

Land and Water Boards of the Mackenzie Valley



Governance Policies

Version 4.0 Final

Mackenzie Valley Land and Water Board

Gwich'in Land and Water Board

Sahtu Land and Water Board

Wek'èezhì Land and Water Board

December 2023

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Policy Revision History

The Board reserves the right to vary, revoke or amend any terms of the policy as is required by the needs of the business; changes in legislation; or for any other reasons. Any changes to the policy must be approved by Mackenzie Valley Land and Water Board.

Policy Number	Revision Date	Reason for Revision
Version 1.0	Approved December 6, 2018	Initial approval
Version 2.0	Approved July 27, 2020	Clarification of: <ul style="list-style-type: none">• Section 5 - Areas of Operations – Terms of Reference• Section 6 - Compensation
		Addition of: <ul style="list-style-type: none">• Section 7 – Performance Review for the Executive Directors• Section 8 – Selection Process for the Chair and Vice Chair• Section 9 – Transboundary Management
Version 3.0	Approved July 20, 2020	Clarification of: <ul style="list-style-type: none">• Section 4 – Chair’s Committee – Terms of Reference (4.2.d)
Version 4.0	Approved December 14, 2023	Full Review and update of the LWB Governance Policy

1.0 Purpose of the Governance Policies

This document describes the structures, systems, and practices that the Land and Water Boards of the Mackenzie Valley (LWBs) use to fulfill their mandates.

In this document, you will find information on topics like:

- the structure and composition of the LWBs;
- the responsibilities and expectations of board members;
- how board meetings are conducted;
- how board members are compensated;
- special and standing committees of the LWBs;
- implementation of the LWB Strategic Plan; and
- expectations of the Executive Directors.

Governance definition: the process of making and enforcing decisions within an organization.

1.1 How the Governance Policies were developed

The Governance Policies are based on:

- governance requirements as defined in various sections of the *Mackenzie Valley Resource Management Act* (MVRMA), and
- policies and practices developed by the LWBs themselves as allowed under section 29 of the MVRMA.

Board members regularly review and update these policies.

2.0 The Structure and Composition of the Land and Water Boards (LWBs)

The Mackenzie Valley of the Northwest Territories (NWT) is home to an integrated and coordinated system of land and water co-management resulting from land claim agreements and provided for by the Mackenzie Valley Resource Management Act (MVRMA). Under the authority of the MVRMA, the Land and Water Boards of the Mackenzie Valley (the LWBs) regulate the use of land and water, and the deposit of waste, through the issuance and management of land use permits and water licences.

The objective of the LWBs is to provide for the conservation, development, and utilization of land and water resources in a manner that will provide the optimum benefit generally for all Canadians and in particular for residents of the Mackenzie Valley.

2.1 LWBs in the Mackenzie Valley region of the Northwest Territories

Land Claim and Self-Government Agreement negotiations resulted in the creation of four LWBs:

- the Gwich'in Land and Water Board (GLWB);
- the Sahtu Land and Water Board (SLWB);
- the Wek'èezhìi Land and Water Board (WLWB); and
- the Mackenzie Valley Land and Water Board (MVLWB).

The MVRMA describes the responsibilities of the LWBs as well as how the LWBs are meant to work together. The MVRMA refers to the GLWB, SLWB, and WLWB as **Regional Panels** of the MVLWB (sometimes referred to as the full Board). The role of the three Regional Panels is to make decisions about the issuance of land use permits and water licences for projects within their respective management areas (i.e., Gwich'in, Sahtu, and Wek'èezhìi areas).

Section 103¹ Panels issue land use permits and water licences for projects in regions that do not have settled land claims. Section 103 Panels also make decisions about projects that occur in, or impact, more than one region (i.e., transboundary projects). Section 103 Panels are made up of members of the MVLWB.

¹ Section 103 of the MVRMA describes the role of these panels.

