Board Governance and Policy Statements

POLICY TYPE: 3. GOVERNANCE PROCESS

POLICY TITLE: 3.2 *Board Job Description*

Approved June 20, 2000

The job of the Board is to make certain contributions that lead the organisation toward the desired performance and ensure that it occurs. The Board's specific contributions are *unique* to its Trusteeship role and *necessary* for proper governance and management.

Consequently, the job contributions of the Board shall be:

3.2.1 Making the link between the organisation and local First Nations and local communities within the Biosphere Reserve Region by the following:

3.2.1.1 Each Board member individually doing the following:

3.2.1.1.1 Considering Board issues from the perspective of local First Nations and local communities within the Biosphere Reserve Region and having perspectives and expectations from these communities made aware to the Board;

3.2.1.1.2 Attending events of local First Nations and local communities within the Biosphere Reserve Region, both listening to, and speaking to and with, local first Nations and local communities about their perspectives on the CBT and its programs and opportunities;

3.2.1.2 As a Board, by doing the following:

3.2.1.2.1 Consciously striving to ensure that Board decisions are informed by the local First Nations and local communities it serves and those other communities it can and should serve, including considering the perspective of staff working with the communities presently being served, and considering the perspective of communities which the CBT does not serve;

3.2.1.2.2 With public involvement of local first Nations and local communities, and adhering to the CBT's Constitution & By-laws and its Funding Agreement with the federal government, and considering the perspective of staff, have at all times in affect a two-year business plan;

3.2.1.2.3 With public involvement of local first Nations and local communities, and adhering to the CBT's Constitution & Bylaws and its Funding Agreement with the federal government, and considering the perspective of staff, establish guidelines for program funding from the endowment fund;

3.2.1.2.4 Reviewing applications or proposals for funding from the CBT's endowment fund which have been graded by staff as meeting funding guideline criteria as established by the Board and then given to the Board, with recommendations by the

Executive Director, for determinations and decisions on funding approvals and allocations;

3.2.2 Written governing policies which, at the broadest levels, address:

3.2.2.1 *Ends:*

Organisational products, impact, benefits, outcomes (what good for which needs at what cost).

3.2.2.2 *Executive Limitations:*

Constraints on executive authority that establish the prudence and ethics boundaries within lies the acceptable arenas of executive activity, decisions and organisational circumstances.

3.2.2.3 *Governance Process:*

Specification of how the Board conceives, carries out and monitors its own tasks.

3.2.2.4 *Board – Executive Director Relationship:*

How power is delegated and its proper use monitored.

3.2.3 The assurance of Executive Director performance (against 3.2.2.1).

3.2.4 Fundraising, by the following:

3.2.4.1 Each Board member, individually doing the following:

3.2.4.1.1 assisting in CBT fundraising activities, by doing as much of the following as his / her personal circumstances permit:

- (a) encouraging donations to the CBT;
- (b) suggesting to the CBT the names of individuals who may be appropriate for participation in CBT fundraising programs, and helping to personalise the task;
- (c) opening doors for the CBT for fundraising activities, including doors to foundations, employee trusts, service and other clubs, and sources of government revenue;
- (d) attending and encouraging attendance at CBT publicity and fund raising events;
- (e) encouraging volunteer participation in CBT fundraising projects;
- (f) participating in volunteer fundraising activities; and

3.2.5 As a Board, determining the timing, budget allocation, and concept for extraordinary fund raising.

- END -

Monitoring: Board Self-Assessment Committee
Annual

CBT – Board Governance and Policy Statements

POLICY TYPE: 3. GOVERNANCE PROCESS

POLICY TITLE: 3.3 *Chairperson's Role*

Approved June 20, 2000

The job of the Chairperson is, primarily, to be first amongst equals on the Board, secondly, to ensure the integrity of the Board's process, particularly its consensual decision-making process, and, thirdly, occasional representation of the Board to outside parties.

3.3.1 The job output of the Chairperson, or in his / her absence, the Vice-Chairperson, is that the Board behaves consistent with its own rules and those legitimately imposed upon it from outside the organisation;

3.3.1.1 Meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board to decide, not the Executive Director;

3.3.1.2 Deliberation will be timely, fair, orderly and thorough, but also efficient, limited to time and kept to the point.

3.3.2 The authority of the Chairperson consists only in making decisions of the Board which fall within and are consistent with any reasonable interpretation of Board policies on *Governance Process* and on the *Board – Executive Director* relationship;

3.3.3 The Chairperson is empowered to chair Board meetings with all commonly accepted power of that position as it relates to a consensual decision-making model (e.g. recognising);

3.3.4 The Chairperson has no authority to make decisions beyond policies created by the Board within *Ends* and *Executive Limitations* policy areas. Therefore, the Chairperson has no authority to supervise or direct the Executive Director;

3.3.5 The Chairperson may represent the Board to outside parties either in simply announcing Board stated positions or in stating Chair decisions and interpretations within the area delegated to her /him (*Governance Process* and *Board – Executive Director* relationship policy areas, consistent with Board policies therein).

- END -

Monitoring: Board Self-Assessment Committee
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CBT – Board Governance and Policy Statements

POLICY TYPE: 3. GOVERNANCE PROCESS

POLICY TITLE: 3.4 *Committee Principles*

Approved June 20, 2000

The Board may establish committees to help carry out its responsibilities. To preserve Board holism, committees will be used sparingly, only when other methods have been deemed inadequate. Committees will be used so as to minimally interfere with the wholeness of the Board's job, and so as to never interfere with delegation from Board to Executive Director.

- 3.4.1 Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the Executive Director;
- 3.4.2 Board committees are to help the Board do its job, not to help the staff do its jobs. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. Board committees are not to be created by the Board to advise staff;
- 3.4.3 Board committees are to avoid over-identification with organisational parts rather than the whole. Therefore, a Board committee which has helped the Board create policy on some topic will not be used to monitor organisational performance on that same subject;
- 3.4.4 Board committees cannot exercise authority over staff. In keeping with the Board's broader focus, Board committees will normally not have direct dealings with current staff operations. Because the Executive Director works for the full Board, s/he will not be required to obtain approval of a Board committee before an executive action, however, the Executive Director will work with an Executive Committee of the Board to ensure that Board policies are being followed, adhered to, and implemented;
- 3.4.5 This policy applies only to committees that are formed by the Board action, whether or not the committees include non-Board members. It does not apply to committees formed under the authority of the Executive Director;
- 3.4.6 The committees formed by Board action as Standing Committees are an Executive Committee, Investment Committee, Executive Director Performance Review Committee and Board Self-Assessment Committee.

- END -

Monitoring: Board Self-Assessment Committee
Annual

CBT – Board Governance and Policy Statements

POLICY TYPE: 3. GOVERNANCE PROCESS

POLICY TITLE: 3.5 *Board Members' Code of Conduct*

Approved June 20, 2000

The Board expects of itself and its members ethical and businesslike conduct. This commitment includes proper use of authority and appropriate decorum in-group and individual behaviour when acting as Board members.

