



# **Manual for Directors, Chairs and Presidents**

**Approved by the BTC Board February 3, 2018**

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Items to be read in conjunction with this manual are:

- BTC Strategic Plan
- BTC Committee Mandates
- BTC By-laws
- BTC Elections and Nominations Policies

## **Section 1 - The Bruce Trail Conservancy at a Glance**

### **1.1 Background to The Bruce Trail Conservancy**

The Bruce Trail was conceived in 1960 by a small group who were concerned about the impacts of development on the ecology of the Niagara Escarpment. In recognition of the pivotal roles played both individually and collectively in the initial establishment of the Bruce Trail, the Bruce Trail Conservancy (BTC) has designated Philip Gosling, Ray Lowes, Robert McLaren and Norman Pearson as “Founders of the Bruce Trail.”

The Founders’ ambitious idea was to build a public footpath spanning the Escarpment from Queenston to Tobermory, in order to raise awareness for the protection of the Escarpment. In 1963 the Bruce Trail Association (renamed The BTC in 2007) was incorporated as a registered charity by letters patent, and then received charitable status from Canada Revenue Agency, and during that same year, regional Clubs were established. Each Club was given responsibility for organization of their Volunteers, landowner approvals and construction and maintenance of the Trail in their area. In 1967, in Tobermory, the cairn at the northern terminus of the Bruce Trail was unveiled and seven years of determination and support and the Founders’ vision were realized with the official opening of the Bruce Trail.

The public footpath that was a dream in the early 1960s is a reality today. The Bruce Trail has increased awareness of the unique and rich diversity of the Niagara Escarpment and played a key role in the Escarpment being named a UNESCO World Biosphere Reserve by the United Nations in 1990.

There are currently 890 km of main Bruce Trail along the Niagara Escarpment, and a further 435 km of side trails. However, just over half the main trail’s length is secured on public land (e.g. through conservation areas, municipal parkland, provincial and federal parks, and BTC-owned land). The balance is on roads (25%) or crosses private property by “handshake” agreements with the landowners (25%) which can be taken away at any time. The BTC is committed to securing a conservation corridor that contains the Bruce Trail along the full length of the Niagara Escarpment.

Responsibility for building and maintaining the Bruce Trail main and side trails is vested by the BTC in the nine Bruce Trail Clubs that span the length of the Trail. Volunteers in the Clubs also organize a hiking program for the Membership, assist the BTC in identifying land that may be secured within the conservation corridor, and act as Land Stewards for BTC-managed properties.

The BTC, with a current Membership of over 10,000, is governed by an elected Board of Directors of nineteen, and supported by a CEO and approximately 16 full time equivalents and more than 1,500 active Volunteers. BTC programs are funded from annual fees paid by its Members, from donations and grants.

## **1.2 Charter Objectives and Corporate Name**

The Bruce Trail Association was established by Province of Ontario Letters Patent, Registered March 13, 1963, with the following Charter Objectives:

- To establish and maintain for the use of the public a trail to be known as “The Bruce Trail” along or adjacent to the Niagara Escarpment and the wild lands associated therewith from the Niagara Gorge to Tobermory on the Bruce Peninsula; and to establish and maintain similar trails in such other areas as may be determined.
- To establish, maintain and operate on the Bruce Trail and such other trails camps, campsites and other facilities to enable Members of the public to resort thereto for purposes of year round hiking, recreation, physical fitness and study.
- To engage in and promote conservation of wildlife and natural resources.
- To accept donations, gifts, legacies, devises and bequests.

On February 26, 1965, a Supplementary Letters Patent was issued to change this clause

“And it is hereby further ordained and declared that, upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to a charitable organization or to organizations whose objectives are beneficial to the community”

to this clause:

“Provide that upon the dissolution of the Corporation and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to a charitable organization or municipality”

On December 22, 1986, a Supplementary Letters Patent was issued to add the following new object to the Charter Objectives:

- To acquire, receive, purchase and hold real property and other rights therein for the purpose of securing the route of the Bruce Trail and other such trails, trailheads, camps and campsites which may from time to time be established, maintained and operated by the Bruce Trail Association.

On October 23, 2007, a Supplementary Letters Patent was issued authorizing a change of name from “The Bruce Trail Association” to “The Bruce Trail Conservancy”.

On March 8, 2013, a Supplementary Letters Patent was issued to address ecogifts. The dissolution clause contained in the Supplementary Letters Patent issued February 26, 1965 was replaced with the following:

Upon dissolution of the corporation and after payment of all debts and liabilities, all ecological gifts shall be distributed or disposed of to one or more eligible ecological gift program recipients which are eligible donees as defined in the Income Tax Act (Canada) in Canada, and all remaining property shall be distributed or disposed of to eligible donees as defined in the Income Tax Act (Canada), in Canada.

On March 8, 2013, the following Special Provisions were added:

- a) The corporation shall be subject to the Charities Accounting Act.

