



Governance and Participation Charter 2013-2018

Purpose

The Kootenay Conservation Program (KCP) is a broad partnership of land and water conservation and stewardship groups, government agencies, resource industries, and agricultural producers working throughout the East and West Kootenays. The partnership seeks to cooperatively conserve the biological diversity and naturally functioning ecosystems of the region while providing mutual project support and leveraging technical and financial resources. The purpose of this Charter is to document participation, governance structure and decision making process so that the partnership may function efficiently and effectively.

Vision

The KCP vision is to have landscapes in the Kootenays that sustain naturally functioning ecosystems that can in turn support economic and social well-being. We envision vibrant communities that demonstrate the principles of environmental stewardship for future generations.

Mandate

The KCP mandate is to coordinate and facilitate conservation efforts on private land, and to generate the support and resources needed to maintain this effort.

Guiding Principles

Guiding principles are necessary for an effective partnership and for successful achievement of the outcomes desired through the KCP.

The KCP is a partnership of autonomous organizations that have differing goals and priorities, yet each organization sees the value of collaboration and comes together around a common set of guiding principles:

1. Accountability

To work within the partnership with the highest standards of accountability toward meeting the goals of the KCP.

2. Collaboration

To work together in an exemplary manner, based on respect, trust and in the spirit of achieving the goals of the partnership.

3. Commitment to the Network

To support and work towards achieving the vision, mandate and goals of the KCP.

4. Communication

Dialogue will be open, honest and respectful. Partners will share information within the partnership that facilitates the goals of the partnership.

5. Cooperation

To share ideas, support partner projects, set priorities and build trust, all in an effort to meet the stated goals of the partnership.

6. Program Support and Recognition

To undertake activities that will support the goals of the partnership and are endorsed by the Steering Committee.

7. Unity

To harmonize projects and activities, and capitalize on the diversity within the partnership in pursuit of the partnership's goals.

Strategic Priorities and Program Goals

The foundation of the KCP partnership is a common approach to land conservation through coordinated securement, stewardship and capacity building efforts. We will endeavor, where possible, to use the social capital of the partnership to achieve the vision of the KCP. The partnership is strengthened when all partners operate in a collaborative spirit that includes the opportunity to:

- Increase the level of sustainable securement and stewardship on private lands as guided by the KCP Securement Committee and Stewardship Committee(s);
- Build and provide capacity (financial and technical resources) for KCP partner organizations to undertake securement and stewardship activities;
- Strengthen engagement, collaboration, communication, education and accountability within, and outside of, the partnership.

Governance

Steering Committee

Each participating organization (Partner) may have one representative on the Steering Committee. The Committee provides the strategic direction for the partnership including communications, research, workshop themes, funding, and opportunities for technical support. The Committee will meet up to four times annually; once in person at the KCP Annual General Meeting. The meeting schedule will be set in advance for the full year, but only dates with agenda items identified in advance will proceed.

Executive Committee

The role of the Executive Committee is to balance the desire for decision-making that is as inclusive as possible with the need to prioritize limited resources and the need to respond quickly to changing circumstances and emerging opportunities. Additionally, attention must be paid to balancing the goals and interests of the collective partnership with those of the individual participating organizations.

a. Membership

The Executive Committee of the KCP shall be composed of representatives from up to six partner organizations. The membership of the Executive Committee should also be balanced between national, provincial, regional and local organizations from both the East and West Kootenays. Executive Committee members will be selected at the Annual General Meeting with terms of two years and staggered membership. The Executive Committee will select its own chairperson, who shall serve as a liaison with the KCP Program Manager. The Program Manager shall serve as an ex-officio, non-voting member of the Executive Committee. Executive Committee meetings will be announced and are open to any participating organization of the KCP. The travel expenses for Executive Committee members to attend Executive Committee meetings may be reimbursed by the KCP. The Executive Committee will be made up of a Chairperson, Vice-Chairperson, Fiscal Sponsor, and up to three Directors at Large.

b. Role and Responsibilities

The role of the Executive Committee is to provide leadership to the KCP and to make decisions on behalf of the partnership that must be made between meetings of the KCP Steering Committee.