- 3.5.1 Every Board member and member of a Board committee (referred to as "Member") shall conform to the following principles:
- 3.5.1.1. Take such action as is necessary to prevent real, potential, or apparent conflicts of interest, as well as being required to observe and comply with any specific conduct requirements contained in the statutes governing their roles under any relevant legislation, including but not necessarily limited to, the *BC Society Act*, the *BC Trustee Act*, *The Insurance Act*, and the *Criminal Code of Canada*;
 - 3.5.1.2. To act in a manner that will bear the closest public scrutiny, an obligation that is not fully discharged by simply acting within the law;
 - 3.5.1.3. Perform their official duties and arrange their private affairs in such a manner that public confidence and trust in the integrity, objectivity, and impartiality of the management of the CBT or its endowment fund are conserved and enhanced;
 - 3.5.1.4. Disclose all actual and potential conflicts to the Board. This includes informing the Board of any circumstance that may have a negative effect on their ability to perform the duties required of them;
 - 3.5.1.5. Identify to the Board any private interests, or investments, that may be affected by decisions made regarding the management of the CBT or its endowment fund, and absent themselves from any discussions or decision making processes where their own interest or investments may be in conflict or otherwise affected;
 - 3.5.1.6. Arrange their private affairs in a manner that will prevent real, potential or perceived conflicts of interest from arising, but if such conflict does arise between the private interests of the Member and the official duties and responsibilities of that member to the CBT or its endowment fund, the conflict shall be resolved in favour of the CBT;
- Board Members' Code of Conduct, continued -**
- 3.5.1.7. Not knowingly take advantage of, or benefit from, information that is obtained in the course of their official duties and responsibilities to the CBT or its endowment fund that is not generally available to the public;

- 3.5.1.8. Must not directly or indirectly use, or allow the use of, CBT assets for anything other than the activities approved and established by the CBT;
- 3.5.1.9. Must not use their positions to obtain for themselves, family members or close associates employment with the organisation;
- 3.5.1.10. A Member is in conflict if a discussion on a proposed decision of the CBT will have a direct pecuniary bearing on any non-government board or organisation to which the member belongs;
- 3.5.1.11. A Member is in conflict if his /her employment or contractual relations are dependent on a recommendation, information or other matter to be dealt with by the CBT;
- 3.5.1.12. Should a Board member or member of a Board committee be considered for employment, s/he shall temporarily withdraw from the Board or Board committee as soon as that Member has expressed an interest in employment with the CBT;
- 3.5.1.13. When discussing or making a decision, a Member that has a conflict of interest will leave the room for the duration of the discussion and decision making on that matter;
- 3.5.2 Board members may not attempt to exercise individual authority over the organisation except as explicitly set forth in Board policies;
- 3.5.3 Board members' interaction with the Executive Director or with staff must recognise the same limitation and the similar inability of any Board member or Board members to speak for the Board;
- 3.5.4 Board members' interaction with the public, press or other entities must recognise the same limitation and the similar inability of any Board member or Board members to speak for the Board;
- 3.5.5 Board members will make no judgments of the Executive Director or staff performance except as that performance is assessed against explicit Board policies by the official process.

- END -

CBT – Board Governance and Policy Statements

POLICY TYPE: 3. GOVERNANCE PROCESS

POLICY TITLE: 3.6 *Operating Principles*

Approved June 20, 2000

The Board of Directors, volunteers and staff at the CBT will conduct their work according to the following principles:

- 3.6.1 Openness, honesty and respect for each other is the basis of our interaction and relationships;
- 3.6.2 Two-way communication is frequent and varied and feedback is constructive and helpful: We listen to understand each other;
- 3.6.3 Trust and fairness in our approach creates an atmosphere of mutual support;
- 3.6.4 Diversity of individuals, ideas, and opinions is a strength which supports personal growth and creativity;
- 3.6.5 Co-operation and teamwork are important in sharing responsibility and recognising our interdependence;
- 3.6.6 Recognition is given in appreciation for both individual and team accomplishments;
- 3.6.7 Excellence is the standard for services and for individual effort;
- 3.6.8 Leadership and decision-making rely on personal initiative to solve problems in consultation with affected individuals;
- 3.6.9 Conflict resolutions are constructive and welcomed as opportunities leading to better decisions;
- 3.6.10 Creativity and new approaches are encouraged;
- 3.6.11 Challenges are embraced with a “can do” attitude;
- 3.6.12 Keeping abreast of, and responding to, social, economic, and ecological change is critical in conducting the operations of the CBT.

- END -

Monitoring: Internal Report
Annual

CBT – Board Governance and Policy Statements

POLICY TYPE: 3. GOVERNANCE PROCESS

POLICY TITLE: 3.7 *Board Decision-Making Processes*

Approved December 13, 2002

Updated September 21, 2006

Consistent with Bylaw 6.4(a), the Board shall strive to decide all issues by consensus.

A consensus decision-making process is one in which members aim to reach agreement on actions and outcomes. In a consensus process, participants commit to share their abilities to resolve their differences in good faith. Although they may not agree with all aspects of the agreement, consensus is reached if all participants are willing to live with the “total package.” Consensus implies no substantive disagreement and no public expression of dissent by board members.

Assumptions and Expectations:

- 3.7.1 The underlying assumptions of consensual decision-making are critical to its success. They include:
 - 3.7.1.1 Respect by each individual for each of the others. This includes openness to understanding the motives of each other as well as their background including cultural values.
 - 3.7.1.2 A mutual understanding, as well as an agreed upon statement of the issue itself and its background. This needs to be accomplished before any discussion on options begins.
 - 3.7.1.3 Information that is researched and inclusive.
 - 3.7.1.4 Equal and ensured access to information for all members.
 - 3.7.1.5 Trust between and among members.
 - 3.7.1.6 Equal voice in formation and discussion of alternatives. Discussions must be ordered and deliberate. Time must be given to the consideration of each alternative, no matter how “ridiculous.” Often the option may seem unrealistic, but may contain a “gem” of an idea that could be very relevant. Options should be viewed in terms of their consequences.
- 3.7.2 Each member has the right to expect:
 - 3.7.2.1 Adequate time to become informed and discuss issues appropriate to their relative complexity and importance;
 - 3.7.2.2 A full articulation of agreements and areas of disagreement.

Obligations of board members:

- 3.7.3 To come to meetings prepared to discuss issues on the agenda;
- 3.7.4 To share their abilities to resolve their differences in good faith;
- 3.7.5 To articulate interests, propose alternatives, listen to proposals and build agreements through discussion;
- 3.7.6 Accommodate or balance the views of members while weighing the collective public interest of the matters before it;
- 3.7.7 Creatively seek solutions where disagreements occur;
- 3.7.8 Clearly state points of disagreement and the reason why the disagreement exists;
- 3.7.9 When unable to support a consensus decision, demonstrate that:
 - 3.7.9.1 The item at issue is a matter of such principle and/or importance that there would be substantial and adverse effects on the interests of the Trust from the proposed decision;
 - 3.7.9.2 It justifies holding up the proceedings.