2.2 Working together as the Mackenzie Valley Land and Water Board (MVLWB)

Board members from all regions work together as the MVLWB on issues affecting the regulation of land and water across the whole Mackenzie Valley.

Members of Regional Panels and Section 103 Panels are also members of the MVLWB.

Section 106 of the MVRMA describes some of the MVLWB’s important roles. In summary, the MVLWB:

- may develop policies or guidelines on the use of land and water or the deposit of waste that apply to all LWBs in the Mackenzie Valley;
- shall, at the request of the federal Minister, make recommendations on any amendments of the MVRMA; and
- may make recommendations to federal, territorial, and some Indigenous governments on changes to any laws or regulations related to the use of water and land or the deposit of waste.

2.3 Composition of the Regional Panels

Each Regional Panel has five board members including a chair. The table below outlines how members are nominated and appointed for different boards.

Table 1: How board members are nominated and appointed for the Regional Panels

GLWB	SLWB	WLWB
<ul style="list-style-type: none"> • The federal Minister appoints up to 5 members including: <ul style="list-style-type: none"> ○ 2 members nominated by the Gwich'in First Nation, ○ 1 member nominated by the territorial Minister, and ○ 1 member nominated by the federal Minister. • The federal Minister appoints the Chair based on a nomination by the majority of board members. 	<ul style="list-style-type: none"> • The federal Minister appoints up to 5 members including: <ul style="list-style-type: none"> ○ 2 members nominated by the Sahtu First Nation, ○ 1 member nominated by the territorial Minister, and ○ 1 member nominated by the federal Minister. • The federal Minister appoints the Chair based on a nomination by the majority of board members. 	<ul style="list-style-type: none"> • The federal Minister appoints up to 2 members including: <ul style="list-style-type: none"> ○ 1 member nominated by the territorial Minister, and ○ 1 member nominated by the federal Minister. • The Tłı̨chǫ Government appoints 2 members to the board. • The Chair is jointly appointed by the Tłı̨chǫ Government and the federal Minister based on a nomination by the majority of board members.