- b) The borrowing power of the corporation pursuant to any by-law passed and confirmed in accordance with section 59 of the Corporations Act shall be limited to borrowing money for current operating expenses, provided that the borrowing power of the corporation shall not be so limited if it borrows on the security of real or personal property.
- c) If it is made to appear to the satisfaction of the Minister, upon report of the Public Guardian and Trustee, that the corporation has failed to comply with any of the provisions of the Charities Accounting Act, the Minister may authorize an inquiry for the purpose of determining whether or not there is sufficient cause for the Lieutenant Governor to make an order under subsection 317(1) of the Corporations Act to cancel the letters patent of the corporation and declare them to be dissolved.
- d) To invest the funds of the corporation pursuant to the Trustee Act.
- e) For the above objects, and as incidental and ancillary thereto, to exercise any of the powers as prescribed by the Corporations Act, or by any other statutes or laws from time to time applicable, except where such power is limited by these letters patent or the statute or common law relating to charities.

### **1.3 Mission, Vision and Values**

#### **Mission**

The BTC's mission was updated in 2017. The mission: Preserving a ribbon of wilderness, for everyone, forever.

#### **Vision**

The BTC's vision was updated in 2017. The vision: The Bruce Trail secured within a permanently protected natural corridor along the Niagara Escarpment.

#### **Values**

*The Bruce Trail Conservancy Values:*

The Bruce Trail Conservancy will pursue excellence in all our actions and outcomes. We emphasize the following Values as core to our efforts:

- **Commitment:** We encourage, foster and benefit from the commitment of excellence from our supporters – Members, Volunteers, donors and Staff – to achieve our vision
- **Integrity:** We conduct ourselves in accordance with the highest standards of professional and personal behaviour and ethics
- **Stewardship:** We embrace our role in responsible stewardship of the Bruce Trail, the lands in our care, and the organization's resources, for the benefit of all including future generations
- **Collaboration:** we work cooperatively with landowners, funders and other partners, share best scientific and business practices, and maximize our volunteer resources
- **Respect:** We show respect for all individuals and groups with whom we interact, recognize our special relationship with landowners, and acknowledge the traditional homeland of the Indigenous peoples of the Escarpment.

## **Section 2 - Volunteer Information**

### **2.1 Expectations of Volunteers**

Every Volunteer should read the Volunteer Orientation Manual<sup>1</sup> as part of their training.

#### ***2.1.1 General Accountability***

The Board expects ethical, business-like and lawful conduct of itself and of its Volunteers, Committees and Members. Such conduct must align with the mission and vision of the BTC. Individuals acting as representatives or ambassadors of the BTC must at all times conduct themselves with decorum and respect the limits of the delegated authority afforded to their role in the BTC.

#### ***2.1.2 Conflict of Interest***

All BTC Volunteers must avoid any conflict of interest in connection with the execution of their Volunteer duties and responsibilities.

- a) There must be no conduct of private business or personal service between any Volunteer and the BTC, except as procedurally permitted to assure openness, competitive opportunity and equal access to "inside" information.
- b) Should a Volunteer apply for employment with the BTC, she/he must not use inside information to advance his/her candidacy.

When a Volunteer has a conflict of interest involving potential monetary or non-monetary matters, either business or personal, she/he will declare that conflict in accordance with the GOV.03.01 Conflict of Interest Policy.

All BTC Volunteers are governed by the GOV.03.01 Conflict of Interest Policy

#### ***2.1.3 Volunteer Pledge***

Volunteers must comply with the Volunteer Pledge.

#### ***2.1.4 Confidentiality***

In the normal course of their duties, Volunteers may receive information that is confidential to the BTC. Training material is included in the Volunteer Training Manual. For some defined Volunteer roles, the Volunteer must sign a Confidentiality Agreement.

#### ***2.1.5 Fostering Positive Working Relationships***

All high performing organizations are based on highly effective working relationships. Excellent working relationships among the Board, the Clubs, Staff and Volunteers are critical to the long term well-being of the BTC and the achievement of its mission and strategic objectives.

The following key ingredients are essential to fostering positive working relationships.

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<sup>1</sup> All BTC Policies and Manuals referenced herein can be found on the BTC Google Drive document repository.

### **Respect**

A formal relationship exists among Members of the BTC Board, the Clubs, Staff and Volunteers. All groups must be treated courteously, equitably and without favouritism.

### **Consultation and Responsiveness**

Open lines of communication are essential. Board Directors, Clubs, Volunteers and Staff must share a commitment to open communication and consultation within the BTC community.

### **Time is valuable**

Priorities and timelines must be respected. All groups must make good use of time by understanding the demands of others by being well prepared for meetings and by communicating if there are changes to the timelines.

### **Equity**

The BTC strives to empower all Staff and to apply policies in an objective and consistent manner. Staff will not give special treatment to individual Board Directors or others. Board Directors, Volunteers and Staff will comply with the VOL.04.01 Anti-Discrimination Policy.

## **2.2 Communications**

The GOV.04.01 Communication Policy sets out the basic parameters for speaking officially on behalf of the BTC.

## **Section 3 - BTC Board of Directors**

### **3.1 Governance**

#### ***3.1.1 Governance Background***

Governance is a process whereby important decisions are taken. Decisions take place within a “framework” or a “system” that defines how the process works or is supposed to work. It is within this governance framework that an organization decides where it is going, monitors its performance, and allocates power and resources.