Obligations of the Chair:

- 3.7.10 Ensure that the principles of decision making described in this policy are adhered to and that all reasonable measures are taken to reach consensus;

Decision Making Process

- 3.7.11 The decision making process is summarized in Figure 1 below and consists of the following steps:
 - 3.7.11.1 Issues requiring decision by the board will be brought to the attention of the co-chairs;
 - 3.7.11.2 The co-chairs will decide if the issue is sufficiently clear and well digested to go directly to a Board Meeting for decision in the form of a motion;
 - 3.7.11.3 If the issue requires further development or if there are expected to be significant differences of opinion then the co-chairs may refer the issue to one or more committees, including the Committee of the Whole, for further discussion and clarification before being brought to a Board Meeting;
 - 3.7.11.4 At all meetings of the board and committees the chair will take all reasonable steps to reach a decision on each motion by consensus;

3.7.11.5 On each motion in a Board Meeting one of four actions can be taken:

1. Motion can be passed or rejected by consensus;
2. The motion can be tabled until the next Board Meeting in order to gather more information on which to base the decision;
3. The motion can be referred to a committee, including the Committee of the Whole for further discussion before being returned to the Board for decision; or
4. The motion can be decided by a super majority vote.

Voting Procedure at a Board Meeting:

3.7.12 When consensus can not be reached, the Board may resort to a super-majority vote when requested by at least $2/3^{\text{rd}}$ of members present.

3.7.13 A super-majority vote requires at least a $2/3$ majority of members present to carry the question.

3.7.14 All members may vote including the chair.

Number of Voting Directors Present	Votes required for a 2/3 Majority
6	4
7	5
8	6
9	6
10	7

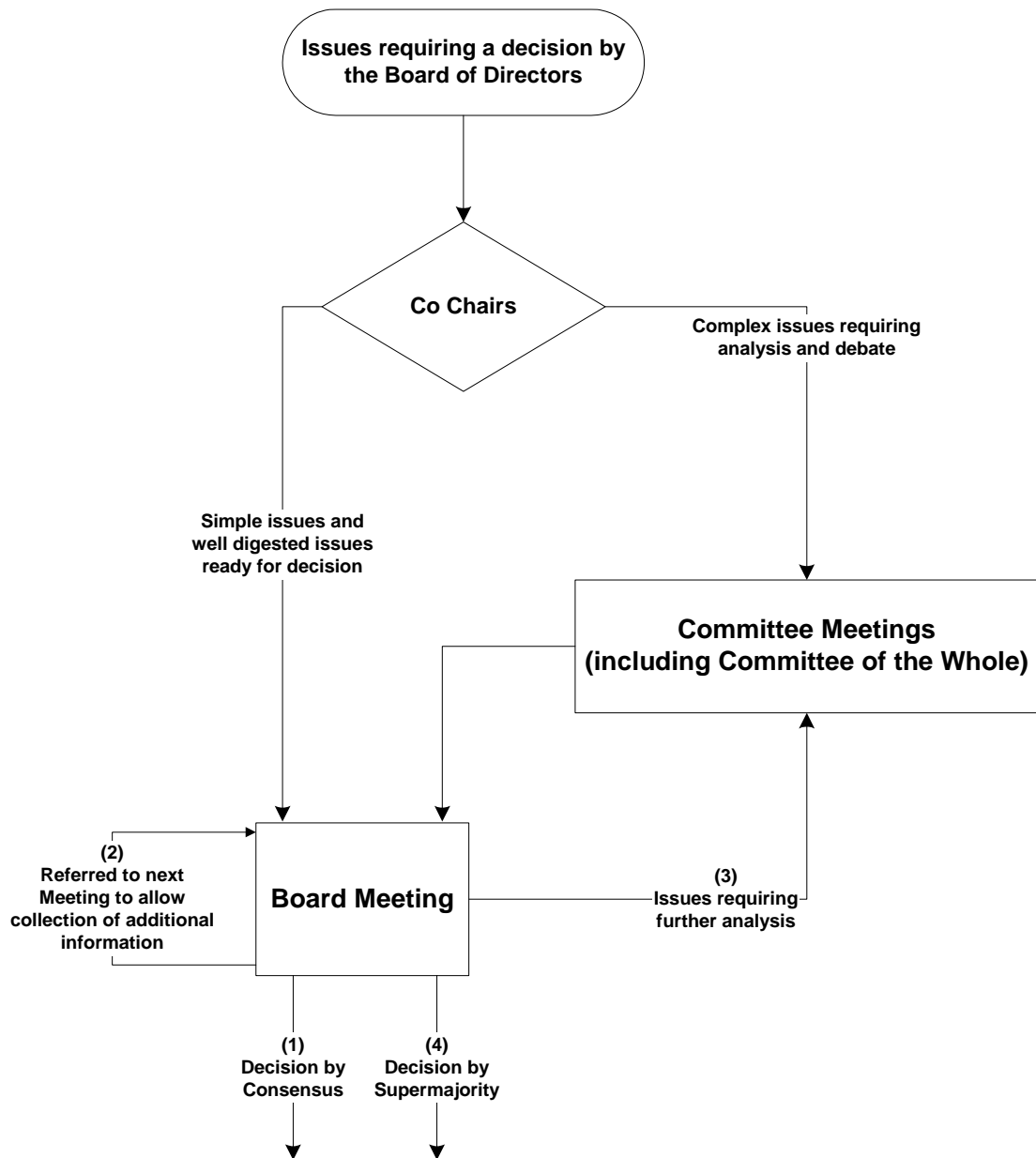


Figure 1. Process for handling issues requiring decision by Board

Quorum Policy:

Paragraph 6.1(c) of the bylaws of the CBT states that: *The quorum necessary for the transaction of business at a meeting of directors shall be six (6) directors or their alternates.* Paragraph 6.6 of the bylaws states that: *A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.* The following policy statements clarify the way in which these clauses will be applied to ensure the efficient transaction of business by the Board of Directors of the CBT.

- 3.7.15 An AGM requires a quorum of directors to be physically present at the meeting.
- 3.7.16 At all other meetings of directors:
1. Questions can be decided at the meeting if there is quorum (6).
Quorum includes people physically present at a meeting and those who can actively participate via conference phone or other media.
 2. If there are a minimum of 4 directors present at a meeting then it can proceed and consider and debate all of the motions including motions submitted by e-mail or in writing.
 3. Motions approved by consensus at a meeting without quorum but with at least 4 directors or their alternates present can be ratified following the meeting. All directors who were not present and whose alternates were not present at the meeting will be asked to sign/initial a written copy or submit an e-mail or fax confirming their support of the motions.
 4. If one or more directors are unable to, or do not give their assent to a motion from a non quorum meeting then the motion is suspended for reintroduction at the next board meeting.
 5. Motions from non-quorum meetings which have been supported according to the process outlined above will be placed within the minutes of the directors along with the written documents from directors supporting them.
- 3.7.17 Where decision making authority has been delegated to the Executive Committee by the board of directors:
1. The quorum for decisions on motions at a meeting shall be 3.
 2. Resolutions signed by all members of the Executive Committee are as valid as those passed at a meeting.

- END -

CBT – Board Governance and Policy Statements

POLICY TYPE: 3. GOVERNANCE PROCESS

POLICY TITLE: 3.8 Partnerships

Approved on September 27, 2007

The CBT recognizes that in order to accomplish its vision, mission, strategic goals and objectives, it will be necessary at times to develop relationships and partnerships with other organizations.

The CBT will enter into partnership arrangements with other organizations to advance its Business Plan priorities and core outcomes including, but not limited to, supporting the CBT responsibility to uphold the spirit and intent of the Biosphere Reserve designation, fund raising and Fund development, education, training and research including measuring community health.

