



# Terms of Reference for the Executive Committee

## Introduction

The Executive Committee (EC) is a body created by First Nations of the Lower Fraser that are signatories to the Lower Fraser Fisheries Alliance Governance Protocol. The EC is responsible to the Lower Fraser First Nations in the manner described in the Protocol. The EC is also responsible for delivering a number of activities under the terms of contribution agreements with DFO and other agencies. EC activities are intended to include, but not be limited to the following:

1. Assist Lower Fraser First Nations to communicate among themselves while respecting the bilateral relationships between DFO and First Nations.
2. Develop local approaches, strategies and initiatives in regard to fisheries that may also inform broader processes, such as Fraser Watershed Forums, First Nation Fisheries Council and other First Nation organizations.
3. Work toward collaborative management and assist DFO in its communications with Lower Fraser First Nations on fisheries resource management and planning.
4. Assist Lower Fraser First Nations in understanding and interpreting information provided by DFO and others, including developing technical capacity and structures.

The EC consists of up to nine members. The EC is the coordinating body that provides direction to the Executive Director (ED), and is responsible for meeting the terms of contribution agreements on behalf of Lower Fraser Fisheries Alliance (LFFA) signatory communities.

The EC will be tasked with overseeing the operations of the organization and is accountable to the leadership of the LFFA signatory communities, including routine reporting and engaging with LFFA signatories and Forum members on significant decisions. The LFFA, EC and Personnel must be mindful in all of their proceedings that they are accountable to the leadership of the signatory communities who are accountable to their membership. The organizational chart identifying governance, administration and lines of authority is attached for further clarity.

## **Terms of Reference**

### **1. Purpose**

The purpose of the Executive Committee is to:

- provide oversight and direction to the Executive Director on Lower Fraser Fisheries Alliance initiatives and;
- Provide strategic guidance in the development of LFFA goals and objectives of annual and strategic work plans.

### **2. Responsibilities and Duties**

The responsibilities of the Executive Committee are to:

- Ensure that the Lower Fraser Fisheries Alliance is achieving its goals and objectives as outlined in the strategic and annual work plan, DFO contribution agreements and other proposals;
- Oversee and direct the Executive Director, including hiring and terminating;
- Provide ongoing strategic and operational direction to the Executive Director;
- Ensure the Lower Fraser Fisheries Alliance is well managed, financially accountable and fulfilling the reporting obligations to the Lower Fraser signatory communities, DFO and others, including for continued contribution funding;
- Meet its responsibilities set out in the LFFA Governance Protocol including the following:
  - Developing from time to time as required draft priorities, direction and mandates to be reviewed and approved by the Delegates, including renewable strategic plans;
  - Developing draft annual budgets and work plans to be reviewed and approved by the Delegates, including proposed priorities and collaborative work;
  - Overseeing and implementing the annual budgets and work plans approved by the Delegates, including completing an annual review of the work completed by the Forum, the Executive and LFFA staff;
  - Creating, appointing and overseeing negotiating teams, technical committees and working groups;
  - Overseeing the development of policies and guidelines for the work of the LFFA, including the work of the Forum, the Executive and staff;
  - Providing information, reporting to, and receiving directions, guidance and mandates from the Chiefs and Councils, Delegates and Alternates of the First Nations within each regional area;

- Taking the steps necessary to assist the LFFA to meet its Vision and Mission being guided by the Shared Values;
- Each year for the first 5 years of the LFFA Governance Protocol, and thereafter from time to time, review the general effectiveness and workability of the Protocol and make any recommendations to the Delegates for proposed amendments;
- Establish and maintain a not for profit society for LFFA's operations consistent with the LFFA Governance Protocol.

The primary mechanism by which the EC carries out its responsibilities is through the objectives and goals of the strategic and annual work plans in consultation with the Lower Fraser Fisheries Alliance delegates and communities. This includes strategic consideration and participation in Tier 1, 2 and 3 activities relevant to fisheries and resource management, all of which is subject to adequate resources and funding for implementation.

### **3. Term**

The term of each EC member is determined by the Delegates of each geographical region for up to a maximum of four (4) years. Renewal and appointment of EC members may occur after each term.

### **4. Composition**

The Executive Committee consists of:

- Up to 9 First Nation delegates appointed by the four geographical regions of the Lower Fraser Fisheries Alliance. Selection of delegates is the responsibility of First Nation signatories to the LFFA Governance Protocol within the geographical areas:
  - 1 from Mouth of the Fraser to Port Mann Bridge;
  - 1 from Port Mann Bridge to Mission;
  - Up to 6 from Mission to Hope Bridge; and
  - 1 from Hope Bridge to Saw Mill Creek.