The elements of our governance framework include seven main areas, although the elements all interrelate with one another. They are:

1. **Legislation**  
The BTC received its Charter under the Ontario Corporations Act. By virtue of being a Corporation, and having received charitable designation from the Government of Canada, the BTC must comply with all the laws that govern not-for-profit charitable organizations.
2. **Letters Patent**  
The Letters Patent are registered with the Government of Ontario, and any changes must be approved by the Government after they have been approved by the Members at an Annual Meeting.
3. **By-laws**  
By-law changes require the approval of the Members at an Annual Meeting but the by-laws are not registered with the Government.
4. **Policies**  
Policies adopted by the Board document how the BTC will carry out its responsibilities and the general rules under which it will operate. Governance policies might address such issues as the role and structure of the Board, its Directors and Committees, conflict of interest, risk management, financial stewardship and others. Since policies are created by the Board, the Board can create, modify or rescind them at any time. The Board can also grant exemptions to policies on a case by case basis.
5. **Manuals**  
Manuals, including this document, provide information on how the BTC will function.
6. **Strategic and Implementation Plans**  
The Strategic Plan sets out the longer-term goals of the BTC. The Implementation Plans outline the specific steps that will be taken by Staff and Volunteers as appropriate to achieve these goals.
7. **Informal Governance**  
This refers to traditions, organizational values, founding principles and culture that are typically unwritten but that nonetheless prevail in the organization. In practice, a great deal

of what happens in governance falls in this area. Informal governance may include things such as how conflicts are managed, how succession planning takes place, decision-making styles, and how the Board actually conducts itself in relationship to the organization’s values (see the BTC’s Mission, Vision and Values).

### 3.1.2 BTC Governance Model

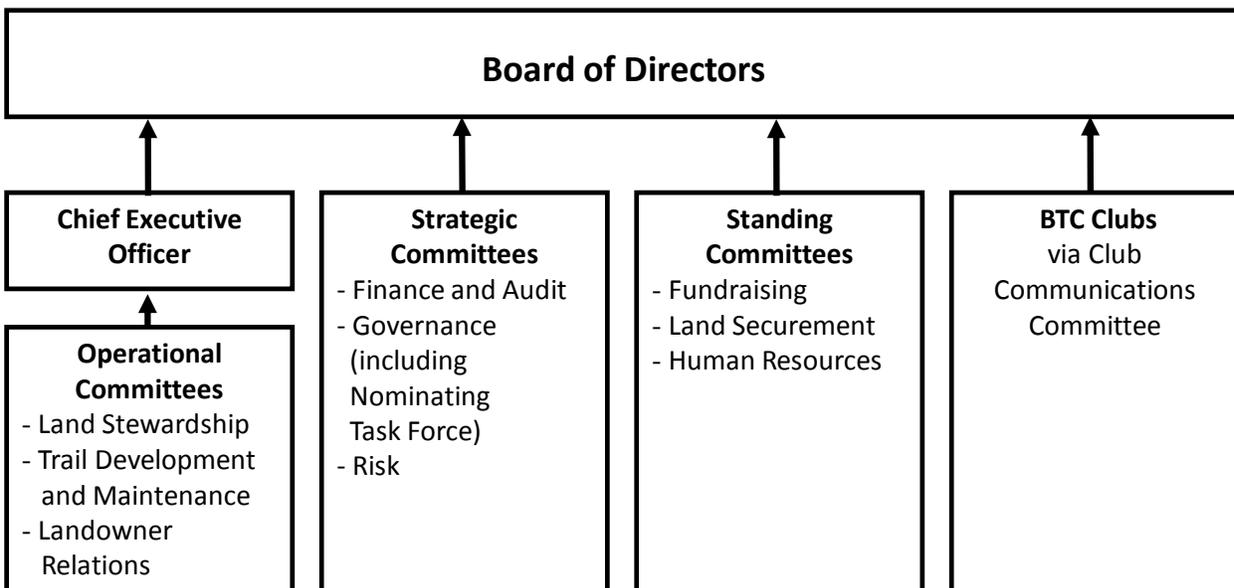
Contemporary thinking on governance supports the belief that there is no one “best” model of governance. Governance arrangements - the right way to manage an organization - depend greatly on its situation, and need to take into account an organization’s mission, factors like people, culture, traditions and relationships, and its market and stakeholders. This approach is mission-based governance (*Institute on Governance, [www.iog.ca](http://www.iog.ca)*).

The BTC Board of Directors operates in a relatively traditional governance style. The BTC Governance Structure is shown in Figure 1. It uses Committees to move the work of the BTC Board forward, which are subdivided into strategic or operational Committees. The BTC Board may also establish ad-hoc and advisory Committees, task forces and workgroups, as deemed necessary from time-to-time. The Chief Executive Officer and senior Staff are essential partners in the process.

BTC Board Directors serve on standing Committees that report and make recommendations to the Board.

The BTC embraces diversity and is committed to including Members, Volunteers and Staff whose makeup reflects the diversity of Ontario.