The responsibilities of the Executive Committee are to:

- Guide the implementation of KCP strategic priorities and KCP Program Manager's annual work plan and budget and ensure that adopted strategies identify measurable outcomes, timelines and the resources needed to be successful;

- Develop and adopt processes and procedures or make recommendations to the KCP Steering Committee, as appropriate, that are necessary for the KCP to function effectively and efficiently in achieving its purpose and goals;
- Recommend priorities and direct the KCP in response to changing conditions and circumstances through adoption of annual work plans;
- Charter and coordinate work groups as appropriate to complete the work of the KCP;
- Direct the work of the KCP Program Manager. The Chairperson of the Executive Committee, in coordination with the Fiscal Sponsor, will hire, supervise and evaluate the Program Manager through a process that involves input from KCP participants;
- Make budget and expenditure recommendations to the KCP partnership;
- Evaluate the structure and function of the KCP on a periodic basis;
- Ensure that KCP partners are fully informed about all meetings, deliberations and actions of the executive committee.

c. Authority

The Executive Committee needs clear direction from the KCP partnership on both its authority and the limits to its authority to make decisions and act on behalf of the partnership. The decision-making provisions for the KCP partnership will govern the Executive Committee as well.

The Executive Committee may:

- Set internal policy, procedure and process, subject to review and adoption by the KCP partnership;
- Make financial recommendations to Fiscal Sponsor within existing or proposed budgets;
- Reviews financial reports that are accurate, easy to understand and timely;
- Make decisions and take actions that are needed to implement the decisions of or direction by the KCP partnership; and
- Make recommendations to the KCP Steering Committee about the process and procedure for resource allocation and then administer the allocation process within the boundaries set by the Steering Committee.

The Executive Committee may not:

- Make decisions that commit the KCP partnership to major new actions that have not been discussed and decided upon by the partnership;
- Make financial or legal commitments on behalf of individual organizations; and
- Commit the KCP to public policy positions.

d. Expectations of Executive Committee members

Executive Committee members must be willing to:

- Meet as a group 3-4 times per year in addition to regularly scheduled Steering Committee meetings;
- Participate in phone conference calls as needed; and
- Regularly have informal communication about the network partnership with other KCP partners.

A majority of Executive Committee members are required for a quorum.

Securement Committee

The KCP Securement Committee is comprised of partners directly involved in private land securement including Nature Conservancy of Canada, The Nature Trust of BC, Ministry of Forests and Natural Resource Operations, Environment Canada’s Canadian Wildlife Service, and the Fish and Wildlife Compensation Program - Columbia Basin. The Committee works together with willing landowners and funders to assess and secure high value conservation properties through acquisition, covenants and other securement tools. The Committee is responsible for developing and implementing a property ranking system based on biological and administrative criteria. The Committee meets on an as-needed basis, generally two to three times annually.

Stewardship Committee – East and West Kootenay

The KCP Stewardship Committee – East and West Kootenay are comprised of participating organizations interested or involved in private-land stewardship who want to exchange ideas and assist the partnership in engaging communities, landowners, businesses and individuals in stewardship. The Committees meets on an as-needed basis, generally twice a year as independent Committees and once a year as a combined Committee. The partners on this these Committees are:

Blue Lake Forest Education Society	Columbia Valley Greenways Trail Alliance
Canal Flats Wilderness Club	Columbia Wetlands Stewardship Partners
Castlegar and District Wildlife Association	Creston Valley Wildlife Management Area
Castlegar Rod and Gun Club	Ducks Unlimited Canada
Central Kootenay Invasive Species Society	East Kootenay Invasive Species Council
Clear Sky Center	East Kootenay Wildlife Association
College of the Rockies	Eastshore Freshwater Habitat Society
Columbia Basin Environmental Education Network	EcoMosaic Consulting
Columbia Basin Trust	Fernie Rod and Gun Club
Columbia River Inter-Tribal Fisheries Commission	Friends of Kootenay Lake
	Friends of Kootenay National Park
	Friends of the Lardeau River

