



Board Committee Mandates

February 2021

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1. Board Standing Committees

1.1 Committee Operations

Each Committee is expected to:

- carry out their respective mandates;
- consider policies and procedures to provide guidance to Staff and Volunteers on key program areas and to mitigate risk and submit such policies to the Governance Committee for approval by the Board, consistent with the policy framework of the BTC;
- review and reassess the adequacy of the Committee's mandate annually, and recommend to the Governance Committee any amendments as the Committee deems appropriate; and
- prepare records of Committee meetings and activities for proper storage and retrieval.

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

Committee Chairs are expected to provide effective leadership of the Committee, facilitating its operations, discussions and decisions, and oversee the Committee's functions and responsibilities under its mandate. 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.

With respect to Committee records, the Committee Chair is expected to:

- call meetings;
- circulate an agenda and supporting material to the Committee members at least one week in advance of the meeting date;
- ensure a person is acting as the secretary;
- disseminate pertinent policies to the Committee members; and
- review the minutes prepared by the secretary, and arrange for their review and approval at the subsequent meeting.

Committees are expected to refer these issues to the Board:

- High level strategic, budgetary and stewardship policy issues or matters of significant risk to BTC;
- Any matter potentially impacting the reputational risk of the BTC;
- Any matter involving an alteration in the mandate or composition of a Committee (via the Governance Committee);
- 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; and
- Issues in which there is a lack of clarity as to which Committee is responsible and which may require redirection to another Board 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.

A quorum at any meeting of a Board Committee is a number equal to a majority of the voting members of the Committee. The Committee Chair has a vote. The minutes of the meeting will list the voting and non-voting attendees. 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.

1.2 Committee Mandates

1.2.1 Governance Committee

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 who is a Board Director
- A minimum of four Board directors, approved by the Board

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 and manage conflicts of interest;
- To oversee the Board of Directors nomination process, through work undertaken by a sub-committee established by the Committee and excluding Board members running for election;
- To review and make recommendations to the Board for revision of the Board Committee Mandates, the by-laws, and key policies of the BTC as deemed appropriate by the Committee;
- To establish on-going Board educational programs;
- To develop and recommendations to the Board on a Code of Conduct;
- To investigate, provide advice, make recommendations, and propose alternative responses on governance-related issues that may impact the BTC; and
- To research relevant government policies, proposed amendments, acts and regulations, position papers and supporting studies.

Authority

To assist in carrying out its responsibilities, the Governance Committee has the authority to seek advice from BTC legal counsel and other governance experts.

Under the direction of the Board Chair, the Governance Committee will establish a sub-committee to lead the nominations process with at least three members including any non-Board persons as deemed appropriate. In the event that the Board Chair is standing as a nominee themselves, the Governance Committee Chair, or their delegate, will lead the sub-committee. The Governance Committee will consider the report of the sub-committee and make recommendations to the Board in advance of each annual meeting of the BTC.

Reporting

The Governance Committee will meet at least quarterly, with additional meetings as necessary and report to the Board at each Board meeting.

1.2.2 Human Resources Committee

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 approved by the Board.

Committee members must have a good understanding of human resources gained through a professional qualification process supported by 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 approving annual compensation of the Leadership Team, including annual increases related to performance; and
- Reviewing and approving, the development of new or revised salary structures for all 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 Committee will meet at least quarterly, with additional meetings as necessary, and report to the Board at each Board meeting.

1.2.3 Finance and Risk Committee

Mandate/Purpose

The Finance and Risk Committee assists the Board in fulfilling its oversight responsibilities by monitoring: 1) the overall systems of internal controls and 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 Risk Committee is composed of:

- The Chair of the Finance and Risk Committee who is a Board Director
- A minimum of two, and up to four, BTC Directors approved by the Board
- The volunteer Trail Audit Coordinator for the BTC

Committee members must have a good understanding of finance and accounting gained by professional financial or risk qualifications supported by education and/or several years of experience.

Accountabilities and Responsibilities

The Finance and Risk 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 review that the BTC complies with relevant statutory and regulatory provisions;
- To review and recommend the annual budget to the Board for approval;
- To review and recommend the annual financial statements and audit report to the Board for approval;
- To review the financial policies and submit revisions to the Governance Committee for approval;
- To review, develop, and recommend investment strategy 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, and to meet with the BTC's external auditors, at least once annually, to review the audit findings;
- To ensure that risk analyses are systematically developed and related risk mitigation strategies are prepared and implemented;
- To monitor the Risk Register and revise as needed;
- To review incident reports and make recommendations to the Board as required;
- To review and make recommendations to the Board on BTC's insurance policies; and
- To ensure the oversight and review of the BTC Trail Audits, and monitor the completion rates of the Trail Status Reports.

Authority

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

- Review and approve the charitable returns of the BTC;
- Review and comment on the financial statements of the Clubs;
- Conduct or authorize investigations into any matters within the Finance and Risk Committee's scope of responsibilities, including access to all books, records, facilities and Staff of the BTC; and
- Seek advice from BTC legal counsel and insurance brokers on matters relating to risk.

Reporting

The Finance and Risk Committee will meet at least quarterly, with additional meetings for budget approval/approval of the audit report as necessary, and report to the Board at each Board meeting.

1.2.4 Land Acquisition Committee

Mandate/Purpose

The Land Acquisition Committee (LAC) assists the Board in acquiring properties to reach the goal of a permanently secured natural corridor along the Niagara Escarpment that contains the Bruce Trail by making recommendations to the Board on lands to be acquired and the terms and conditions of acquisitions.

Committee Membership

The LAC is composed of:

- The Chair of the Land Acquisition Committee, who is a Board director;
- A minimum of one Board Director, approved by the Board; and,
- One representative from each Club.

Clubs will also designate an alternate member who may only attend meetings and participate as a voting member in place of the appointed Club representative.

Club representatives are expected to:

- have excellent knowledge of the community and the properties needed to secure the trail;
- strong networking and communications skills;
- work closely with their Club boards and members to establish positive and ongoing relationships with landowners, and to address matters related to land securement, Optimum Route planning and other land management issues;
- update their respective Club boards at each of its meetings; and
- have the best interests of the BTC as a whole in mind.

All Committee members are expected to be transparent with the Committee with respect to any relevant property interests a member may have.

As a whole, the Committee should have some expertise in the areas of law, real estate, real estate appraising, surveying, environmental assessment, and property management.

Representatives of the Niagara Escarpment Commission, Ontario Heritage Trust, and other partner organizations may be invited to be resources to the Committee as required.

Accountabilities and Responsibilities

The LAC has the following accountabilities and responsibilities:

- To review land acquisition priorities, dispositions, and specific land acquisition proposals to the Board, having obtained recommendations from the CEO and Staff reflecting due diligence on property valuation and price;
- To approve land transactions within its delegated limits as determined by the Board of Directors from time to time (*Note that on December 5, 2020, the Board of Directors delegated to the LAC the authority to approve land acquisition below a total purchase price or appraised value of \$200,000 plus costs, subject to certain conditions*);
- To develop a property ranking system to assist in prioritizing land acquisitions and inform Board decision-making;
- To provide input to the CEO on proposed changes to the Optimum Route, consistent with policies approved by the Board; and

- To ensure the development of tools and resources to support effective land acquisition activities, including an inventory of acquired lands and lands to be acquired; reports on land prices by region or use.

Authority

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

- To review land acquisition policies and procedures to facilitate the timely and cost-effective acquisition of escarpment and trail lands and make recommendations to the Board through the Governance Committee.

Reporting

The Committee will meet on a monthly basis. The LAC will report to the Board at each Board meeting.