**Figure 1 Bruce Trail Conservancy Governance Structure**



January 2018

**Table 1 Major Duties and Responsibilities of the Board of Directors**

<b>Major Duties</b>	<b>Overview</b>	<b>Functional Responsibility</b>
1. Determine the BTC's mission, vision and values	Determine the BTC's Mission, Vision and Values and review them periodically for accuracy and validity. Each individual Board Director should fully understand and support the BTC's mission, vision and values.	Full Board  Chief Executive Officer
2. Provide continuity	Provide continuity for the BTC by setting up a corporation or legal existence  Represent the BTC's point of view through interpretation of its products and services, and advocacy for them.	Full Board  Chief Executive Officer
3. Select and appoint Chief Executive Officer	Select and appoint Chief Executive Officer to whom responsibility for the administration of the BTC is delegated, including: <ul style="list-style-type: none"> <li>To review and evaluate his/her performance regularly on the basis of a specific job description, including relations with the Board, leadership in the BTC, leadership in program planning and implementation, and leadership in management of the BTC and its personnel</li> <li>To offer administrative guidance to the Chief Executive Officer</li> <li>To determine whether to retain the Chief Executive Officer</li> </ul>	Full Board under the leadership of HR Committee
4. Govern the BTC by broad policies and objectives	Govern the BTC by broad policies and objectives, by <ul style="list-style-type: none"> <li>Establishing policies governing the affairs, growth and development of the BTC</li> <li>Developing policies to manage risk</li> <li>Keeping the overall mission of the BTC in focus</li> <li>Setting parameters within which the Chief Executive Officer, Board and Committees must operate</li> </ul>	Governance, HR, Risk & Finance and Audit Committees and the Full Board  Chief Executive Officer
5. Account to the Members and donors	Account to the Members and donors for the products and services of the BTC and expenditures of its funds, including: <ul style="list-style-type: none"> <li>To provide for fiscal accountability, prepare and monitor the budget</li> <li>To ensure that required documentation is filed with the Ontario Government, Canada Revenue Agency, and other government bodies, as required</li> <li>To ensure that appropriate controls and procedures are in place to support fiscal accountability including the commissioning of an annual audit</li> <li>To report to BTC stakeholders on programs, activities, results achieved, financial management and the state of key relationships through the Bruce Trail Magazine, at the Annual Meeting of Members, on the BTC website, and by other means</li> </ul>	Chief Executive Officer with oversight from the Finance and Audit Committee
6. Ensure effective organizational and strategic planning	Provide vision for the future, by <ul style="list-style-type: none"> <li>Developing the Strategic Plan and monitor its implementation</li> <li>Setting or approving the general direction and financing of the BTC</li> <li>Ensuring that the organizational mission remains responsive to changes in the environmental context and organizational realities</li> </ul>	Full Board  Chief Executive Officer

<b>Major Duties</b>	<b>Overview</b>	<b>Functional Responsibility</b>
7. Secure and steward financial resources	Ensure processes are in place to acquire and maintain adequate resources to fulfil the BTC mission, by <ul style="list-style-type: none"> <li>Working in partnership with the Chief Executive Officer and Fundraising Staff to raise funds</li> <li>Monitoring the efficiency of fundraising efforts.</li> </ul>	Fundraising Committee
8. Secure and steward human resources	Develop human resources policies, and provide adequate Staff and Volunteer resources for the BTC to fulfil its mission.  The Board serves as a court of appeal in personnel matters. Solid personnel policies, conflict resolution procedures, and a clear delegation to the Chief Executive Officer of hiring and managing employees will reduce the risk of conflict. Human Resources policies are in place to address these and other matters.	HR Committee and the Board
9. Enhance the BTC's public image	Enhance the BTC's public image to increase awareness and recognition of its mission, and create increases in donations, government funding, Membership levels and Volunteerism.	Chief Executive Officer, Director of Marketing and Communications, Fundraising Committee, and Government Relations Task Force
10. Evaluate Board Performance	Evaluate Board Performance in fulfilling its responsibilities, to recognize its achievements and reach consensus on which areas need to be improved. Periodically evaluate its own effectiveness, policies, goals and objectives, organizational structure, methods of selecting new Board Directors, and reporting systems.	Governance Committee and the Board

### ***3.1.3 Measuring Board Performance***

It is critically important that the BTC Board take the opportunity to evaluate its effectiveness and identify strengths and gaps during each Board term. To this end, the BTC conducts an annual Board effectiveness appraisal exercise late in each Board term. The Governance Committee is responsible for preparing the necessary templates and conducting the appraisal. The results of the appraisal, which are shared with the Board, are used in determining future Board training requirements and improving reporting systems. The evaluation is normally conducted during the April Board meeting and the results presented to and discussed with the Board at its June meeting.

## **3.2 Roles and Responsibilities**

### ***3.2.1 Board of Directors***

The BTC Board is comprised of nineteen Directors, of whom nine are nominated, one from each Club, and the remaining ten are nominated with no requirement of affiliation with Clubs; all nominees are nominated and elected in accordance with the BTC's nominations and elections policies that may be found on the BTC website. Board Directors are governed by the GOV.03.01 Conflict of Interest Policy. Board Directors are fiduciaries; in their role as Directors, they must place the interests of the BTC above all other interests. Confidentiality, loyalty and honesty are essential conduct. Board Directors are required to treat others with respect. The following sections describe the responsibilities of all Board Directors.