Goldeneye Ecological Services
Grasslands Conservation Council of BC
Groundswell Network Society
Harrop Proctor Community Forest
Jakob Dulisse Consulting
Kootenay Community Bat Project
Kootenay Lake Partnership
Kootenay Land Trust Society
Kootenay Livestock Association
Kootenay Native Plant Society
Ktunaxa Nation
Kutenai Nature Investigations Ltd.
Lake Windermere Ambassadors
Lake Windermere Rod and Gun Club
Living Lakes Canada
Mainstreams
Ministry of Agriculture
Ministry of Forests, Lands, and Natural
Resource Operations
Nature Conservancy of Canada
Nelson District Rod, Gun and
Conservation Club
Pandion Ecological Research Ltd.
Regional District of East Kootenay
Rocky Mountain Naturalists

Rocky Mountain Trench Natural
Resource Society
Round Stone Consulting
Salmo Watershed Streamkeepers
Society
Selkirk College
Shaw Ecological Research
Silverwing Ecological Consulting
Slocan Lake Stewardship Society
Slocan River Streamkeepers Society
Slocan Watershed Alliance
Slocan Wetlands Assessment and
Monitoring Project
Southern Guides Association
The Nature Trust of BC
Trail Wildlife Association
Upstream Environmental Consulting
Valhalla Wilderness Society
Veridian Ecological Consulting
West Kootenay EcoSociety
West Kootenay Naturalists
Wild Voices for Kids (CBEEN)
Wildsight
Windermere District Farmer's Institute
Wings Over the Rockies
Y2Y

Staff/Contractors

The responsibility of the KCP Program Manager is to support the partnership in achieving the mission of the KCP. The Program Manager works independently on a daily basis and receives programmatic direction from the Executive Committee. The Program Manager is accountable to (1) the Chairperson of the Executive Committee for program development and implementation and (2) the Executive Director (or designate) of the Fiscal Sponsor for compliance with all legal requirements and other administrative policies of the Fiscal Sponsor.

The Program Manager's specific responsibilities are to:

- Lead the KCP in achieving its vision and goals as directed by the Executive Committee on behalf of the Steering Committee;
- Develop and implement the strategies adopted by the KCP and Executive Committee through annual work plans;

- Make budget and expenditures up to \$5,000 and make recommendations to the Executive Committee for any expenditures over \$5,000;
- Raise funding for KCP, track budgets and expenditures and complete progress and budget reports to funders;
- Administer contracts and re-grant programs as necessary to implement KCP strategies;
- Administer the Columbia Valley Local Conservation Fund (CVLCF) in partnership with the Regional District of East Kootenay (RDEK);
- Develop and sustain relationships with funders and other partners necessary to achieve mission and goals and within norms of KCP network partnership;
- Schedule, plan, coordinate and staff meetings of KCP, Executive Committee and Steering Committee and work groups;
- Ensure effective and timely internal communications to KCP participants about KCP business, issues and Executive Committee deliberations;
- Respond to external questions about the KCP partnership;
- Maintain the internal trust and relationships necessary for cooperation and partnership to succeed; and
- Monitor and evaluate the progress of the KCP initiative.

Fiscal Sponsorship

Because the KCP is not a legal entity, there is a need for both fiscal sponsors to hold and manage funds on behalf of the KCP and for an administrative sponsor to serve as the signatory on legal agreements on behalf of the KCP. The Nature Trust of British Columbia (TNT) has served as Fiscal Sponsor since 2011, and is willing to continue to do so in the future, although other organizations may also serve this role in the future. The KCP seeks a “good-faith relationship” with our Fiscal and Sponsor whereby the KCP acknowledges the Fiscal Sponsor’s legal accountability for the expenditure of funds it holds on behalf of the KCP, and the Fiscal Sponsor accepts the budget and expenditure recommendations of the KCP Program Manager, Executive Committee, or its designee, as the will and desire of the KCP. The following guidelines govern the relationship between the KCP and Fiscal Sponsors:

