



Governance and Participation Charter 2024-2029

Purpose

Kootenay Conservation Program (KCP) is a broad partnership of land and water conservation and stewardship groups, First Nations, other government agencies, and agricultural producers working throughout the East and West Kootenays. KCP recognizes the continued loss of biodiversity and the threat that this poses to nature and community well-being. The partnership seeks to cooperatively conserve the biological diversity and naturally functioning ecosystems of the region through land conservation and stewardship while sharing knowledge and expertise, building financial support, and promoting collaboration. KCP seeks to have a group of partner organizations who utilize and contribute to the best science in their practice, work collaboratively in productive and efficient partnerships, coordinate private land activities to achieve landscape-level objectives in conservation, and positively influence private land stewardship and conservation in the region. The KCP service area is in the traditional, ancestral, and unceded territories of the Ktunaxa, Secwépemc, Sinixt and Syilx Okanagan who have stewarded this land since time immemorial.

Vision

The KCP **vision** is to have connected habitats and landscapes in the Kootenays that sustain biodiversity and naturally functioning resilient ecosystems that, in turn, support community well-being.

Mandate

The KCP **mandate** is to coordinate and facilitate landscape-level and local conservation efforts focusing on private lands, share conservation knowledge and expertise, and build support and resources for this effort.

Guiding Principles

Guiding principles are necessary for an effective partnership and for the successful achievement of KCP's desired outcomes. KCP is a network of autonomous partner organizations that have different goals and priorities, yet each partner sees the value of collaboration and comes together around the following set of guiding principles:

- ✓ *Focus on a 'one river, one watershed' approach to conservation in the region and work towards a shared vision.*
- ✓ *Apply the spirit and intent of the Principles of Reconciliation, United Nations Declaration on The Rights of Indigenous Peoples (UNDRIP) and the Declaration on the Rights of Indigenous Peoples Act (DRIPA).*

- ✓ *Maintain a commitment to conservation that respects Indigenous and non-Indigenous cultures, values, rights and practices.*
- ✓ *Be accountable and maintain credibility as a partnership.*
- ✓ *Promote collaboration and facilitate communication.*

Strategic Priorities

KCP's approach is to support land conservation for biodiversity and ecosystems in a 'one river, one watershed' approach by promoting **collaboration**, providing **support** to partners through sharing of knowledge and expertise and building financial tools, and coordinating **stewardship** and **land conservation** in our service area. The priorities of KCP are to:

- 1) Promote **collaboration** amongst an engaged network of conservation partners;
- 2) **Share technical knowledge and build financial tools** for partners to undertake land conservation and stewardship activities;
- 3) Increase the effectiveness and coordination of **stewardship** activities taking place in the Kootenays; and,
- 4) Increase the effectiveness, collaboration and coordination of private **land conservation**.

To view the full Strategic Priorities of KCP, please visit <https://kootenayconservation.ca/our-publications/>