No formal boundaries are assigned to these areas and should a community overlap between two boundaries it is the decision of that community to determine which geographic region it wishes to remain in.

## 5. Standards of Participation

The minimum standards for participation of the Executive Committee are:

- Ability to meet the selection criteria for the LFFA Executive Committee (see Executive Committee Selection Criteria document);
- Missing no more than two unexcused meetings in a row;
- Attendance at nine or more of the proposed 12 monthly meetings;
- Constructive contribution to the Committee's discussions and deliberations.
- Reporting information, actions and decisions as required to the Signatories and First Nations with in their respective geographic regions.

### Duty of Standards

Members must act honestly, in good faith and in the best interests of LFFA and the members of the Society and Governance Protocol. Members must:

- a) be honest in their dealings with LFFA and with others (internally and externally) on behalf of LFFA;
- b) avoid situations where they could put themselves in a position of conflict of interest;
- c) avoid speaking publically against or undermining the LFFA, Lower Fraser First Nations and other First Nations.

### Breach of Standards Procedure

1. Should an Executive Committee member contravene their duties or responsibilities, the LFFA Chair, Co-Chair or Executive Committee may consider the following actions:
  - a. LFFA Chair, Co-Chair or Executive Committee members may request a meeting with the EC member to discuss and review the reason(s) for absence or contravention of duties or responsibilities;
  - b. LFFA Chair, Co-Chair or Executive Committee may request a meeting with the First Nations of the Lower Fraser Geographical Region to discuss and review the reason(s) for absence or contravention of duties or responsibilities;
  - c. LFFA Chair, Co-Chair or Executive Committee may request a meeting or issue a letter to the First Nation of the EC member outlining the contravention of duties or responsibilities; or
  - d. LFFA Chair, Co-Chair or Executive Committee may make a written recommendation to the Lower Fraser geographical region that the appointment of the member be rescinded, and request that a new appointment be considered.

## **6. EC Representation**

The Executive Committee will be responsible for appointing the Chairperson and Co-Chairperson. The EC may appoint other members of the Committee to represent and speak on behalf of the organization as required. The EC may choose to utilize the services of a Facilitator to facilitate their various organizational meetings.

### **EC Chair**

Upon receiving direction from the Executive Committee (EC), the Chairperson has the responsibility of representing the LFFA and EC in relevant Fraser Fisheries processes (including Tier 1, 2 and 3 processes) and/or providing linkages with IMAWG, UFFCA, FRAFS, FNFC, Fraser River First Nations and other fishery organizations.

Specific duties will be to:

1. Liaise with First Nations leadership in the Watershed, Marine/Island area, the First Nations Fisheries Council, and other groups on behalf of the LFFA and Executive Committee.
2. Respond and speak to Tier 1, 2 and 3 issues and fisheries and resource management on behalf of the LFFA and EC and;
3. Authorize letters, agreements, documents requiring approval and other correspondence on behalf of LFFA and EC.
4. Chair the meetings of the LFFA and EC, ensuring that meeting agendas and objectives are met.

### **EC Co-Chair**

Upon receiving direction from the Executive Committee (EC), this position performs the exact same role of EC Chairperson in the absence of the EC Chairperson. The EC Chairperson and EC Co-Chairperson may choose to share responsibilities based on their schedules and availability.

## **7. Process**

### **Meetings**

EC Meetings are proposed to be held monthly on a regular schedule as determined at the beginning of the fiscal year (April meeting). Monthly meetings may alternate between telephone conference calls and in-person meetings. Additional meetings, usually by telephone conference call, may be requested by one or more EC members to deal with an urgent and substantive topic or issue.

Executive Committee meetings will be recorded. Draft minutes will be circulated to the attendees for review and finalization within 10 working days of the meeting. Minutes of the EC meetings will be made available to Lower Fraser Fisheries Alliance First Nations. LFFA Delegates Alternates or community representatives are welcome to attend EC meetings as observers.

### **In-Camera Meetings**

In-camera sessions can commence when a quorum of the LFFA EC is present. In camera participation will be determined by the EC. In-camera sessions are utilized when the LFFA EC is discussing, for example:

- a) Human resources;
- b) Financial, personnel, contractual and/or other matters for which a decision must be made in which premature disclosure would be prejudicial;
- c) Matters related to legal, civil or criminal proceedings;
- d) Personal health information related to an individual.
- e) Assessing and managing LFFA EC Conflict of Interest.