- The KCP Program Manager and/or Executive Committee or its designee shall advise Fiscal Sponsors on the budget and expenditure of KCP funds;
- The Fiscal Sponsor will be made available a seat on the KCP Executive Committee;
- Fiscal Sponsors shall serve as the trustee of KCP assets under their control and shall exercise all responsibility and authority for the management of KCP assets to ensure that they are used and managed to accomplish the purposes of the KCP as directed by the KCP Program Manager and/or Executive Committee;
- Fiscal Sponsors shall maintain the assets of the KCP separate and apart from all other assets of the Fiscal Sponsor and shall prepare a quarterly and annual accounting of the income to, expenditures from, and balance of the KCP assets;

- All proposals for expenditures from the KCP assets must be approved by the Fiscal Sponsor. The Fiscal Sponsor may consider and approve only proposals for expenditures that come from the KCP Program Manager and/or Executive Committee or its designee.

Partner Organizations

a. Eligibility

To qualify as a partner organization, an organization must:

- (1) As all or a part of its mission, actively work to conserve fish and wildlife, land and water, and the natural resources of the Kootenay region and/or support the collective efforts of the KCP to do so;
- (2) Maintain a program or operation within the geographic area of interest for the KCP, as outlined in Exhibit 1; and
- (3) Sign the *Resolution to Participate* to formalize your organization's commitment to participating in the KCP.

b. Adding Partners

New partner organizations who meet the eligibility requirements and who can contribute to achieving the goals and objectives of the KCP may be added by the consensus of the KCP partnership at the next available Steering Committee meeting.

c. Leaving the KCP Partnership

Partner organizations may be removed from participation in the KCP at their own written request or by the consensus of the then current Steering Committee.

d. Expectations of Partners

Participation in the KCP partnership is voluntary, and each organization can increase or decrease its involvement or association KCP without prejudice from other participants. However, organizations that choose not to participate must respect the decisions made and actions taken in their absence or lack of response to solicitations for written comment. In order for the partnership to flourish and function effectively, partners are expected to:

- Attend and fully participate in KCP partnership meetings and in making decisions when and where possible;
- Comment in a timely manner on written requests for comment and input on decisions;
- Assign a primary contact person who generally has the authority to represent the organization in KCP matters;

- Hold sensitive information in confidence;
- Be committed to the goals of the KCP;
- Share expertise and cooperate on policy, conservation, fundraising, securement, stewardship and capacity building strategies and objectives;
- Leverage and optimize resources;
- Cooperate in a manner that fosters respect, trust, and confidentiality;
- Provide a safe environment for discussion and process; and
- Respect individual organizational autonomy.

Decision-Making

The KCP will make decisions by the consensus of either the Executive Committee during a regular meeting or the participating organizations at a Steering Committee meeting. Consensus is achieved if each partner indicates that it is at levels a-d (not levels e or f) of the following levels of consensus:

- a. I can say an *unqualified “yes”* to the decision. I am satisfied that the decision is an expression of the wisdom of the group;
- b. I find the decision *perfectly acceptable*. It is the best of the real options we have available to us;
- c. I can *live* with the decision. However, I’m not especially enthusiastic about it;
- d. I do not fully agree with the decision and need to register my view about it. However, I do not choose to block the decision and will *stand aside*. I am willing to support the decision because I trust the wisdom of the group;
- e. I do not agree with the decision and feel the need to *block* the decision from being accepted as consensus;
- f. I feel that we have no clear sense of unity in the group. We need to *do more work* before consensus can be achieved.

When a partner indicates it is at a level e or f, that partner assumes the burden of clearly articulating their concern to the larger group, which must assume responsibility for seeking ways to accommodate the concern. The group may continue this procedure until consensus is achieved or the group decides to disagree.

No quorum of the participating partners needs to be present at a Steering Committee meeting in order to make a decision by consensus. Decisions may also be made by phone conference call, email and other methods as appropriate.