Governance

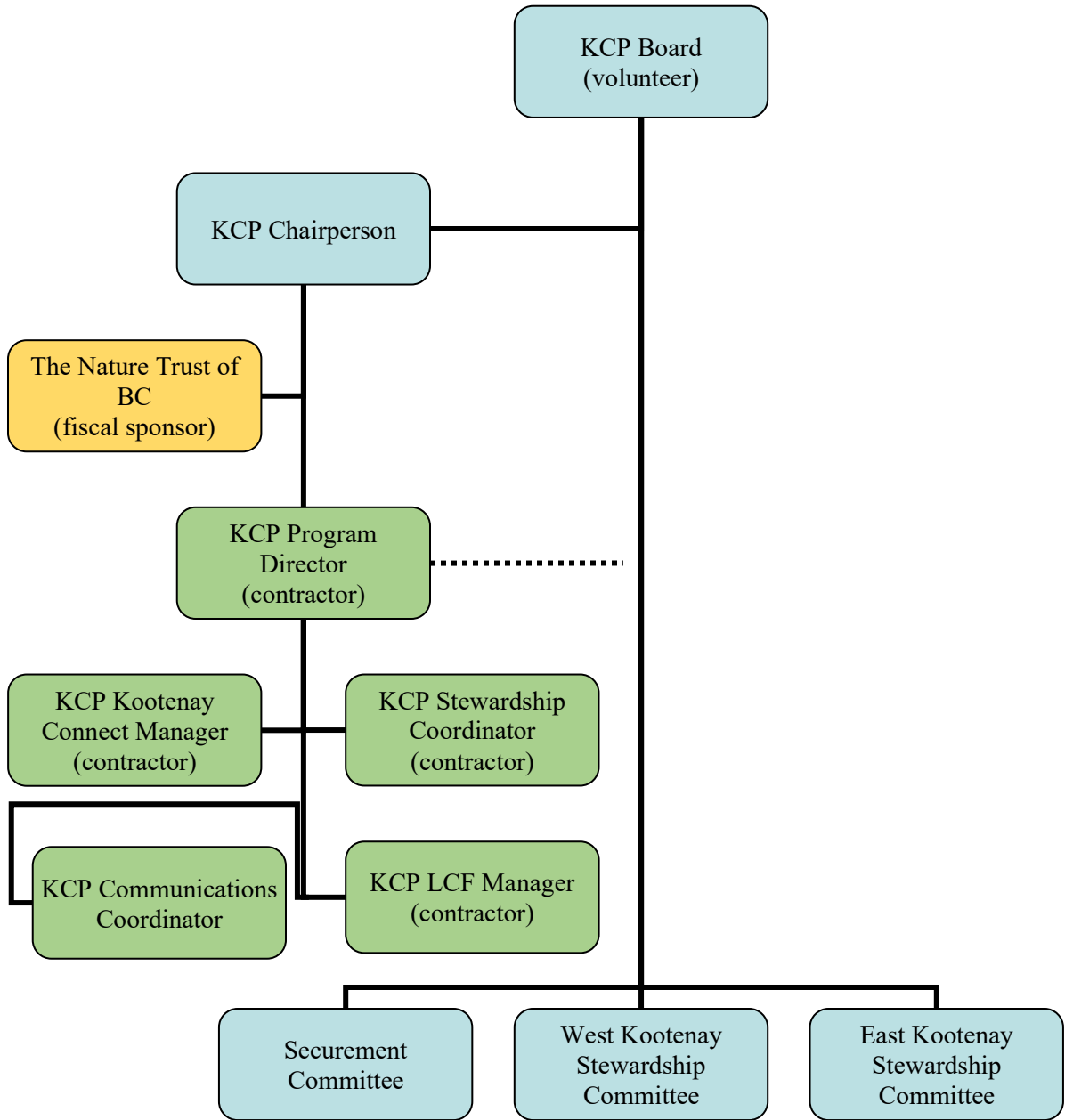


Figure 1: KCP Governance Structure

Board

The role of the KCP 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 priorities 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 KCP Board shall be composed of representatives from up to eleven partner organizations. The membership of the Board should also be balanced between First Nations¹, 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 two-years. Board member nominations are due 21 days prior to the KCP Annual General Meeting. Terms for current and past Board terms are kept on file by the Program Director.

The Board will select its own chairperson, who shall serve as a liaison with the KCP Program Director. The Program Director 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. Expenses for Board members to prepare for and attend Board meetings and other Board-related activities may be reimbursed by KCP as per the KCP Board Expense Reimbursement Policy. The Board will be comprised of a Chairperson, Vice-Chairperson, Fiscal Sponsor (if requested), and up to eight Directors at Large with at least four Directors that represent local First Nation knowledge, values, and perspectives. The Vice-Chairperson will move into the Chairperson position when it is vacated.

b. Role and Responsibilities

The role of the Board is to provide leadership to KCP and to make decisions on behalf of the partnership. The responsibilities of the Board are to:

- Guide the implementation of KCP’s strategic priorities and the KCP Program Director’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 KCP to function effectively and efficiently in achieving its mandate and priorities;
- Recommend priorities and direct KCP in response to changing conditions and circumstances through development and adoption of annual work plans;
- Charter and coordinate committees as appropriate to complete the work of KCP;
- Direct the work of the KCP Program Director. The Chairperson of the Board, in coordination with the Fiscal Sponsor, will hire, supervise and evaluate the Program Director through a process that involves input from the KCP Board;
- Make budget and expenditure decisions; and,

¹ First Nations is used, rather than Indigenous nations, to recognize those Nations who lay claim to the land in the Kootenays.

- Evaluate the structure and function of 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 has the authority to:

- Set internal policy, procedure and process, subject to review and adoption by the KCP partnership;
- Make financial recommendations to the 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 priorities, programs or activities that have not been discussed and decided upon by the partnership;
- Make financial or legal commitments on behalf of individual organizations; and,
- Commit KCP to public policy positions.

d. Expectations of Board members

Board members must be willing to:

- Participate in four regularly scheduled Board meetings as well as additional conversations 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 KCP Securement Committee is to assess and secure high value conservation properties in the KCP service area 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 service area-wide scale.

The Committee is responsible for developing and implementing a property ranking system based on biological evaluation 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 KCP on securement activities.