Partnership Principles

3.8.1 The development of partnerships will consider the following principles:

- 3.8.1.1 Respect for aboriginal title and rights and ongoing treaty negotiations.
- 3.8.1.2 Reflect the diverse cultures and peoples of the CSUBRR.
- 3.8.1.3 Involve local First Nations and/or local communities.
- 3.8.1.4 Demonstrate clear and tangible benefits and deliverables to the CSUBRR.
- 3.8.1.5 Encourage community and/or inter-community partnerships.
- 3.8.1.6 Create opportunities for individual capacity building in the CSUBRR.
- 3.8.1.7 Ensure equal opportunity to participate and equal access to results.

3.8.2 With the exception of administrative and/or operational matters all CBT partnerships will be approved by the CBT Board of Directors:

- END -

3. CBT – Board Governance and Policy Statements

POLICY TYPE: 3. GOVERNANCE PROCESS

POLICY TITLE: 3.9 Sponsorships

Approved December 15, 2007

3.9.1 The CBT Board of Directors will approve funding each Business Plan year for the sponsorship of local events to:

- 3.9.1.1 Support the spirit and intent of the UNESCO Clayoquot Sound Biosphere designation.
- 3.9.1.2 Provide significant annual benefit to the communities and residents of the CSUBR
- 3.9.1.3 Enhance CBT's visibility and profile in support of the organizations on-going public relations efforts and further the CBT mandate, goals and objectives.

3.9.2 Criteria for distribution of sponsorship support will include the following:

- 3.9.2.1 Public not-for profit and non-political events in the Biosphere Region consistent with CBT's goals and objectives.
- 3.9.2.2 Events that are by local communities and residents, and about local communities and residents.
- 3.9.2.3 Consistency, fairness and transparency in the distribution of funds to annual UNESCO Clayoquot Sound Biosphere Region community events.
- 3.9.2.4 Acknowledged for CBT's support in the form of, for example, logo placement on posters and other promotional material including advertisements, official Board and/or staff participation, CBT displays, and speaking opportunities.

3.9.3 The CBT will allocate \$15,000.00 each year for event sponsorships

3.9.3.1 The following community events will receive sponsorship support each year:

- Aboriginal Days - \$2000
- Marine Heritage Festival - \$2000
- PRAS Arts Festival - \$2000
- Whale Festival - \$ 2000
- Ukee Days - \$2000

3.9.3.2 In January of each year, the CBT will place advertisements in the local papers announcing that an additional \$5,000 will be allocated for sponsorships on a first-come-first-serve basis

3.9.4 Allocation priorities will be reviewed and approved by the Board of Directors during their annual Business Planning and Budgeting process.

- END -

CBT – Board Governance and Policy Statements

POLICY TYPE: 4. BOARD – EXECUTIVE DIRECTOR RELATIONSHIP

POLICY TITLE: 4.1 *Delegation to the Executive Director*

Approved June 20, 2000

While the Board is generally confined to establishing the broadest policies, implementation and subsidiary policy development is delegated to the Executive Director.

- 4.1.1 All Board authority is delegated through the Executive Director, so that all authority and accountability of staff, as far as the Board is concerned, is considered to be authority and accountability of the Executive Director;
- 4.1.2 The Executive Director will work with an Executive Committee of the Board to ensure that Board policies are being followed, adhered to, and implemented;
- 4.1.3 *Ends* policies direct the Executive Director to achieve certain results; *Executive Limitations* policies constrain the Executive Director to act within acceptable boundaries of prudence and ethics. With respect to *ends*, and executive *means*, the Executive Director is authorised to establish further policies, make all decisions, take all actions and develop all activities as long as they are consonant with *any reasonable interpretation* of the Board's policies;
- 4.1.4 The Board may change its policies, thereby shifting the boundary between Board and Executive Director domains. Consequently, the Board may change the latitude of choice given to the Executive Director, but so long as any particular delegation is in place, the Board and its members will respect and support the Executive Director's choices. This does not prevent the Board from obtaining information in the delegated areas;
- 4.1.5 No Board member, officer or committee has authority over the Executive Director. Information may be requested by these individuals or groups. However, if such request, in the Executive Director's judgment, requires a material amount of staff time or funds or is disruptive, it may be refused.

- END -

CBT – Board Governance and Policy Statements

POLICY TYPE: 4. BOARD – EXECUTIVE DIRECTOR RELATIONSHIP

POLICY TITLE: 4.2 *Executive Director Job Description*

Approved June 20, 2000

As the Board's single official link to the operating organisation, the Executive Director is accountable for all organisational performance and exercises all authority transmitted into the organisation by the Board. The Executive Director performance will be considered to be synonymous with organisational performance as a total.

Consequently, the Executive Director's job contributions can be stated as performance in only two areas:

- 4.2.1 Organisational accomplishment of the provisions of the Board policies on *Ends*;
- 4.2.2 Organisational operation within the boundaries of prudence and ethics established in Board policies on *Executive Limitations*.

- END -

CBT – Board Governance and Policy Statements

POLICY TYPE: 4. BOARD – EXECUTIVE DIRECTOR RELATIONSHIP

POLICY TITLE: 4.3 *Monitoring Executive Performance*

Approved June 20, 2000

Monitoring executive performance is synonymous with monitoring organisational performance against Board policies on *Ends* and on *Executive Limitations*. Any evaluation of Executive Director performance, formal or informal, may be derived only from these monitoring data.

4.3.1 The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Information that does not do this will not be considered to be monitoring. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than to review the past;

4.3.2 A given policy may be monitored in one or more of three ways:

4.3.2.1 *Internal Report:*

Disclosure of compliance information to the Board from the Executive Director;

4.3.2.2 *External Report:*

Discovery of compliance information by a disinterested, external auditor, inspector or judge who is selected by and reports directly to the Board. Such reports must assess executive performance only against policies of the Board, not those of the external party unless the Board has previously indicated that “party” opinion to be standard;

4.3.2.3 *Direct Board Inspection:*

Discovery of compliance information by a Board member, a committee or the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board, which allows a “prudent person” test of policy compliance;

4.3.3. Upon the choice of the Board, any policy can be monitored by any method at any time. For regular monitoring, however, each *Ends* and *Executive Limitations* policy will be classified by the Board according to frequency and method;

4.3.3.1 The following monitoring methods and frequency for *Ends* and *Executive Limitations* are:

4.3.3.1.1 *Ends:*

Internal Report two (2) times per year.

4.3.3.1.2 *Executive Limitations:*

A combined Internal Report on “General Executive, Staff Treatment, Compensation & Benefit, Communication & Counsel to the Board, and Budget” will be conducted on an annual basis. A “Financial Condition” report will be conducted twice per year, with updates provided on a quarterly basis to the Executive Committee.

CBT – Board Governance and Policy Statements

POLICY TYPE: 5. ENDOWMENT FUND

POLICY TITLE: 5.1 *Management of the Fund*

Approved June 20, 2000

The Board is responsible for both managing an endowment fund and developing guidelines for program funding from the income earned from the fund. The CBT has a legal requirement to use endowment fund income for local research, education and training which supports conservation and sustainable development in the Biosphere Region.