Amending the Governance and Participation Charter

This governance and participation charter may be amended from time to time as necessary by the current participating organizations of the KCP through the decision-making process established in this charter. Amendments will be made in writing.

Conflict of Interest

1. GENERAL GUIDELINES

- (a) Executive Committee (“Committee”) members will act at all times with due diligence, honesty, and in good faith, for the public interest;
- (b) The conduct and language of Committee members will be free from any discrimination or harassment prohibited by the *Human Rights Code of Canada*; and
- (c) The conduct of Committee members will reflect social standards of courtesy, respect, and dignity.

2. CONFIDENTIAL INFORMATION

- (a) Committee members will not reveal or divulge confidential information (defined as that which cannot be obtained from other sources) received in the course of Committee duties; and
- (b) Confidential information must not be used for any purposes outside that of undertaking the work of the Committee.

3. DUTY TO INFORM

- (a) Committee members will inform the KCP Executive Committee Chairperson of any circumstances, be that an actual conflict of interest or an appearance of conflict, which may have a negative or harmful effect on their ability to perform the duties required of the appointment or the reputation of the Committee. The member will advise all other members and staff, in writing (email accepted), well in advance of Committee meeting: (a) that there is a potential conflict; (b) the nature and scope of the conflict; and (c) the specific project to which the conflict may apply; and
- (b) For some issues, Committee members may have a direct involvement in the program, project, or initiative. In this case, the Committee member will be asked to leave the meeting during the discussion of such programs, projects, or initiatives.