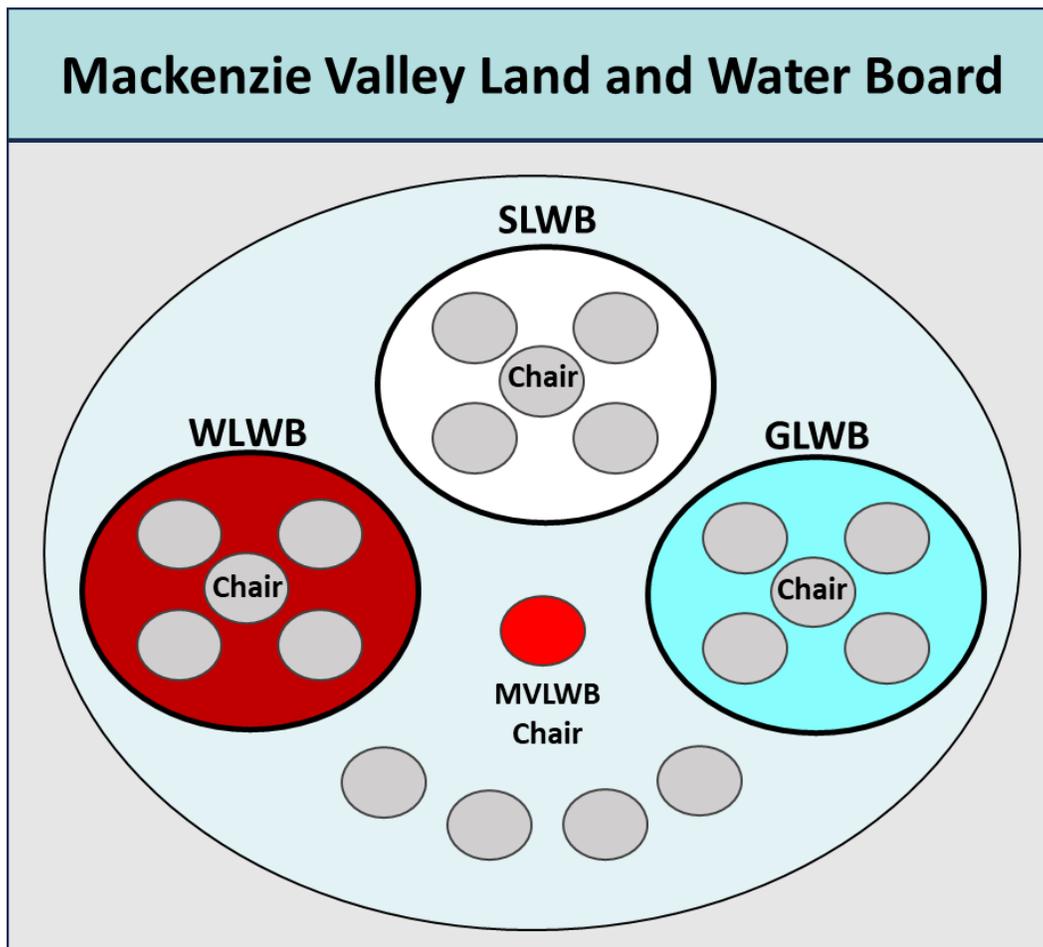
2.4 Composition of the MVLWB

Members of the Regional Panels are also members of the MVLWB. But the MVLWB also has other members that are available for sitting on Section 103 Panels. These members are appointed² by the federal Minister as follows:

- 2 members nominated after consultation by the federal Minister with the First Nations and the Tłı̨chǫ Government;
- 1 member nominated by the territorial Minister; and
- 1 other member.

The relationship between regional panels, the MVLWB Chair, and the additional MVLWB members is shown in the figure below.

Figure 1: The MVLWB is made up of the three Regional Panels, the MVLWB Chair, and additional members.



² See section 99(4) of the MVRMA

2.5 Composition of Section 103 Panels

Section 103 Panel members are appointed by the Chair of the MVLWB, who also chairs Section 103 Panel meetings. The Chair appoints at least 3 members, including:

- at least one existing member from the MVLWB who was nominated by an Indigenous organization, and
- at least one other member of the MVLWB.

For transboundary projects, Section 103 Panels must include at least one Regional Panel member from the settled management area(s) that the project crosses into. For example, for a road that starts in the Gwich'in management area and ends in the Sahtu management area, the Section 103 Panel would include at least one member of the SLWB and the GLWB.

2.6 Selection Process for the MVLWB Chair and Vice Chair

The following process steps must be followed to select the Chair and Vice Chair of the MVLWB:

1. All MVLWB members will be notified that the term of the MVLWB Chair or Vice Chair will expire at least twelve months in advance, and the upcoming vacancy will also be advertised publicly.
2. Any interested candidates may express their interest in the positions by writing to the MVLWB Executive Director within the timelines established in the notice.
3. At an MVLWB meeting, all candidates will have the opportunity to summarize their experience and qualifications and to explain their interest in the position.
4. MVLWB members must submit their vote in writing to the MVLWB Executive Director within the timelines established in the notice.
5. The MVLWB Executive Director will send a written confirmation to all MVLWB members, and any candidates that have expressed an interest, on the results of the vote.
6. The Executive Director will send the Minister the names of up to two candidates who have received a majority of support from the MVLWB.

3.0 Responsibilities of Board Members

All board members are accountable to the general public of the NWT, Indigenous governments, and the federal Minister. This means that we have a duty to report on all of our decisions and actions in a transparent manner.

As a board member, you have responsibilities both as part of a Regional Panel and/or a Section 103 Panel, as well as a member of the MVLWB.

