



Board of Directors Mandate

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1. Board Mandate

1.1 Introduction

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

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

This document details the specific duties of the Board. The Board creates Committees to assist in carrying out these duties, and may delegate authorities to a Committee. There are currently four Standing Committees established by the Board, as follows:

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

The specific mandates of these Committees, as approved by the Board, are set out elsewhere in this document, and include the Committee membership, accountabilities and responsibilities, authorities as delegated by the Board, and reporting requirements. The Board may create other ad-hoc Committees or Task Forces, and establish terms of reference of such Committees. The Board may also terminate Committees as needed.

1.2 Board Duties

1.2.1 Strategic Planning

Strategic planning is a collaborative effort between the Board and the CEO and the Leadership Team. The Board is responsible for ensuring that BTC has developed a strategy that reflects its mission, vision and values and strategic priorities. It does so by satisfying itself that a planning process is in place for BTC, by approving the strategic plan and ensuring that it forms the basis of the CEO and Leadership Team's performance objectives. The Board establishes a process to monitor implementation of the strategic plan and conducts a review on a periodic basis.

1.2.2 Appointment of the Leadership Team and Succession Planning

The Board is responsible for recruiting and appointing the Chief Executive Officer (CEO), based on an approved position description. It also approves the appointment of the Leadership Team reporting to the CEO.

The Board is further responsible for approving a succession planning process for the CEO and Leadership Team to identify suitable candidates for Leadership Team positions in the future.

1.2.3 Evaluation of Leadership Team Performance and Compensation

The Board is responsible for approving annual performance objectives and expectations for the CEO and develop a process for regularly monitoring and evaluating the CEO's performance against these objectives and expectation, consistent with best practices in human resources management.

The Board holds the Human Resources Committee responsible for approving the overall salary structure (salary ranges, associated practices, and aggregate annual increases/payments) for all staff, and the annual compensation for the Leadership Team (team leaders reporting to CEO), including annual increases related to performance.

1.2.4 Financial Oversight

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

1.2.5 Risk Identification and Management

The Board is responsible for oversight of all aspects of risk to BTC. This involves approval of a risk appetite statement and a Risk Registry, and monitoring the risk management program implemented by staff.

1.2.6 Land Acquisition

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

1.2.7 Governance Practices

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

1.2.8 Code of Conduct

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

1.2.9 Stakeholder Relations

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