*Summary of Directors' Responsibilities*

The following summarizes the responsibilities of BTC Board Directors:

- To attend meetings of the Board
- To prepare for BTC Board meetings by reading Board material that is circulated prior to meeting
- To be punctual at Board meetings. If a Director is unable to attend, she/he should notify the Chief Executive Officer
- To accept responsibility for making informed decisions and approving good policies
- To keep informed of the BTC's programs and services
- To support publicly the decisions made by the Board and promote the mission, programs, and policies of the BTC, the Staff and Volunteers
- To notify the Board Chair in advance if the Director wishes to place an item on the Board agenda. A written report containing background material is required.
- To take an active part in discussions and decision-making, consistent with parliamentary procedure
- To be aware of changing trends in the environment of the BTC and in the community at large
- To involve oneself actively in Board activities and participate on board Committees as required.
- To provide clear, decisive direction to Committees to ensure the Committees' general adherence to Board policy and to ensure continuation of the work of the various Committees
- To accept responsibilities as negotiated with and assigned by the Chair of the Board.
- To support and actively participate in fundraising
- To make a financial contribution, within their means, to the BTC
- To understand and maintain the lines of communication between the Board and Staff as well as to know and understand their roles and responsibilities
- To respect the contributions of other Board Directors
- To maintain confidentiality concerning BTC business. If a problem arises, discuss it with the Chair of the Board
- To attend BTC, Club and other stakeholder functions
- To assist in recruiting new BTC Members

*Additional Responsibilities of Directors Nominated by Clubs*

Directors nominated from Clubs play an important part in BTC-Club communications:

*Communications from Club to the BTC Board*

- Directors nominated from Clubs are expected to submit, at each Board meeting, a written report on Club activities and decisions on such topics as Club fundraising progress, marketing and communications activities, trail and audit, landowner contacts for trail placement or securement, and other operational matters
- Directors nominated from Clubs are expected to present the views of their Clubs; to do this, they are expected to keep in touch with their Club, by talking frequently with the Club President and other Club leaders, and by attending Club board meetings. Notwithstanding

this expectation, at all times, Directors nominated from Clubs remain fiduciaries with the interest of the BTC being paramount to Club interests.

#### *Communications from the BTC Board to the Clubs*

- Directors nominated from Clubs must report fully to the Club President and the Club board after a BTC Board meeting (though BTC Board minutes are circulated to Club Presidents, and notices on specific matters where follow-up action is needed quickly are sent by BTC Staff to Club Volunteers)

Directors nominated from Clubs have the additional responsibility of sitting on the Club Communications Committee.

Directors nominated from Clubs are expected to act as responsible BTC Board Directors in making decisions that are in the best interests of the BTC.

#### *Rights and Privileges of Directors*

As Directors, Board Directors assume many responsibilities, but also have the rights and privileges that accrue to Directors.

1. A vote on all motions at BTC Board meetings
2. The opportunity of taking a leadership role in the BTC (to chair the Board or Board Committees or to be a member of Board Committees, where Directors can recommend new policies, actions or activities)
3. The privilege of deciding the future direction of the BTC
4. The right to be reimbursed for certain expenses incurred as a Director
5. The right to have input into all Board decisions unless otherwise recused
6. The privilege of representing the BTC to other organizations, agencies and outside groups
7. The privilege of working with other dedicated Volunteers
8. The right to receive all notices of Board meetings, Board minutes, and Committee minutes except those of a confidential nature (certain HR related matters)
9. The opportunity to attend selected workshops and meetings with other like organizations
10. The privilege of saying "I am a Director of the Bruce Trail Conservancy"

#### **3.2.2 Specific Roles and Responsibilities of Officers**

The primary responsibilities of the Officers are defined in the by-laws.

#### *Chair of the Board*

1. To schedule, set agendas for, and chair the meetings of the Board
2. To chair and preside over the Annual Meeting of the BTC and over any other Special Meetings called by the Board of Directors
3. To serve as an *ex officio* member of all Committees of the Board except where elected as a voting member of a Committee.
4. In consultation with the Chair of the Governance Committee, to recruit Board Directors and, where permitted, BTC Members to serve as Committee chairs and Committee members and representatives to affiliated organizations, and to take on special projects subject to recommendation of the Governance Committee for the Board's approval

5. To coordinate the hiring of the Chief Executive Officer of the BTC with the Human Resources Committee of the Board
6. To represent the BTC in matters dealing with contract negotiations with the Chief Executive Officer of the BTC
7. To act as a spokesperson for the BTC when the CEO is unavailable
8. To represent the BTC at meetings and events or to delegate this function
9. To collaborate with all Directors to maintain lines of communication with the nine Bruce Trail Club Presidents
10. To communicate with the Membership through a regular column in Bruce Trail Magazine and other means as available
11. To help Committee chairs to set goals and objectives for the Board year
12. To communicate regularly, and in particular prior to Board meetings, with Committee chairs to ensure an active Committee work program

*Vice Chair*

1. To assume the duties of Chair of the Board in her/his absence, or when so requested by the Chair of the Board and/or the Board of Directors.