3.1 Responsibilities as a member of a Regional Panel

Your main responsibility is to make decisions on land use permit and water licence applications in your management area. To keep your board running smoothly, you also have the following responsibilities:

1. **Making sure your board is well managed and able to meet its mandate.** This includes:
 - ensuring issues in the following areas are properly addressed:
 - human resources
 - management succession
 - information management
 - risk management
 - reporting of activities and decisions
2. **Selecting, supporting, and evaluating your Executive Director.** This includes:
 - determining the Executive Director's pay and benefits as well as their authority, responsibilities, and accountability;
 - contributing to the formal evaluation of the Executive Director once per year;
 - supporting the Executive Director as necessary for them to carry out their duties; and
 - providing the Executive Director with opportunities for professional development.
3. **Overseeing your board's finances.** This includes reviewing and approving:
 - the board's annual budget and audited year-end financial report;
 - quarterly variance reports;
 - interim and final activity reports as required by funders;
 - policies to ensure sound financial controls are in place for the board; and
 - major financial decisions and any unbudgeted capital expenses above \$20,000.
4. **Understanding and keeping informed of:**
 - the legislation that defines and governs the board's responsibilities;
 - the legal, regulatory, business, social, and political environment in which the board operates; and
 - the activities of the board and the issues that affect the board.

3.2 Responsibilities as a member of a Section 103 Panel

If a member is requested to be part of a Section 103 Panel, their main responsibility is to make decisions on land use permit and water licence applications for projects that:

- take place, or that might have an impact, in more than one management area (called transboundary projects), or
- take place in an area outside of any management area (in areas without settled land claims).

3.3 Responsibilities as a member of the MVLWB

In addition to the responsibilities described in section 106 of the MVRMA, you also have the following responsibilities as a member of the MVLWB:

1. **Making sure the MVLWB is well managed and able to meet its mandate.** This includes:
 - developing, approving, and ensuring the successful implementation of the MVLWB Strategic Plan; and
 - reviewing and approving policies related to:

▪ human resources	▪ risk management
▪ management succession	▪ reporting of activities and decisions.
▪ information management	
2. **Selecting, supporting, and evaluating the MVLWB Executive Director.** This includes:
 - determining the Executive Director’s pay and benefits as well as their authority, responsibilities, and accountability;
 - contributing to the formal evaluation of the Executive Director once per year;
 - supporting the Executive Director as necessary for them to carry out their duties; and
 - providing the Executive Director with opportunities for professional development.
3. **Overseeing the MVLWB’s finances³.** This includes reviewing and approving:
 - the MVLWB’s annual audited year-end financial report; and
 - policies that ensure sound financial controls for the MVLWB.
4. **Understanding and keeping informed of:**
 - the legislation that defines and governs the MVLWB’s responsibilities;
 - the legal, regulatory, business, social, and political environment in which the MVLWB operates; and
 - the activities of the MVLWB and the issues that affect the MVLWB.
5. **Working with all board members to make decisions that ensure the effective governance and oversight of the MVLWB.** This includes:
 - Ensuring the MVLWB follows its:

▪ <i>Governance Policies</i>
▪ <i>Employee Policies and Procedures Manual</i>

³ Note that the MVLWB’s annual budget is approved by the Chairs’ Committee.

- other related policies of the MVLWB;
- Proposing changes to the *Governance Policies* as needed; and
- Reviewing and approving updates to the *Governance Policies* and other MVLWB related policies.

Table 2: Level of Approval for Budgets and Financial Reports

<i>Item for Approval</i>	Level of Approval	
	Regional Panels	MVLWB
<i>Annual Budget</i>	Panel members	Chairs' Committee
<i>Quarterly Variance Reports</i>	Panel Members	Chairs' Committee
<i>Year-end audited financial report</i>	Panel Members	MVLWB members

4.0 Responsibilities of a Chair

The Chairs of Regional Panels, Section 103 Panels, and the MVLWB have responsibilities in addition to their responsibilities as a board member.

4.1 Responsibilities of the Chair for a Regional Panel, a Section 103 Panel, and the MVLWB

Chairs of Regional Panels, Section 103 Panels, and the MVLWB have the following responsibilities in addition to their general responsibilities as board members.