The KCP Securement Committee has its own Terms of Reference document, which includes a listing of current members.²

Stewardship Committees – East and West Kootenay

The KCP Stewardship Committee – East and West Kootenay are comprised of 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 meet independently on an as-needed basis, generally twice a year. Stewardship Committees will provide recommendations to KCP about stewardship activities.

A current list of KCP Committee members can be found on the KCP Resources page at <https://kootenayconservation.ca/our-committees/>

KCP Contractors

The KCP partnership does not employ staff members; instead, a number of contractors support the partnership in achieving the strategic priorities of KCP. Contractor positions include the Program Director, Kootenay Connect Manager, Local Conservation Fund Manager, and Communications Coordinator. A Stewardship Coordinator may also be utilized as part of the KCP team, depending on organizational need and funding availability.

The responsibility of the KCP Program Director is to support the partnership in achieving the strategic priorities of KCP. The Program Director works independently on a daily basis and receives programmatic direction from the annual work plan and Board. The Program Director 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 Director's specific responsibilities are to:

- Lead KCP in achieving its strategic priorities as directed by the Board;
- Develop and implement the strategies adopted by the KCP and Board through annual work plans;
- 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;
- Develop and sustain relationships with funders and other partners necessary to achieve mandate and priorities of the KCP partnership;
- Schedule, plan, coordinate meetings of KCP contractors, 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.

² <https://kootenayconservation.ca/land-conservation-coordination/>

- Coordinate the activities of other KCP contractors.

Fiscal Sponsorship

Because KCP is not a legal entity, there is a need for a fiscal sponsor to hold and manage funds on behalf of KCP and for an administrative sponsor to serve as the signatory on legal agreements on behalf of KCP. The Nature Trust of British Columbia (NTBC) has served as KCP's Fiscal Sponsor since 2011 and is willing to continue to do so in the future, although other organizations may also serve this role. KCP seeks a "good-faith relationship" with our Fiscal Sponsor whereby KCP acknowledges the Fiscal Sponsor's legal accountability for the expenditure of funds it holds on behalf of KCP, and the Fiscal Sponsor accepts the budget and expenditure recommendations of the KCP Board, or its designee, as the will and desire of KCP.

The following guidelines govern the relationship between KCP and Fiscal Sponsor:

- The KCP Program Director 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 and filling the seat is at the discretion of the Fiscal Sponsor;
- 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 KCP as directed by the KCP Program Director and/or Board;
- Fiscal Sponsors shall maintain the assets of 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 KCP assets;
- All proposals for expenditures from 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 Director and/or Board or its designee.

Partner Organizations

a. Eligibility

To qualify as a partner, an organization must:

- 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 KCP to do so;
- Maintain a program or operation within the geographic area of interest for KCP, as outlined in Exhibit 1;
- Sign the *Resolution to Participate* to formalize the organization's commitment to participating in KCP;
- Submit a *KCP Organization Application* form (available on the KCP website);
- Assign a primary contact person who generally has the authority to represent the partner in KCP matters; and
- Represent a collective conservation interest rather than an individual perspective.

KCP recognizes that First Nations of the Kootenays are key decision makers rather than partner organizations and therefore do not need to sign the Resolution to Participate form to participate as representatives on the KCP Board and/or Committees.

Note: Individuals with conservation interest or expertise should consider joining an eligible organization. Individuals who were accepted as KCP partners prior to 2020 will remain as KCP Partners.

b. Adding Partners

Prospective partners who meet the eligibility requirements and who can contribute to achieving the priorities of KCP may be added by the consensus of the KCP Board at the next available Board meeting. If requested by the Board, prospective partners may be asked to appear as a delegation to the Board to present their application to the partnership and answer any questions. A list of KCP Partners can be found at <https://kootenayconservation.ca/our-partners/>

c. Leaving the KCP Partnership

Partners may be removed from participation in KCP at their own written request, if they have been inactive for five years, 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;
- Hold sensitive information in confidence;
- Be committed to the priorities 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

KCP will make decisions by the consensus of either the Board during a regular meeting or the participating organizations at Stewardship or Securement Committee meetings and the Annual General Meeting. 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 KCP through the decision-making process established in this charter. Amendments will be made in writing.



Date	Amendment	Signature of KCP Chairperson
October 13, 2024	Adjust wording in Guiding Principles and Strategic Priorities sections to match KCP Strategic Priorities document	
March 3, 2025	Adjust working in Board section to increase membership to 11, with four Directors that represent local First Nation's knowledge, values, and perspectives and update KCP Contractor positions	

Exhibit 1

Service Area for the Kootenay Conservation Program



**Resolution of Organizational Participation in
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 Director
Kootenay Conservation Program
By email: juliet@kootenayconservation.ca