*Chair of Finance and Audit Committee*

1. To chair the Finance and Audit Committee
2. To provide independent oversight of the functioning of the BTC's financial and accounting systems
3. To monitor that there are effective and adequate financial controls in place to minimize financial risks, and monitor that regulatory filings are submitted as required
4. To monitor that investments are managed according to the FIN.04.01 Investment Policy
5. To oversee the presentation of financial reports to the Board of Directors at their regular meetings
6. To oversee the delivery of a financial report, which includes financial statements, to the Membership at the BTC's Annual Meeting
7. To present the annual budget to the Board of Directors for their approval
8. To liaise as required with Club Treasurers
9. To liaise as required with the External Auditor

*Chair of Governance Committee*

1. To chair the Governance Committee
2. To work with the Chair of the Board to select Committee Chairs and Committee Members for the governance Committee's recommendation to the Board for approval
3. To present by-law and policy changes to the Board for approval
4. To advise the Board on governance-related matters

*Chair of Risk Committee*

1. To chair the Risk Committee
2. To oversee an effective review and reporting of risks to the Board
3. To work with the Chief Executive Officer to identify and mitigate areas of risk to the BTC

**3.2.3 Chief Executive Officer**

The Chief Executive Officer's responsibilities are defined in the contract and position description.

1. To provide leadership in the development, implementation and evaluation of policy
2. To assure that the financial and human resources are effectively and efficiently utilized
3. To implement the BTC's Strategic Plan
4. To manage the BTC's internal operations so as to promote a harmonious relationship among Staff, Members, Volunteers, private and public partners, government agencies and members of the general public
5. To undertake activities to meet annual operational goals and objectives established by the Board
6. To administer the annual budget
7. To work closely with the Board and keep the Board informed of major developments
8. To act as the primary official spokesperson for the BTC
9. To manage BTC Staff and contractors
10. To report directly to the Board
11. To assist the Chair of the Board with internal and external communications
12. To complete the Internal Controls Questionnaire annually
13. To carry out other operational duties as per the Chief Executive Officer Position Description
14. To play a key role in government relations

**3.2.4 Secretary to the Board (Staff or Volunteer role)**

1. To take minutes at Board meetings and at the Annual Meeting, and to distribute draft and final meeting minutes
2. To support the Chair in the administrative functioning of Membership meetings and Board meetings as requested

**3.2.5 Signing Authority**

Signing authorities are defined in the by-laws.

## Section 4 - BTC Board Committees

### 4.1 Committee Mandates

For further information, refer to the Board Committee Mandates document.

<b>Strategic Committees</b>	
Governance Committee	<ul style="list-style-type: none"> <li>• Oversees the governance of the BTC and the development and renewal of the strategic plan</li> <li>• Oversees the Nominations process</li> <li>• Addresses by-law change requests from the Board and drafts any recommended changes for consideration by the Board.</li> </ul>
Finance and Audit Committee	Monitors the overall systems of internal control and financial risk mitigation procedures, the integrity of the financial statements of the BTC, and compliance with legal and regulatory requirements.
Risk Committee	Addresses risks relating to the BTC
<b>Standing Committees</b>	
Fundraising Committee	Oversees and assists with the implementation of initiatives to raise funds in support of the BTC mission
Human Resources Committee	<ul style="list-style-type: none"> <li>• The HR Committee monitors and assures the integrity of the HR policies and practices governing the BTC Staff, including the CEO, and supporting the CEO as required in HR matters.</li> <li>• To hire, evaluate and remunerate CEO and CEO's direct reports. To advise Board on HR issues and changes in legislation.</li> </ul>
Land Securement Secretariat	Coordinates activities of the Bruce Trail Land Securement Program, to secure a conservation corridor along the Optimum Route of the Bruce Trail.
Club Communication Committee	Provides a forum for Club Directors to share ideas and concerns and a process for having common concerns addressed, and to improve communications between the BTC Board and Clubs.
<b>Operational Committees</b>	
Landowner Relations Committee	Manages landowner relations activities in order to establish and maintain effective relations with all Landowners (existing route, side trail, optimum route, and adjacent). The focus is the securing and retaining of Landowner permissions for Trail location on the existing trails and optimum route.
Land Stewardship Committee	Develops and implements the Land Stewardship Program.
Trail Development and Maintenance Committee	Coordinates activities of the Bruce Trail Club Trail Directors. Sets the standards for trail maintenance. Each Club is given the responsibility to construct and maintain the Trail in their section.

## **Section 5 - BTC Clubs**

### **5.1 Establishment of Clubs**

Bruce Trail Clubs (Clubs) are unincorporated bodies established as specified in the BTC by-laws, which state that the Board of Directors may establish or terminate Clubs. Clubs have powers and are subject to conditions set out in the by-laws or as the Board of Directors of the BTC may determine from time to time. This section of the manual defines the “powers” and “conditions” for Clubs as established by the Board.

There are nine Clubs, each of which manages a specific section of the Bruce Trail. Clubs vary significantly in the size of their Membership and the length of trail for which they are responsible.