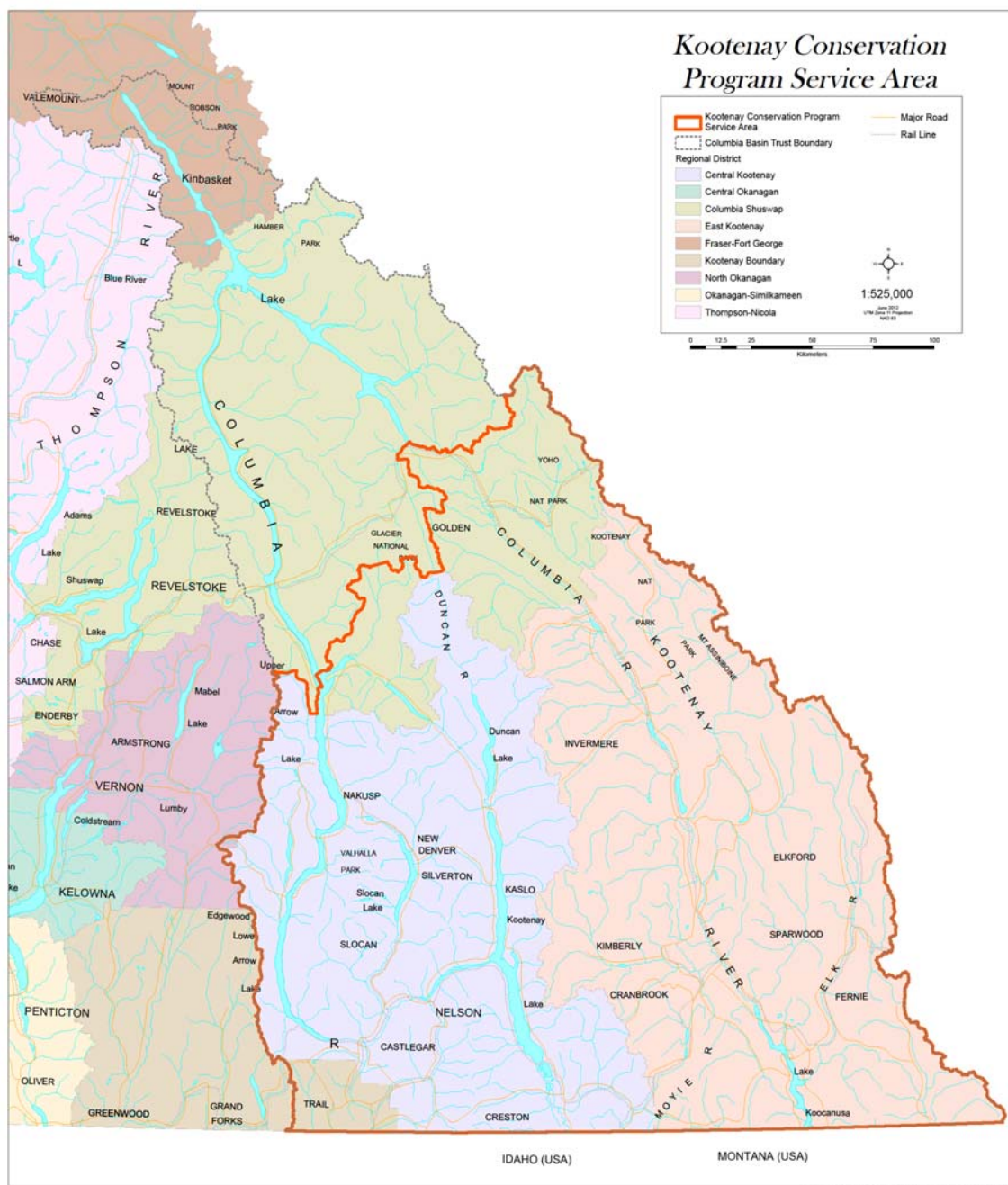
4. STATEMENT OF INTENT

- (a) Participation in Committee work should not result in any personal or private financial or other substantive gain. Private gain does not include honoraria for Committee work if applicable;
- (b) Members of the Committee will avoid any conflict of interest that may impair or impugn the independence, integrity or impartiality of the KCP, the fiscal and administrative sponsor, or any partner; and
- (c) There shall be no apprehension of bias based on what a reasonably knowledgeable and informed observer might perceive of the actions of the Committee or the actions of an individual member of the Committee.

5. PRACTICAL CONSIDERATION IN DETERMINING CONFLICT

- (a) Activities undertaken as a citizen must be kept separate and distinct from any responsibilities held as a member of the Committee;
- (b) Activities undertaken as a Committee member must be kept separate and distinct from other activities as a citizen;
- (c) Other memberships, directorships, voluntary or paid positions, or affiliations remain distinct from work undertaken in the course of Committee work;
- (d) Committee members will not assist anyone in their dealings with the Committee if this may result in advantageous treatment or the perception of advantageous treatment by a reasonably knowledgeable and informed observer;
- (e) Actions taken in the course of Committee duties can neither cause nor suggest to a reasonably knowledgeable and informed observer that members' ability to exercise those duties has or could be affected by private gain or interest;
- (f) All personal financial interests, assets, and holdings must be kept distinct from and independent of any decision, information or other matter that may be heard by or acted upon by the Committee; and
- (g) Personal employment shall not be dependent on any decision, information or other matter that may be heard by or acted upon by the Committee. If such a situation arises, Committee members must disclose to the Committee and the KCP Program Manager, any involvement in a program, project, or initiative before the issue is discussed by the Committee. Members will be excused from discussion of the project at the discretion of the Committee.

Geographic Area of Interest for the Kootenay Conservation Program



**Resolution of Organizational Participation in
The Kootenay Conservation Program (KCP)
as a
Recognized Partner**

WHEREAS, I have reviewed the Kootenay Conservation Program (KCP) Governance and Participation Charter; and

WHEREAS, I certify that _____
[organization] meets the eligibility requirements to be a participant in the Kootenay Conservation Program as defined in the Governance and Participation Charter; and

WHEREAS, I understand the expectations of organizations participating in the Kootenay Conservation Program as a partner defined in the Governance and Participation Charter;

NOW, THEREFORE BE IT RESOLVED

THAT _____ [organization] is committed to being a partner in the Kootenay Conservation Program.

Representative

Date

Submit to:
Juliet Craig
Program Manager
Kootenay Conservation Program
Suite 2029, 622 Front Street
Nelson, BC
V1L 4B7
juliet@kootenayconservation.ca