1. **Facilitating meetings to ensure the panel/MVLWB makes evidence-based decisions, that are fair and unbiased.** This includes:
 - conducting meetings according to *Robert's Rules of Order* and the board meeting Code of Conduct;
 - enforcing the expected standards of conduct and contribution of panel/MVLWB members, including taking corrective action as necessary; and
 - ensuring the panel/MVLWB is operating consistently with the policies and procedures of the MVLWB.

2. **Representing the panel/MVLWB at meetings and events with external agencies on matters about the governance of the organization.** This includes:
 - representing the collective will of the panel/MVLWB in communicating with the Executive Director or external parties; and
 - delegating the Executive Director or a panel/MVLWB member to speak on selective issues.

3. **Working with the Executive Director to:**
 - represent the panel/MVLWB's interest in dealing with issues that arise between panel meetings;
 - set meeting agendas;
 - ensure that the panel/MVLWB is operating consistently with its policies and procedures; and
 - ensure the proper orientation of panel/MVLWB members regarding their roles and responsibilities.

4.2 Responsibilities of the Vice-Chair of the MVLWB

In addition to their general responsibilities as board members, the MVLWB Vice-Chair is also responsible for performing the responsibilities of the Chair in the Chair's absence or inability to act.

5.0 Board Member Code of Conduct

At all meetings of a Regional Panel, a Section 103 Panel, or the MVLWB, board members (including Chairs) must follow the Code of Conduct described below.

5.1 Before panel or MVLWB meetings

All board members must:

- fully prepare for each meeting by reviewing the meeting agenda and accompanying documents, and
- notify the Chair or Executive Director in advance of a panel/board meeting if they are unable to attend.

5.2 During panel/board meetings

All board members must:

- focus on the interests of the panel/board and not the interests of individual or group stakeholders;
- conduct themselves with:
 - courtesy
 - goodwill
 - objectivity
 - openness to new ideas
 - a willingness to compromise
 - respect for others;
- follow the conflict-of-interest requirements as they relate to panel/board meetings;
- ask questions when the information provided at a meeting is not adequate or the questions before the panel/board are not clear; and
- express any opposition you have about a decision being considered at a meeting.

5.3 Both within and outside of panel or MVLWB meetings

All board members must:

- support the majority decisions of the panel/board and speak with a unified voice to external parties;
- keep panel/board business and deliberations confidential;
- demonstrate high ethical standards and integrity;
- help develop and maintain a spirit of cooperation and positive relationships within the panel/board;
- declare any apparent or real personal conflict of interest or loyalty with panel/board policies and statutory requirements;
- not provide direction to the ED or other staff outside of board meetings,
- avoid discussing the work of the LWBs with staff other than the Executive Director, unless the Executive Director has delegated this responsibility;
- avoid speaking about active regulatory files outside of panel/board meetings;
- avoid accepting any gifts or benefits from current or potential applicants, permittees, or licensees, or any other individual or organization who is involved in the panel/board processes;

- promote a positive image of the panel/board with its stakeholders and in the community;
- represent the panel/board in the community by focusing on the panel/board's accomplishments as well as its needs and challenges; and,
- only speak for the panel/board if authorized to do so.

6.0 Board Member Compensation

6.1 General Compensation

Chairs, Acting Chairs, and Vice Chair

The Chair or Acting Chair of a Regional Panel, a Section 103 Panel, as well as the Chair and Vice Chair of the MVLWB will receive:

- an honorarium as directed by the federal Minister in the Government of Canada Remuneration Guidelines;
- a monthly stipend equivalent to five days honorarium at the beginning of each month;
- all travel and accommodation expenses related to carrying out their duties in accordance with the Government of the Northwest Territories (GNWT) rates; and
- reimbursement for basic internet and cell phone service at a rate and package deemed appropriate by their Executive Director.

