



Governance and Participation Charter 2017-2022

Purpose

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

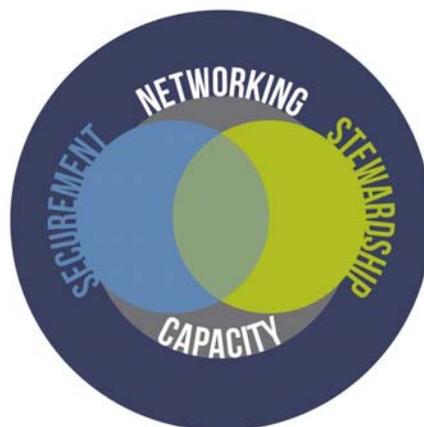
Guiding principles are necessary for an effective partnership and for successful achievement of the outcomes desired through the KCP. KCP is a partnership of autonomous organizations that have differing goals and priorities, yet each organization sees the value of collaboration and comes together around a common set of guiding principles. For a list of KCP Partners see: <http://kootenayconservation.ca/partners/>.

- ✓ Accountability: To work within the partnership with the highest standards of accountability toward meeting the goals of the KCP.
- ✓ Collaboration: To work together in an exemplary manner, based on respect, trust and in the spirit of achieving the goals of the partnership.
- ✓ Commitment to the Network: To support and work towards achieving the vision, mandate and goals of the KCP.
- ✓ Communication: Dialogue will be open, honest and respectful. Partners will share information within the partnership that facilitates the goals of the partnership.
- ✓ Cooperation: To share ideas, support partner projects, set priorities and build trust, all in an effort to meet the stated goals of the partnership.
- ✓ Program Support and Recognition: To undertake activities that will support the goals of the partnership and are endorsed by the Board.
- ✓ Unity: To harmonize projects and activities, and capitalize on the diversity within the partnership in pursuit of the partnership's goals.

Strategic Priorities

The foundation of the KCP partnership is a common approach to land conservation through coordinated securement, stewardship, capacity building and networking 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. The goals of KCP are to:

- 1) Increase the effectiveness, collaboration and coordination of private land securement;
- 2) Increase the effectiveness and coordination of stewardship activities taking place on private lands;
- 3) Build and provide technical, financial and internal capacity for KCP and partner organizations to undertake securement and stewardship activities;
- 4) Strengthen the network of partner organizations through communications to achieve efficiencies, synergies and ultimately greater effectiveness.



To view the full Strategic Priorities of KCP, please visit www.kootenayconservation.ca.