- 5.1.1 With advice from its Investment Committee (which the Board must appoint every three (3) years, as per the guidelines found in the Funding Agreement between the CBT and the federal government), the Board must annually approve and adopt a *Statement of Investment Objectives and Guidelines* (SIO&G) which set the terms and conditions under which an Investment Manager invests the CBT's endowment fund. The SIOG must include the investment conditions and guidelines found within the CBT's Constitution & Bylaws and within its Funding Agreement with the federal government.

- END -

Monitoring:	Investment Committee:	Ongoing, with Annual Report
	Executive Committee:	Quarterly
	Internal Report:	Twice per year

CBT – Board Governance and Policy Statements

POLICY TYPE: 5. ENDOWMENT FUND

POLICY TITLE: 5.2 *Cost of Living Allowance (COLA) Allocations*

Approved March 21, 2001

5.2.1 The annual Canadian Consumer Price Index (CPI) will be used as the index for COLA allocations required to maintain the original value of the Canada Fund and that, while the CPI will be an annual minimum target (a baseline) for COLA allocations, the COLA requirements of the federal funding agreement can be met within a three-year period, with the exception of the first COLA allocation period that will begin as of May 05, 2000 and end on December 31, 2003, with all subsequent three-year COLA allocation periods to begin as of January 01, 2004.

- END -

Monitoring: Investment Committee: Ongoing, with Annual Report

CBT – Board Governance and Policy Statements

POLICY TYPE: 6. COMMITTEES

POLICY TITLE: 6.1 *Executive Committee*

*Approved June 20, 2000
Updated November 29, 2000*

Meets: Monthly (teleconference or in person)

Composition: Four Directors of whom one each serves in the positions of Chair, Vice-Chair, Secretary and Treasurer, and the Executive Director.

Mandate: The administrative body of the Board of Directors.

Responsibilities:

- 6.1.1 To ensure the transaction of all business in accordance with the policies of the Board of Directors. The Committee sets the Board agenda based on input from the Board;
- 6.1.2 To deal with any emergency which may occur between meetings of the Board and to report such action for ratification at the next meeting of the Board; and
- 6.1.3 To undertake such other work as may be assigned by the Board from time to time.

Representation:

- 6.1.4 The Committee will include an equal balance between First Nations and other representatives on the Board, including the same equal balance reflected in the Chair and Vice-Chair positions; and
- 6.1.5 The Chair and Vice-chair positions will operate equally as if they were Co-chairs.

- CONTINUED -

Monitoring: Board-Self-Assessment Committee
Annual

CBT – Board Governance and Policy Statements

POLICY TYPE: 6. COMMITTEES

POLICY TITLE: 6.1 *Executive Committee, continued...*

Selection Process:

- 6.1.6 For selection of the Membership of this Committee, Directors will be asked to give an expression of willingness to have their names put forward for any position on this Committee;
- 6.1.7 If there are less than four (4) expressions of willingness for Membership on this Committee, the Board will have discussions to encourage additional expressions of willingness;
- 6.1.8 If there are more than four (4) expressions of willingness for Membership on this Committee, the Board will have a general discussion and ask questions of the willing Directors, with the hope that Directors will, on their own accord, willingly withdraw from consideration for the Executive Committee until only four (4) willing Directors remain;
- 6.1.9 If more than four (4) expressions of willingness are still offered by Directors after this general discussion of the Board, then an Alternative Voting process will be utilised. For this process, Directors will rank and number on a ballot in order of their own preference, those Directors who expressed a willingness to serve as Executive Officers, with a ranking of one (1) to represent a Director's preferred selection, a ranking of two (2) to represent a Director's second preferred selection, and so on until all willing Directors are ranked according to preference. After all ballots have been cast, they will be tabulated by a Board-designated individual based on 1st, 2nd, 3rd, 4th, etc. preference rankings, with the Director(s) receiving the lowest preference ranking on ballots from all Directors dropping out of the selection process and having their vote(s) redistributed to the next preferred selection found on their ballot. This process will continue until there are four (4) clear preferred selections for the Executive Committee and that these selections meet the Committee membership criteria outlined in Section 6.1.4 above; and
- 6.1.10 Once there are four (4) Directors identified to fill the four (4) Executive Officer positions, the Directors will discuss amongst themselves which of the Executive Committee positions will be filled by which of the four (4) Directors.

- END -

Monitoring: Board-Self-Assessment Committee
Annual

CBT – Board Governance and Policy Statements

POLICY TYPE: 6. COMMITTEES

POLICY TITLE: 6.2 *Investment Committee*

Approved June 20, 2000

Meets: Annually, and as needed.

Composition: Two Board Members, three certified and recognised members of the Investment Community of BC, and the Executive Director. The same individuals should remain standing members of this Committee for at least a three-year period.

Mandate: To ensure expert, strategic and consistent advice is given to the Board to guide the management of endowment fund assets.

Responsibilities:

- 6.2.1 Maintain a current and up-to-date understanding of the legal and regulatory requirements and constraints applicable to the endowment fund;
- 6.2.2 Annually, review the investment policies and make appropriate recommendations to the Board of the CBT;
- 6.2.3 Make recommendations, annually or as needed, to the CBT Board regarding the content and development of a *Statement of Investment Objectives and Guidelines (SIO&G)*;
- 6.2.4 At least annually, provide the Investment Manager(s) of the fund with the CBT Board's approved *Statement of Investment Objectives and Guidelines (SIO&G)* and amendments thereto;
- 6.2.5 Make recommendations, annually or as needed, to the CBT Board regarding the selection, engagement or replacement of the Investment Manager(s) of the fund;
- 6.2.6 Oversee the fund and monitor the activities of the Investment Manager(s) of the fund;
- 6.2.7 Through the Executive Director, act as a liaison between the CBT Board and the Investment Manager(s) for the purposes of the day to day management of, and reporting on, the fund
- 6.2.8 Through the Executive Director, keep the Investment Manager(s) informed of cash flow / liquidity requirements; and
- 6.2.9 Continually assess the market climate to advise the CBT Board of its findings and to make recommendations to the CBT Board as to the appropriate investment of endowment fund assets.

Monitoring: Board-Self-Assessment Committee - Annual

CBT – Board Governance and Policy Statements

POLICY TYPE: 6. COMMITTEES

POLICY TITLE: 6.3 *Executive Director Performance Review Committee*

Approved June 20, 2000

Meets: May of each year

Composition: Chair and two Board Members

Mandate: Organises the annual performance review of the Executive Director on behalf of the Board of Directors.

Responsibilities:

- 6.3.1 Co-ordinates with the Executive Director the presentation of his / her annual monitoring report to the Board and dates for the Evaluation Process to be completed;
- 6.3.2 Prepares a survey for completion by the Board and other stakeholders who may have relevant feedback on the Executive Director's performance;
- 6.3.3 Ensures the survey focus is on information evaluating performance related to Ends and Executive Limitation policies;
- 6.3.4 Compiles the information received in a report to the Board and presents its findings to the Board for confirmation;
- 6.3.5 Communicates findings to the Executive Director;
- 6.3.6 Communicates on behalf of the Board any performance issues and expected changes in performance to the Executive Director; and
- 6.3.7 Recommends to the Board any change to the Executive Director compensation and communicates changes to the Executive Director in writing.