Board and Panel Members

Board and Panel members will receive:

- an honorarium as directed by the federal Minister in the Government of Canada Remuneration Guidelines;
- all travel and accommodation expenses related to carrying out their duties in accordance with the GNWT rates; and
- reimbursement for basic internet and cell phone service at a rate and package deemed appropriate by their Executive Director.

Board and Panel members will receive up to three days of compensation at the end of the month in the event that they did not already receive three days of compensation for meetings, reading, and travel during that month.

6.2 Compensation for Board Meetings and Training

Meeting time

- For meetings less than four hours in duration, board members will be paid for a minimum of a half day.
- For meetings greater than four hours in duration, board members will be paid for one full day.

Reading time

- Board members will be paid for reading time based on twice the duration of the meeting they are preparing for (for example, if a meeting is anticipated to take a full day, members will be paid two days compensation for reading time and one day compensation for meeting time).
- Board members are expected to review meeting materials whether they attend the meeting or not as they will be compensated for this time.

- The Executive Director may decide to compensate board members for additional reading time if, for example, a board package is extremely large or complex (such as materials related to public hearings).

Training time

- Board members will be compensated for the duration of the training.

Travel time

- Board members will be compensated for the duration of their travel on board business.

Timing of payment

- Board members will receive their honoraria and expense payments after the completion of the meeting or training session.
- For meetings or training scheduled for three days or more, board members can request to have expense payments given to them in advance. Honoraria will only be provided following completion of a meeting or training session.

7.0 Board Meetings

7.1 Meetings of Regional Panels or Section 103 Panels

Meeting times and location

Meetings shall be held at least two times per year either in-person or by conference/video call.

Meeting agenda

The agenda for panel meetings is set by the Executive Director in consultation with the Chair and, if necessary, other panel members.

The agenda must include, at a minimum, the following items:

- minutes of meetings not previously adopted;
- regulatory decisions to be considered;
- a report from the Executive Director outlining any regulatory, scheduling, human resource, financial, or administrative issues of note;
- a status report of action items; and
- quarterly variance and financial reports as available.

Meeting packages

- Panel members should receive documents related to agenda items at least five calendar days in advance of the meeting, whenever possible.
 - Time-sensitive information may be presented to the panel with less notice under certain circumstances. In such cases the Executive Director will inform the Chair in advance.
- Reports on policy matters shall be in written form and contain both background information and a description of the issues for discussion.

Rules and procedures for meetings and proceedings

- Quorum for Regional Panel meetings is three members, including:
 - one member appointed on nomination by their respective Indigenous government, and
 - one other member not including the Chair or Acting Chair.
- Quorum for Section 103 Panel meetings is three members, including at least one member appointed on nomination by an Indigenous government, and, for transboundary projects, one member from all of the management areas affected.
- The panel's decisions will be made according to the principles of administrative justice.
- The panel's discussions are strictly confidential.
- Chairs will lead the panel meetings.
 - In the Chair's absence, the panel members may select, by majority, another panel member to serve as Chair for the meeting or proceeding.

- The Chair must:
 - guide the discussion in an orderly and efficient manner;
 - ensure the discussion relates to motions, respecting *Robert's Rules of Order* and the Board member Code of Conduct;
 - ensure that all members have an opportunity to be heard, while ensuring the meeting or proceeding is concluded in a timely manner; and
 - ensure that the panel reaches decisions and that the will of the majority prevails.
 - be responsible for facilitating discussion on the organizational matters of the panel (i.e., matters respecting the conduct of management of the panel's internal administrative affairs.)
- The Chair may vote on decisions in the event of a tie between members.
- Panel decisions may be made through an email vote if the result is unanimous.
- A list of action items arising out of each meeting will be forwarded to members as soon as possible following the meeting, and at a minimum within 14 calendar days.

7.2 Meetings of the MVLWB

Meeting times and location

Meetings shall be held at least two times per year either in-person or by conference/video call.