Governance Structure

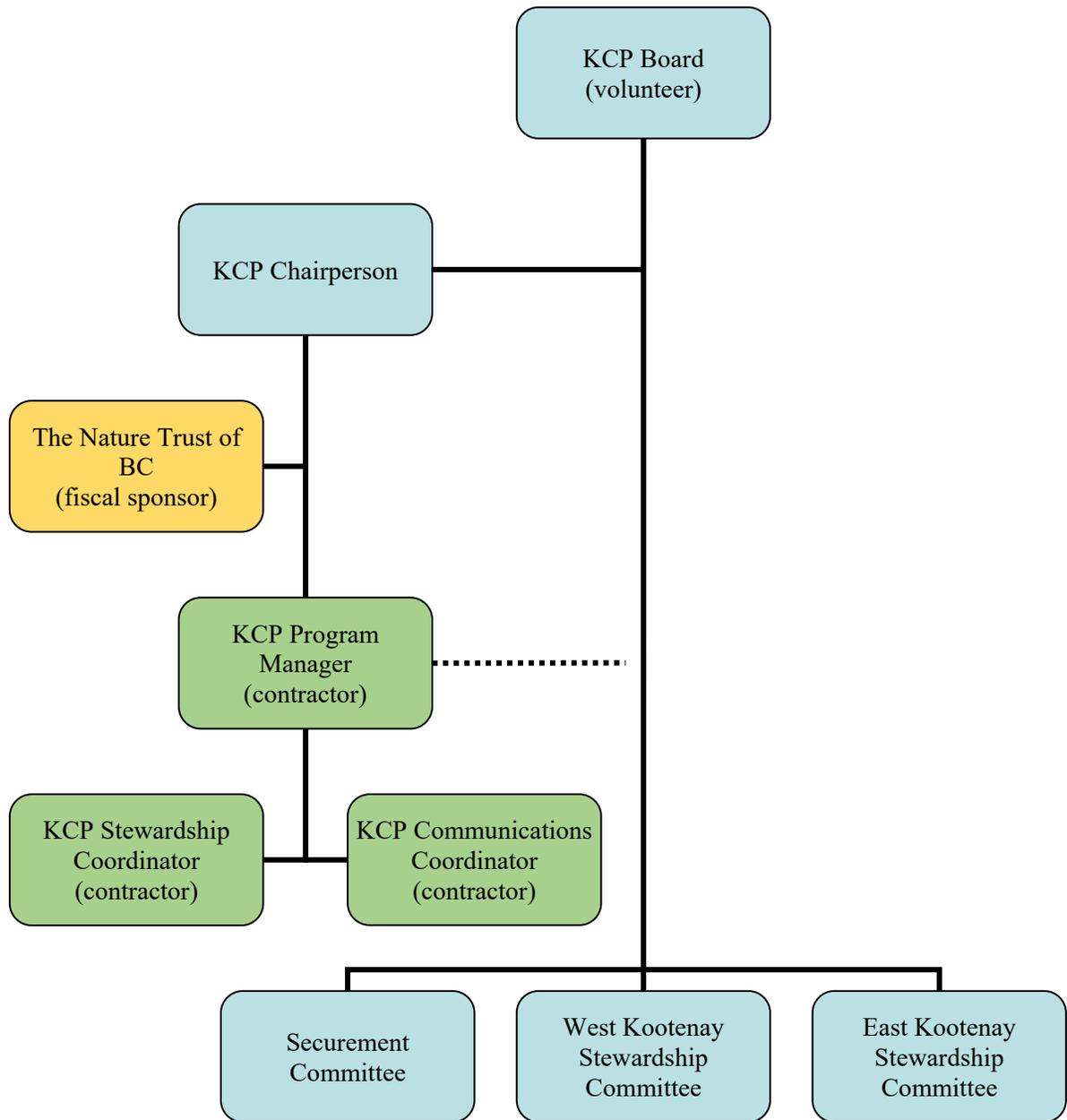


Figure 1: KCP Governance Structure

Board (formerly called Executive Committee)

The role of the Board 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. Note that KCP is not a registered non-profit society so the KCP Board is not a legally recognized “Board of Directors” as per the *BC Societies Act*.

a. Membership

The Board of the KCP shall be composed of representatives from up to eight partner organizations. The membership of the Board should also be balanced between national, provincial, regional and local organizations from both the East and West Kootenays. Board members will be selected at the Annual General Meeting with a term of one-year. The Board 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 Board. Board meetings will be announced and are open to any participating organization of the KCP. The travel expenses for Board members to attend Board meetings may be reimbursed by the KCP. The Board will be made up of a Chairperson, Vice-Chairperson, Fiscal Sponsor, and up to five Directors at Large.

b. Role and Responsibilities

The role of the Board is to provide leadership to the KCP and to make decisions on behalf of the partnership. The responsibilities of the Board 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 that are necessary for the KCP to function effectively and efficiently in achieving its mandate and goals;
- Recommend priorities and direct the KCP in response to changing conditions and circumstances through development and 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 Board, 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 decisions; and,
- Evaluate the structure and function of the KCP on a periodic basis.

c. Authority

The Board 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. Broad partner input will be sought annually at the AGM as well as through online questionnaires and Committee meetings.

The Board 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;
- Make decisions and take actions that are needed to implement the decisions of or direction by the KCP partnership; and
- Make decisions about resource allocation.