- END -

Monitoring: Board-Self-Assessment Committee: Annual

CBT – Board Governance and Policy Statements

POLICY TYPE: 6. COMMITTEES

POLICY TITLE: 6.4 *Board Self-Assessment Committee*

*Approved June 20, 2000
Amended December 13, 2002*

Self-Assessment Committee Dissolved.

- END -

CBT – Board Governance and Policy Statements

POLICY TYPE: 6. COMMITTEES

POLICY TITLE: 6.5 *Advisory Committees*

Approved September 21, 2005

The board may create advisory committees to assist the board in planning, designing new programmes, developing and evaluating project proposals and carrying out other specific tasks that the board requests.

- 6.5.1 Membership of the Committees will be determined through a public request for expressions of interest and/or through direct CBT Board and staff recruitment of individuals with known expertise. The CBT Board and staff will seek broad representation from First Nations, local community organizations, businesses, and government agencies based on technical, scientific, or local/traditional knowledge and experience. There will be no allotment of memberships, or 'designation of seats', based on particular interests or constituencies, however, efforts will be made to ensure that all First Nation and non-First Nation communities are represented on the Committees.
- 6.5.2 The roles and responsibilities of the Committees are to:
 - 6.5.2.1 Provide a forum for networking between community members for sharing information and assisting in the coordination of projects in the CSUBR Region;
 - 6.5.2.2 In support of the CBT Business Plan, work with the CBT Board and staff to develop strategic directions to guide (a) CBT proposal calls, (b) proposal evaluation, and (c) jointly funded longer-term projects with partner organizations;
 - 6.5.2.3 Identify community priorities;
 - 6.5.2.4 Review past and current initiatives;
 - 6.5.2.5 Solicit project proposals and forward recommendations for project funding for CBT Board discussion and review;
 - 6.5.2.6 Evaluate the performance of projects funded by CBT;
 - 6.5.2.7 Serve as a forum for community consultation and outreach; and
 - 6.5.2.8 Provide advice and technical support to the CBT Board and CBT staff as requested
- 6.5.3 Each CBT Committee will consist of approximately ten Members, who will be appointed for a renewable two-year term coinciding with the CBT Business Plan.
- 6.5.4 Funds will be allocated to committees in the annual budget that is approved by the board.
- 6.5.5 The committees, working with the ED can spend these budgets for the purposes of carrying out their mandate with regards to planning and advising the board including administration and support costs at the discretion of the ED.
- 6.5.6 Committee recommendations for the funding of project proposals outside of the normal call for proposal process will be submitted to the board with a budget for review and decision.
- 6.5.7 Committees will report regularly to the board on their planned and actual expenditures.

6.5.8 The Committees will, in collaboration with the CBT Board, establish their own Terms of Reference based on the roles and responsibilities outlined above. These Terms and References will be approved by the Board.

- END -

CBT – Board Governance and Policy Statements

POLICY TYPE: 7. BOARD EXPENSE CLAIM GUIDELINES

POLICY TITLE: 7.1 *Board Members (Voting) and Alternates*

Approved June 11, 2008

- 7.1.1 Mileage will be reimbursed for personal vehicle travel for those Members living more than 50 kilometres away from the site of regularly scheduled Clayoquot Biosphere Trust Society Board meetings and other meetings or events that are pre-approved by the Society. The reimbursement rate is that established by the Treasury Board of Canada;
- 7.1.2 Other transportation required (ie: water taxi, ferry, airfare) to attend a meeting or events pre-approved by the Society will also be reimbursed with the submission of original receipts;
- 7.1.3 All regular meetings will be scheduled in order that Members are not required to stay away overnight from home. For all meetings that occur during regular meal hours, meals will be provided by the Society; and
- 7.1.4 Accommodation and meals may be provided only when a Member attends an event pre-approved by the Society (outside a regular meeting) that requires the Member to stay away overnight. These will be reimbursed as stated in Board Governance and Policy Statements 7.2.3 and 7.2.4 below as per Treasury Board of Canada guidelines.
- 7.1.5 Babysitting expenses that have been incurred as a result of attending scheduled CBT meetings or events will be reimbursed with the submission of an original Receipt.

- END -

CBT – Board Governance and Policy Statements

POLICY TYPE: 7. BOARD EXPENSE CLAIM GUIDELINES

POLICY TITLE: 7.2 *Non-Government Ex-Officio and Non-Local Committee Members*

Approved June 11, 2008

- 7.2.1 Mileage will be reimbursed for personal vehicle travel for those non-government Ex Officio and non-local committee members attending regularly scheduled Clayoquot Biosphere Trust Society Board meetings, committee meetings or events that are pre-approved by the Society. The reimbursement rate is that established by the Treasury Board of Canada;
- 7.2.2 Other transportation required (ie: water taxi, ferry, airfare) to attend a meeting or events pre-authorized by the Society will also be reimbursed with the submission of original receipts;
- 7.2.3 A meal allowance can be claimed for the period required for travel to and attendance at regular Board meetings or other pre-approved events by the Society. The reimbursement rate is that established by the Treasury Board of Canada. Reimbursement will not apply when meal/s are provided at the meeting attended. No receipts are necessary; and
- 7.2.4 Accommodation expenses including all applicable taxes will also be reimbursed for non-local members attending regular Board meetings or other pre-approved events by the Society and that require a stay overnight. The member is expected to stay at hotels etc. that have “the best possible rate” for that area. A corporate or “weekend special” rate should be requested for all accommodation. For Tofino/Ucluelet the rate will not exceed \$ 85 (corporate rate) from October 1 - June 30 and \$125 from July 1 - September 30 plus taxes (these rates may be amended each year). Accommodation will be reimbursed with the submission of original receipts.
- 7.2.5 Babysitting expenses that have been incurred as a result of attending scheduled CBT meetings or events will be reimbursed with the submission of an original Receipt

- END -

CBT – Board Governance and Policy Statements

POLICY TYPE: 7. BOARD EXPENSE CLAIM GUIDELINES

POLICY TITLE: 7.3 *General Guidelines*

Approved November 29, 2000

- 7.3.1 “Non-local” Board (voting) / committee members are those that live 50 kilometres away from the location of the meeting they are attending. In general this includes those not living in the Clayoquot Sound UNESCO Biosphere Reserve region;
- 7.3.2 Government of Canada and British Columbia Ex-Officio representatives on the Board will be reimbursed by their employers and can not claim expenses from two sources; and
- 7.3.3 An expense claim form must be completed and returned to the Society office within 14 working days of travel, with original receipts for accommodation, meals and other transport attached.

- END -

Monitoring: Executive Committee – Annual

CBT – Board Governance and Policy Statements

POLICY TYPE: 8. BOARD OF DIRECTOR TERMS

POLICY TITLE: 8.1 *Ex-Officio (Government)*

Approved December 13, 2000

8.1.1 The terms of Ex-Officio (Government) members of the CBT Board of Directors are set as being indeterminate.

- END -

Monitoring: Board-Self-Assessment Committee: Annual

CBT – Board Governance and Policy Statements

POLICY TYPE: 8. BOARD OF DIRECTOR TERMS

POLICY TITLE: 8.2 *Ex-Officio (At-Large)*

Approved March 21, 2001

8.2.1 The terms of Ex-Officio (At-Large) members of the CBT Board of Directors are set at two (2) years, with individual terms being renewable at the discretion of the Board.

