



COAST ECONOMIC DEVELOPMENT SOCIETY BOARD CHARTER

A. FOREWARD

The following vision and mission statements established by the Board of Directors guide our daily operations, longer term strategic planning and measurements of success.

OUR VISION is to be a world class model of how empowered aboriginal peoples and communities can achieve meaningful economic development and community health while conserving the integrity of the ecosystems in which they live.

OUR MISSION is to work collaboratively with First Nations to support sustainable economic development and conservation management in the Central Coast, North Coast and Haida Gwaii areas of coastal British Columbia.

We will pursue this mission through the responsible administration, investment, leverage and allocation of the funds entrusted to us by private funders and the governments of British Columbia and Canada.

In addition to the Constitution and Bylaws of the Society, our core governing documents include the Conservation Investments and Incentives Agreement and the Performance and Accountability Funding Agreement.

B. MEMBERSHIP

- i. In accordance with the Society's Bylaws, the Board will consist of nine Directors elected by the voting Members of the Society. The Board shall be comprised of Directors with a range of backgrounds and experience. The composition of the Board is guided by the director competency matrix.
- ii. The term of office of Directors will normally be four years. Directors may be elected for up to three consecutive terms.
- iii. Persons who are not eligible for election as a Director include:
 - o A Member of the Society
 - o An employee of the Society, British Columbia, or a Participating First Nation
 - o A member of Parliament, a member of the British Columbia Legislative Assembly, or a councillor or alderman of a municipal government.

The policy for the nomination of Directors provides additional guidance for the process of choosing replacement Directors.

C. MEETINGS

- i. The Board shall meet at least quarterly, with additional meetings at the discretion of the Directors.
- ii. The Board Chair will call a meeting of the Board if so requested by a Director.
- iii. A quorum for all Board meetings shall be six Directors.
- iv. To pass a resolution:
 - o If only six Directors are present, then unanimity is required
 - o If more than six Directors are present, then a simple majority is required
 - o If only six Directors are present (meaning that quorum is met) and any are conflicted, the remaining Directors may vote and unanimity is required.
- v. Notice period for a Board meeting is a minimum of 5 business days. Preparatory documents will be available a minimum of 3 business days prior to the Board meeting.



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D. BOARD - DUTIES AND RESPONSIBILITIES

The Board provides leadership with specific responsibility to:

- i. Select, assess, compensate, and (if necessary) replace the Executive Director and plan for Executive Director succession.
- ii. Oversee development of and approve a strategic plan.
- iii. Oversee the Society's financial performance through:
 - o Review of investment portfolio performance
 - o Approval of the Society's operating and capital budgets, and
 - o Review and approval of quarterly and year-end financial statements
- iv. Working with management, identify the principal risks to the organization and ensure that systems to manage those risks are in place.
- v. Monitor the organization's performance against agreed goals and objectives.
- vi. Approve the Society's material policies, including but not limited to:
 - o Investment Policy
 - o Finance and Audit Policy
 - o Insurance and Risk Policy
 - o Award Policy
 - o Directors Compensation and Expense Reimbursement Policy, and
 - o Standards of Ethical Conduct Policy for Directors.
- vii. Approve major transactions.
- viii. Ensure compliance with governing documents, legal and regulatory requirements, and material policies.
- ix. Ensure that the organization has an appropriate communications strategy.
- x. Provide for the Board's good management and on-going effectiveness, including the establishment of committees to assist the Board, and a succession plan for the orderly turnover of directors. Nominate new directors to fill Board vacancies.
- xi. Annually, review Board Charter and assess the Board's effectiveness in advancing the Vision and Mission of the Society.

E. DIRECTORS - DUTIES AND RESPONSIBILITIES

The responsibilities of each member of the Board include:

- i. Understanding and complying with his or her legal duties and obligations as a Board member. In general, these include:
 - a. Acting in good faith and in the best interests of the Society,
 - b. Acting with the care, skill and diligence of a reasonably prudent person, and
 - c. Complying with the Society's Code of Conduct; and
 - d. Keeping up to date with current governance issues and practices affecting Directors.
- ii. Contributing to the definition and accomplishment of the Society's strategies and objectives;
- iii. Understanding the Society's activities, its strategic plans, the context in which the Society operates, the risks and challenges involved in achieving its objectives, and the Society's organizational structure and its culture and the Board's oversight role of these issues;
- iv. Making best efforts to attend Board and committee meetings, participating actively in Board and committee meetings, expressing his or her views frankly and fully, and being prepared to challenge management's assumptions and conclusions;
- v. As appropriate, communicating privately and constructively with the Chair and/or the Executive Director between meetings;



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- vi. Applying his or her special skills, expertise and knowledge to provide a unique contribution to the Board's overall performance; and
- vii. Ensuring sufficient and appropriate information is obtained and understood so that as a Director, he or she is satisfied with the way the Society is managed and that all decisions made are informed and appropriate and if not, that any dissension is properly recorded in the minutes of the meeting;.

Any Director who believes that his or her ability to meet these expectations is at risk, or may appear to be at risk, shall advise the Board Chair and together they will consider whether the Director should offer to resign or take a leave of absence.

F. BOARD CHAIR - DUTIES AND RESPONSIBILITIES

The Board Chair, working with the Vice Chair, is responsible for managing Board affairs and ensuring effective Board performance with specific responsibility to:

- i. Manage effective meetings (establish agenda, control discussion appropriately, work towards consensus);
- ii. Foster the development of a Board culture characterized by active and constructive Board engagement, commitment to transparency, and commitment to practicing good governance;
- iii. Provide leadership to Board development;
- iv. Manage conflicts of interest as well breaches or suspected breaches of the Standards of Ethical Conduct for Directors;
- v. Build and maintain an effective working relationship with the Executive Director;
- vi. Periodically review Executive Director performance and compensation;
- vii. Serve as a spokesperson for the Society;
- viii. Periodically review Board governance practices; and
- ix. Recommend the criteria and potential candidates the Board should consider when filling Board vacancies.

G. COMMITTEES

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

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

The Board may create such standing and special committees as from time to time may be required; however, the Bylaws require the establishment of an Investment Committee and a Project Review Committee.

H. DIVISION OF RESPONSIBILITY BETWEEN THE BOARD AND SENIOR MANAGEMENT

The Board is responsible for setting the strategic direction of the Society, establishing goals and objectives for management and monitoring the achievement of these goals and objectives.

The Executive Director is responsible to the Board for the day-to-day management of the Society with all powers, discretions and delegations authorized, from time to time by the Board.