The Board may not:

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

d. Expectations of Board members

Board members must be willing to:

- Participate in phone conference calls four times per year in regularly scheduled Board meetings as well as in extenuating circumstances; and
- Regularly have informal communication about the network partnership with other KCP partners.

A majority of Board members are required for a quorum.

Securement Committee

The KCP Securement Committee plays a vital role in identifying, evaluating and coordinating conservation land purchases and other securement activities within the program area. The goal of the Kootenay Conservation Program (KCP) Securement Committee is to assess and secure high value conservation properties in the KCP Program region through acquisition, covenants and other securement tools. The KCP Securement Committee is comprised of partners who purchase and hold title and/or manage conservation lands and who operate at a KCP program area-wide scale. These currently include Nature Conservancy of Canada (NCC), The Nature Trust of BC (TNTBC), the Fish and Wildlife Compensation Program (FWCP), the Ministry of Forests, Lands and Natural Resource Operations (MFLNRO), Environment Canada's Canadian Wildlife Service (CWS), as well as the Program Manager and Chair of the Kootenay Conservation Program (KCP). 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. The KCP Securement Committee does not make decisions for the representative organizations but does make recommendations to the Kootenay Conservation Program on securement activities. The KCP Securement Committee has its own Terms of Reference document.

Stewardship Committees – 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. Stewardship Committees will provide recommendations to KCP about stewardship activities.

KCP Contractors

The responsibility of the KCP Program Manager is to support the partnership in achieving the strategic priorities and goals of KCP. The Program Manager works independently on a daily basis and receives programmatic direction from the annual work plan and Board. The Program Manager reports to the Chairperson of the Board and is accountable to (1) the KCP Board 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 strategic priorities and goals as directed by the Board;
- Develop and implement the strategies adopted by the KCP and Board through annual work plans;
- Make budget and expenditures up to \$5,000 and make recommendations to the Board 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);
- Administer the Kootenay Lake Local Conservation Fund (KLLCF) in partnership with the Regional District of Central Kootenay (RDCK);
- Develop and sustain relationships with funders and other partners necessary to achieve mandate and goals of KCP partnership;
- Schedule, plan, coordinate and staff meetings of KCP, Board and Committees;
- Ensure effective and timely internal communications to KCP participants about KCP business, issues and Board 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.
- Coordinate the activities of other KCP contractors

Fiscal Sponsorship

Because the KCP is not a legal entity, there is a need for a fiscal sponsor 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. The KCP seeks a “good-faith relationship” with our Fiscal 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 Board, or its designee, as the will and desire of the KCP. The following guidelines govern the relationship between the KCP and Fiscal Sponsor:

- The KCP Program Manager and/or Board 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 Board;
- 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 Board;
- 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 Board or its designee.

Partner Organizations

a. Eligibility

To qualify as a partner, an organization must:

- i. As all or a part of their 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;
- ii. Maintain a program or operation within the geographic area of interest for the KCP, as outlined in Exhibit 1; and
- iii. Sign the *Resolution to Participate* to formalize your organization’s commitment to participating in the KCP.

b. Adding Partners

New partners 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 Board at the next available Board meeting.

c. Leaving the KCP Partnership

Partners may be removed from participation in the KCP at their own written request or by the consensus of the Board.

d. Expectations of Partners

Participation in the KCP partnership is voluntary, and each partner can increase or decrease its involvement or association with KCP without prejudice from other participants. However, partners 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 partner 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 Board during a regular meeting or the participating organizations at Stewardship or Securement meetings. Consensus is achieved if each participating 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. Consensus based 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 partners of the KCP through the decision-making process established in this charter. Amendments will be made in writing.

Date	Amendment	Signature of KCP Chairperson
December 19, 2013	Original Governance and Participation Charter approved	
September 29, 2017	Dissolve Steering Committee; increase responsibility of Board	

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
By email: juliet@kootenayconservation.ca
By mail: 915 Vernon Street, Nelson, BC, V1L 4G7