### *Procedure*

- a) If an in-camera session is requested a quorum of the LFFA EC must be present.
- b) Reporting practices and minutes will include decisions, motions and actions for in camera meeting purposes. All records of the meeting will be collected and destroyed immediately after the meeting.
- c) In cases of decisions or motions made, minutes shall identify that a vote was taken or consensus reached, but not identify how the vote was split in a majority decision, or how individuals voted, unless an Executive Committee Member asks that their individual vote will go on record.
- d) All Human Resource-related decisions are guided by, and consistent with, the Sumas First Nation Policies and Procedures and Employee Handbook, or until such time that LFFA establishes their own policies and procedures.

### **Quorum**

A quorum consists of five (5) Executive Committee members if up to 9 EC members are appointed. If a quorum is not present the EC members in attendance may elect to proceed and the following will apply:

- a. Any decisions will be made in principle until absent EC member(s) can be canvassed by email, fax or phone.

- b. A briefing note will be provided to the absent EC members outlining the discussion and items requiring their decision;
- c. A specific time frame for members to respond will be identified
- d. Once enough affirmative responses are received to confirm a quorum, the decisions of the meeting will be deemed ratified.
- e. If the decision is not passed through this process, the issue will be reconsidered at the next regular EC meeting or at a special meeting if the matter is urgent.

## **Decisions**

Wherever possible, decisions will be arrived at through consensus at meetings. If consensus can not be achieved the following will apply:

- a. decisions on the issue will be deferred until further information is provided if it is deemed that clarification is required; or
- b. Roberts Rules (decision making) will be implemented as a last resort (i.e. when a decision is required) whereby a vote by simple majority will be sufficient for a final decision to be made.

## **Consensus**

Consensus is defined as general agreement of the EC or a shared set of assumptions and agreement to move forward in a particular manner held by all or most representatives at a duly convened meeting.

## **Conflict of Interest**

Because our work, personal activities are often intertwined; conflicting interests can be a challenge due to the personal and working relationships of EC members internal and external to their community. LFFA EC members are expected to declare personal relationships, business, or other interest they have which could influence their judgment on LFFA business. Any potential or perceived conflict of interest should be declared.

### *Definition*

Conflict of interest occurs where a member has, or is perceived to have, a divided loyalty. A conflict of interest may arise at any time.

- Direct Conflict of Interest - where the individual, individual's family or community stands to benefit directly, more than others, from a decision, the outcome of which they are in a position to influence.

- Indirect Conflict of Interest - where the individual's family or community stands to benefit indirectly, more than others, from a decision, the outcome of which they are in a position to influence.
- Perceived Conflict of Interest – where the individual, individual's family or community stands to benefit directly or indirectly and there is some debate about whether a conflict of interest exists.

### *Conflict of Interest Procedure*

If the Executive Director or LFFA EC member has a conflict of interest, it should be brought to the attention of the Executive Committee, Chair or Co-Chair. Conflict of interest should be announced by the individual EC member themselves or Executive Committee members who believe that a conflict of interest exists. Once you have declared yourself in a conflict of interest, you should withdraw from the deliberation and decision making process.

The onus is on the individual EC member to determine and declare that they are in a conflict of interest. In the event that an individual EC member is not declaring a conflict of interest, it is incumbent upon other EC members to identify that a conflict of interest may exist.

There would be an opportunity for all parties to discuss this transparently and openly at a scheduled meeting. See meetings section of these Terms of Reference.

When you are uncertain as to whether or not you have a conflict of interest, then the potential conflict should be declared, and the LFFA EC members will make a decision on whether or not a conflict exists.

## **8. Dispute Resolution**

Given the nature of our work, conflict is inevitable and can be a positive or negative sign of creativity and diversity. For example, potential for five areas of conflict could be:

- a) among EC members;
- b) among EC members and the Executive Director;
- c) among LFFA staff (see applicable human resource policies and procedures); and,
- d) in the LFFA Forum.
- e) At external Forums or venues.

### *Procedure*



- a) All conflict related to areas b) and c) above are to be guided by and consistent with the Sumas First Nation Policies and Procedures and Employee Handbook.
- b) Conflict related to the LFFA Forum are to be guided by and consistent with the LFFA Governance Protocol, Dispute Resolution Schedule.
- c) If the conflict cannot be addressed through established LFFA decision-making processes the conflict can either be mediated by a member of the Executive Committee and, in extraordinary cases, can involve a third party mediator.

## **9. Terms of Reference Review**

The LFFA Terms of Reference will be reviewed annually by the Executive Committee at the beginning of each fiscal year. Following the review, any amendments will be sent to LFFA Delegates for review and comment.

## **10. Amending Provision**

These Terms of Reference may be amended by consensus and quorum of the LFFA Forum (See LFFA Terms of Reference for LFFA Forum Delegates and Alternates regarding their decision making process). A quorum of the LFFA is 50% plus 1 of those in attendance at a duly convened meeting.