The Clubs, which have their own responsibilities and authorities, are fundamental to the operations of the BTC. They are the face of the BTC at the local level, and most Members identify strongly with their Clubs. The BTC recognizes that the Clubs make significant contributions towards achieving the BTC’s mandate. The Clubs and the BTC must operate in a complementary fashion that avoids duplication and competition.

### **5.2 Mandate of Clubs**

The mandate of the Clubs is to:

- Develop and maintain their section of trail
- Run local programs that promote the Bruce Trail and the BTC
- Recruit Members and service local Membership needs, and
- Establish and maintain relations with local landowners and municipal governments

The Clubs also share some responsibilities with the BTC, including:

- Risk management
- Land stewardship
- The identification of properties for acquisition
- Publicity and public education
- Public relations, and
- Fundraising

Such shared responsibilities necessitate dialogue and cooperation between the BTC and the Clubs to ensure that they are carried out effectively.

### **Accountabilities/Responsibilities**

- Maintain a continuous and safe trail within the Club section
- Nominate a Director from the Club for the Membership’s consideration when the Membership elects the BTC Board
- Elect a President, Secretary and Treasurer and other officers as the Club sees fit
- Hold an Annual Meeting of the Club’s Members

- Host the BTC Annual Meeting on a rotational basis (an Annual Meeting manual is available on the document sharing website or contact the BTC Director of Organizational Resources for the latest version)
- Appoint a member to the Trail Development and Maintenance Committee to carry out the responsibilities of that Committee for the Club's section of the Trail (Club Trail Director)
- Appoint a member to the Landowner Relations Committee to carry out the responsibilities of that Committee for the Club's section of the Trail (Club Landowner Relations Director)
- Appoint a member, and optionally an alternate, to the Land Securement Secretariat (Club Land Securement Representative)
- Appoint a member to the Land Stewardship Committee to carry out the responsibilities of that Committee for the Club's section of Trail (Club Land Stewardship Director)
- Appoint a member to the Volunteer workgroup to coordinate the activities of the Club's Volunteers
- Sign the confidentiality agreement as appropriate
- Follow GOV.02.01 Privacy Policy and the Policy and Procedures for Protection of Privacy Manual<sup>2</sup>
- Actively promote the BTC and its member Clubs within the local communities (for the purposes of Membership recruitment, fundraising and raising public profile)
- Support the BTC Fundraising Program
- Maintain the Club's financial records and produce quarterly financial statements according to the guidelines and template in the Orientation Manual for Club Treasurers
- Safeguard the Club's assets and avoid deficit spending
- Reimburse Volunteers for authorized Club expenses (as defined by the Club)
- Comply with BTC policies and procedures
- Maintain Club archives (financial and historic records) as per the Club Archives and Record Retentions Manual (work in progress)

In the event that a Club is no longer able to carry out the responsibilities outlined above, the BTC Board will assume the oversight and management of the Club until such time as the Club is again able to carry out its responsibilities.

### **Authorities**

- Determining location of trail in consultation with landowners, the BTC Trail Director and in the case of BTC-managed lands, in accordance with the Land Stewardship policies
- Carry out a hiking program for Members and non-Members
- Hold social events (e.g. new Members' nights, gala events)
- Prepare marketing and communications material for Club purposes, with due regard to the Corporate Identity Standards Manual
- Communicate with Club Members through newsletters, email lists, Club web sites and other media, with due regard to the GOV.02.01 Privacy Policy
- Hold a Club bank account and pay Club expenses

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<sup>2</sup> Filed as 'Privacy Policy Manual' on BTC Google Drive

- Enter into service and other contracts (e.g. printers, web hosts, caterers, speakers/presenters, buses, halls, display space) in support of carrying out Club responsibilities, to a maximum of \$5,000 per contract unless expressly permitted by the BTC Board
- Acquire any necessary licenses and permits to carry out Club activities
- Receive donations of cash, goods and in-kind services in support of Club activities (note: only the BTC can issue a tax receipt; in-kind services are not eligible for a tax receipt)
- Use Membership, landowner and donor lists per GOV.02.01 Privacy Policy and the Policy and Procedures for Protection of Privacy Manual
- Raise funds for Club and BTC purposes
- Promote the BTC and the activities of its member Clubs in the local community
- Develop relationships with local vendors to provide BTC member benefits
- Liaise with media to promote Club activities
- Liaise with municipal, Provincial and Federal government agencies and Conservation Authorities
- Liaise with landowners and enter into handshake agreements with landowners
- Raise policy issues at Board meetings

**Restrictions**

Clubs do not have the authority to:

- Hire employees
- Purchase or own land
- Borrow funds

**Reporting**

- Provide the annual financial statement to the Chair of the Finance and Audit Committee within one month following the Club Annual Meeting
- Provide the minutes of Club Board and Annual Meeting meetings to the Chief Executive Officer, to be posted on the document sharing website
- Annual and quarterly financial reports should initially be directed to BTC Staff and not directly to the Chair of the Finance and Audit Committee

## **Appendix A – Meeting Information**

### **1. Best Practices of Chairing Meetings**

Good decision making requires:

- Background information
- Options and recommendations
- The right people attending
- Preparation before the meeting
- Full participation
- Consideration of other's ideas and opinions

Committees should strive for consensus in their decision-making. However, if necessary, final decisions are made by resolution adopted by a majority vote.