- END -

CBT – Board Governance and Policy Statements

POLICY TYPE: 8. BOARD OF DIRECTOR TERMS

POLICY TITLE: 8.3 *Participating Community Directors and Alternates*

Approved March 21, 2001

8.3.1 In keeping with Section 5.6 of the CBT Constitution & By-laws, that “The directors will serve four (4) year terms but may establish procedures in the future in order to achieve a staggered expiry of terms”, staggered terms for “Participating Community” Director and Alternate positions on the Board will be as follows:

8.3.1.1 Terms will always expire in even-numbered years and at the conclusion of a CBT – AGM;

8.3.1.2 The terms of the Directors and Alternates from Hesquiaht First Nation, Tla-o-qui-aht First Nations, Ucluelet First Nation and “Area C – Long Beach” of the Alberni Clayoquot Regional District will first expire in 2002 and, in accordance with the procedures outlined in Part 5 of the CBT Bylaws, the Participating Communities from which these Directors and Alternates were appointed will be invited to select new or re-appoint their existing Directors and Alternates to the CBT Board for four (4) year terms that will next expire in 2006, with new selections or re-appointments from these Participating Communities then occurring every four (4) years thereafter;

8.3.1.3 The terms of the Directors and Alternates from Ahousaht First Nation, the District of Tofino, the District of Ucluelet and Toquaht First Nation will first expire in 2004 and, in accordance with the procedures outlined in Part 5 of the CBT Bylaws, the Participating Communities from which these Directors and Alternates were appointed will be invited to select new or re-appoint their existing Directors and Alternates to the CBT Board for four (4) year terms that will next expire in 2008, with new selections or re-appointments from these Participating Communities then occurring every four (4) years thereafter.

- END -

CBT – Board Governance and Policy Statements

POLICY TYPE: 8. BOARD OF DIRECTOR TERMS

POLICY TITLE: 8.4 *Resignations*

Approved March 21, 2001

8.4.1 The following process will be utilised to fill “Participating Community” director vacancies created through resignations that occur prior to the normal expiration of a director’s term:

8.4.1.1 If a Director from a Participating Community resigns prior to the normal expiration of her/his term, the Alternate from the respective Participating Community will be invited by the Board to fill the respective vacant Director position on an interim basis and the respective Participating Community will be invited by the Board to select an interim Alternate to the Board, unless the Alternate from the respective Participating Community wishes to remain as an Alternate, at which time the respective Participating Community will be invited by the Board to select an interim Director to the Board.

8.4.1.2 If an Alternate from a Participating Community resigns prior to the normal expiration of her/his term, the respective Participating Community from which the Alternate was appointed will be invited by the Board to fill the respective vacant Alternate position on an interim basis.

8.4.1.3 Interim Director and Alternate appointments will be recognised until the normal expiration of the term for the Director and Alternate positions from the respective Participating Community.

- END -

Monitoring: Board-Self-Assessment Committee: Annual

CBT – Board Governance and Policy Statements

**POLICY TYPE: 9. BOARD OF DIRECTORS -
AT-LARGE MEMBERS**

POLICY TITLE: 9.1 *Selection Process and Terms*

Approved April 25, 2001

As per the CBT Constitution & Bylaws, this process was approved by: Directors from “Area C – Long Beach” of the Alberni Clayoquot Regional District, the District of Tofino and the District of Ucluelet.

9.1.1 The following are the terms of and a selection process for the Director-At-Large and Alternate Director-At-Large positions on the Board of Directors of the CBT:

9.1.1.1 CBT At-Large Directors will serve for a single, two (2) year, non-renewable term. A retiring At-Large Director is eligible to enter the process for the one (1) At-Large Alternate position (referred to below as an “At-large-director-in-training”) chosen through the public selection process identified in 9.1.1.4.1 below:

9.1.1.2 Beginning in 2003, the terms of all At-Large Directors and At-Large Alternates will expire coinciding with a CBT – AGM;

9.1.1.3 Prior to any individual serving or re-serving in an At-Large Director position, they must first and always (with the exception of At-Large Directors chosen in 2001 and 2002, and the At-Large Alternate chosen in 2002) serve a one (1) year term as an At-Large Alternate (referred to below as an “At-large-director-in-training”), prior to their automatic advancement into a two (2) year term as an At-Large Director once their term as an At-Large Alternate has expired;

9.1.1.4 Entirely separate processes will be utilised for the choosing of each one (1) of the two (2) At-Large Director positions. The two (2) separate At-Large selection processes to be used to choose the At-Large Alternates who will serve as “At-large-directors-in-training” prior to their automatic advancement into an At-Large Director capacity are as follows, with Sections 9.1.1.4.3, 9.1.1.4.4 and 9.1.1.4.5 further below outlining in more schedules for, both selection processes;

- CONTINUED -

CBT – Board Governance and Policy Statements

POLICY TYPE: 9. BOARD OF DIRECTORS - AT-LARGE MEMBERS

POLICY TITLE: 9.1 *Selection Process and Terms, continued...*

9.1.1.4.1 At-Large Selection Process: Public Selection - One (1) At-Large Director position will be filled by an At-Large Alternate who was chosen through a public selection process whereby only residents of the Clayoquot Sound UNESCO Biosphere Reserve Region (CSUBRR) were invited, through a public call for applications, to apply to serve in an At-Large Alternate capacity prior to their automatic advancement into a full At-Large Director position on the CBT Board. In the choosing of a candidate to fill this At-Large Alternate position, the CBT Directors from Area C of the Alberni-Clayoquot Regional District, the District of Tofino and the District of Ucluelet will only select a candidate from amongst the applications submitted through this public call;

9.1.1.4.2 At-Large Selection Process: Direct Appointment - One (1) At-Large Director position will be filled by an At-Large Alternate who was directly appointed by the CBT Directors from Area C of the Alberni-Clayoquot Regional District, the District of Tofino and the District of Ucluelet based on an At-Large Alternate candidate possessing qualifications in one or more of the six (6) identified goals/objectives areas of the CBT (Model, Research, Educate, Train, Culture and Build) and that the candidate has a skill, expertise or strength that these referenced Directors had identified as being needed and required on the CBT Board at the time of the appointment. An individual filling an At-Large Alternate position who is to advance into an At-Large Director appointed-position is not required to be from the CSUBRR;

9.1.1.4.3 The At-Large Director and Alternate selection process will adhere to the timelines and implementation procedures as follows:

9.1.1.4.3.1 In 2001, prior to, but effective upon, the expiry of the term of an At-Large Director, a new At-Large Director will be chosen, for a seventeen (17) month term until the 2003 CBT – AGM, using the direct appointment process;

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CBT – Board Governance and Policy Statements

POLICY TYPE: 9. **BOARD OF DIRECTORS -
AT-LARGE MEMBERS**

POLICY TITLE: 9.1 ***Selection Process and Terms, continued...***

9.1.1.4.3.2 In 2002, prior to, but effective upon, the expiry of the term of an At-Large Director, a new At-Large Director will be chosen, for a seventeen (17) month term until the 2004 CBT – AGM, using the public selection process;