Activities of the Chair

#### *Before the Meeting*

1. The agenda package: Send the agenda, minutes and supporting materials to all Committee/Board Directors (including *ex officio* members) one week in advance of the meeting, for all regularly scheduled meetings.

Place a note next to each agenda item explaining whether it is information only, for discussion, or for action. If appropriate, also note the names of the people responsible for reporting on each agenda item and the time allotted for the item.

2. Long-term scheduling: Inform Board Directors of dates, times and locations of meetings at the beginning of the year, if possible (distribute a master meeting calendar to all Board Directors). Request that Board Directors who cannot attend the meeting inform the Committee Chair and/or the Chief Executive Officer in advance and provide information about the status of the tasks that have been assigned. This will enable the Committee Chair to report to the Committee on the absent member's accomplishments.

Set expectations regarding attendance and performance of Committee members, and address issues on an individual basis.

3. Facility and logistics: Come early, and if necessary, set up the meeting room, arrange handout materials, etc. Have extra copies of the agenda available for Committee/Board Directors and guests.

#### *At the beginning of the meeting*

1. Check if a quorum is present and open the meeting at the prescribed time
2. Have Board Directors and guests introduce themselves (have Board Directors and guests fill out an attendance sheet if necessary)

3. Review, revise and re-order the agenda, as needed
4. Ask meeting participants to declare if they have a conflict of interest, and ask that meeting participants declare a conflict if one arises during the meeting
5. Announce the business in the proper sequence as on the agenda
6. Set clear time limits and appoint a time-keeper, if necessary

*During the Meeting*

1. Stick to the agenda. The agenda can be seen as a contract between the Chair and the Board Directors: *“In return for your preparation, time and participation, we will deal with these issues.”*
2. Ensure that minutes are taken
3. When assigning tasks, make sure specific dates are set for their completion and each member knows what his/her specific task is
4. Allow all individuals the opportunity to contribute to the discussion; recognize Board Directors entitled to speak, in order in which they request to speak
5. Keep the discussion focused on the agenda item at hand
6. Enforce the rules of decorum
7. Stay within time limits on each item and draw the discussion to a close by summarizing what has been discussed/decided
8. Call for a motion if the item requires one
9. Decide questions of order and respond to parliamentary enquiries (with the assistance of the Staff support)
10. Close the meeting crisply and positively. Summarize what has been done during the meeting and what the expectations are for each Committee member between the end of the meeting and the next one.

*After the meeting*

1. Ensure that minutes are prepared and distributed to Committee members and BTC Staff
2. Follow up as necessary with members of the Committee regarding their tasks between meetings. Hold Committee members accountable for their assignments.
3. Begin to prepare for the next meeting.

**2. Meeting Attendance and Distribution of Meeting Minutes**

Meeting	Who Attends	Who Receives Minutes
Board of Directors	<p>Directors of the BTC, the Chief Executive Officer, and invited guests. Club Presidents, Committee Chairs, BTC representatives to allied Associations, Staff and any BTC Member will attend as guests at the invitation of the Chair. Non-Board Directors may be excluded from <i>in camera</i> sessions.</p> <p>The Board Chair will advise guests of the confidential nature of the proceedings; at the discretion of the Board Chair, guests may be asked to leave the room or sign a Confidentiality Agreement.</p>	<p>Members of the Board of Directors, BTC representatives to allied Associations, Chief Executive Officer, Committee Chairs, and Club Presidents</p>

Meeting	Who Attends	Who Receives Minutes
Committee Meetings	<p>These meetings shall be attended by the members of the Committee and invited guests. The Board Chair (who may be appointed as a voting member of a Committee, or as an <i>ex officio</i> member - <i>ex officio</i> members are non-voting members) and the Chief Executive Officer may also attend. Other BTC Members may attend as guests at the discretion of the Chair.</p> <p>The Committee Chair will advise guests of the confidential nature of the proceedings; at the discretion of the Committee Chair, guests may be asked to leave the room and/or sign a Confidentiality Agreement.</p>	Members of the Committee and to the CEO for distribution to other Committee Chairs and the Board
BTC Annual Meeting	This meeting may be attended by all Members in good standing of BTC and invited guests.	Draft minutes shall be circulated to the Board of Directors, Club Presidents and BTC Committee Chairs after the Annual Meeting, for corrections. They shall be circulated to and approved by Members attending the next Annual Meeting. After approval they may be given to any BTC Member on request.
BTC Club Meetings	Per Clubs' policies	Per Clubs' policies and to the BTC Chief Executive Officer or his/her designate, for distribution to the Board of Directors, Committee Chairs and other Club Presidents

Guests at meetings are invited at the discretion of the Board or Committee Chair and guests must follow accepted rules of order. They are entitled to speak if invited to do so by the Chair of the meeting. The Chair of any meeting has the right to request that any person who does not follow accepted rules of order to leave the meeting.