9.1.1.4.3.3 In 2002, prior to, but effective upon, the expiry of the term of the At-Large Alternate, a new At-Large Alternate will be chosen, for a five (5) month term until the 2003 CBT – AGM, using the direct appointment process, with this new At-Large Alternate to then automatically advance, for a two (2) year term, into the At-Large Director position that is vacated and available in 2003;

9.1.1.4.3.4 In 2003, prior to, but effective upon, the expiry of the term of the At-Large Alternate who is to automatically advance into the At-Large Director position for a two (2) year term, a new At-Large Alternate will be chosen for a one (1) year term using the public selection process, with this new At-Large Alternate to then automatically advance, for a two (2) year term, into the At-Large Director position that is vacated and available in the following year (2004);

9.1.1.4.3.5 In 2004, prior to, but effective upon, the expiry of the term of the At-Large Alternate who is to automatically advance into the At-Large Director position for a two (2) year term, a new At-Large Alternate will be chosen for a one (1) year term using the direct appointment process, with this new At-Large Alternate to then automatically advance, for a two (2) year term, into the At-Large Director position that is vacated and available in the following year (2005);

- CONTINUED -

CBT – Board Governance and Policy Statements

POLICY TYPE: 9. BOARD OF DIRECTORS - AT-LARGE MEMBERS

POLICY TITLE: 9.1 *Selection Process and Terms, continued...*

9.1.1.4.3.6 For years thereafter 2004, the general process outlined in 9.1.1.4.3.4 above would repeat in the future in each and every odd-numbered year and the general process outlined above in 9.1.1.4.3.5 would repeat in the future in each and every even-numbered year;

9.1.1.4.4 The At-Large Director and Alternate selection process will adhere to the following SCHEDULE in even-numbered years:

9.1.1.4.4.1 An At-Large Alternate is chosen, for a one (1) year term through the direct appointment process;

9.1.1.4.4.2 The At-Large Alternate chosen through the public selection process in an odd-numbered year will automatically advance, for a two (2) year term, into the At-Large Director position whose term expires in an even-numbered year;

9.1.1.4.5 The At-Large Director and Alternate selection process will adhere to the following SCHEDULE in odd-numbered years:

9.1.1.4.5.1 An At-Large Alternate is chosen, for a one (1) year term, through the public selection process;

9.1.1.4.5.2 The At-Large Alternate chosen through the direct appointment process in an even-numbered year will automatically advance, for a two (2) year term, into the At-Large Director position whose term expires in an odd-numbered year;

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CBT – Board Governance and Policy Statements

**POLICY TYPE: 9. BOARD OF DIRECTORS -
AT-LARGE MEMBERS**

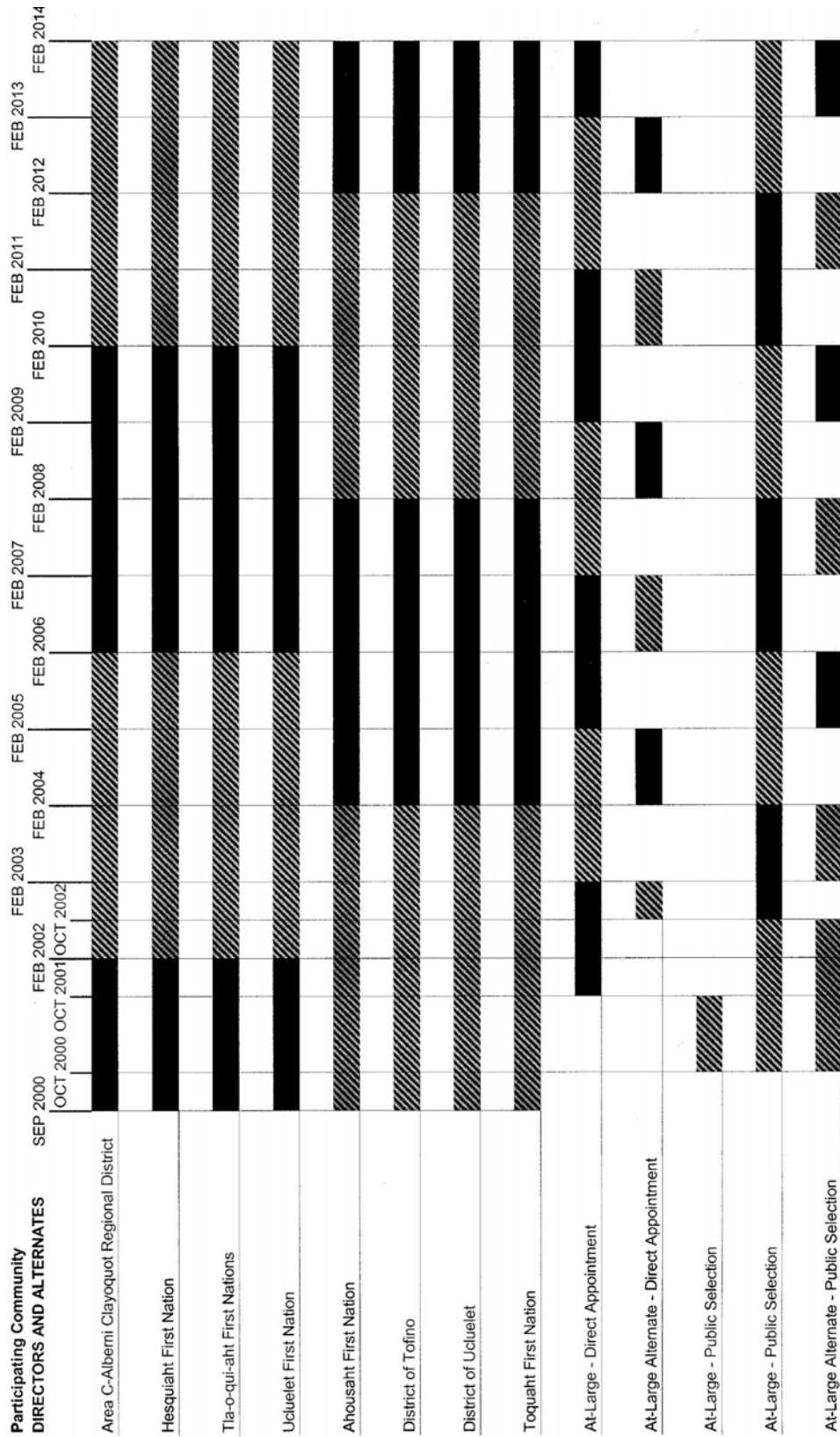
POLICY TITLE: 9.1 *Selection Process and Terms, continued...*

- 9.1.1.5 As a means to ensure gender equity on the CBT Board of Directors, for the period from 2001 until 2005, at least one (1) of the two (2) At-Large Director positions must be a woman;
- 9.1.1.6 For 2001, the At-Large Director will be appointed from the area of Culture (the Arts).

- END -

Monitoring: Directors from “Area C - Long Beach” of the Alberni Clayoquot Regional District, the District of Tofino and the District of Ucluelet:
Annual Monitoring

CBT - Board Governance and Policy Statements
APPENDICES: Timeline for Director/Alternate Selection Processes



| < Pattern between FEB 2004 and FEB 2012 repeats every 8 years > |