Meeting agenda

The agenda for MVLWB meetings is set by the Chair in consultation with the Chairs' Committee and the Executive Directors' Committee, and, if necessary, other MVLWB members.

The agenda shall include, at a minimum, the following items:

- a report from the MVLWB Executive Director outlining progress on the LWB Strategic Plan and priorities;
- minutes of meetings not previously adopted;
- a status report of action items; and
- quarterly variance and financial reports as available.

Meeting packages

- MVLWB members must receive documents related to agenda items at least 14 calendar days in advance of the meeting.
- Reports to the MVLWB on policy matters must be in written form and contain both background information and a description of the issues for discussion and, if required, the decisions needed.

Rules and procedures for meetings

- Quorum for MVLWB meetings is eight members, including at least:
 - one member from each Regional Panel, and
 - one member appointed to the MVLWB as per section 99(4) of the MVRMA.

- The MVLWB Chair will lead the meeting.
 - In the Chair's absence, the Vice-Chair shall serve as Chair.
 - In the event that neither the Chair nor the Vice-Chair is available, the MVLWB members may elect, by majority, another MVLWB member to chair the meeting.
- The Chair must:
 - guide the discussion in an orderly and efficient manner;
 - ensure the discussion relates to motions, respecting *Robert's Rules of Order* and the Board Member Code of Conduct;
 - ensure that all members have an opportunity to be heard, while ensuring the meeting or proceeding is concluded in a timely manner; and
 - ensure that the MVLWB reaches decisions and that the will of the majority prevails.
 - be responsible for facilitating discussion on the organizational matters of the panel (i.e., matters respecting the conduct of management of the MVLWB's internal administrative affairs.)
- The Chair may vote on decisions in the event of a tie between members.
- Panel decisions may be made through an email vote if the result is unanimous.
- A list of action items arising out of each meeting will be forwarded to members as soon as possible following the meeting, and at the very least within 14 calendar days.

8.0 Standing and Special Committees of the MVLWB

The MVLWB may establish Standing and Special Committees to assist with its work.

Standing Committees of the MVLWB are permanent and have a governing function. They assist the MVLWB in carrying out its responsibilities, including oversight, planning, risk management, policy development, recruitment, and evaluation of MVLWB processes. There are three Standing Committees:

- the Chairs' Committee;
- the Executive Directors' Committee (EDs' Committee); and
- the Joint Health and Safety Committee.

Special Committees of the MVLWB are formed as needed to work on specific tasks or projects that can be completed in a defined period. These committees are dissolved after they have completed their work. All committee members shall follow the same Code of Conduct that applies to board members.

8.1 Chairs' Committee – Terms of Reference

Composition

- The Committee includes the current or Acting Chair of each Regional Panel and of the MVLWB.
- The Chair of the MVLWB will generally serve as the Committee Chair although the Committee may decide that members will take turns serving as the Committee Chair.

Authority

- The main function of this Committee is to make recommendations for the MVLWB to consider. This Committee does not have the authority to make decisions for or to act for the MVLWB unless:
 - decisions have been assigned to the Committee in the *Governance Policies*, or
 - the MVLWB approves a motion to give the Committee decision-making powers.
- The Committee must operate within its approved budget which will be identified in the annual MVLWB budget presented to the Chair's Committee for approval. (i.e., any amounts approved as part of the MVLWB annual budget).

Responsibilities

1. **Overseeing the financial management of the MVLWB.** This includes:
 - reviewing and approving the MVLWB annual budget, based on the Strategic Plan and resources of the MVLWB;
 - reviewing and approving quarterly variance reports;
 - making recommendations to the MVLWB on the appointment of an auditor;
 - meeting with the auditor at the time of the annual audit to discuss any:
 - issues identified in the previous years' audit that still need attention;
 - changes in accounting practices from previous years;
 - changes recommended by the auditor about the MVLWB's current financial practices and procedures;

- changes recommended about the scope of the audit in future years; and
 - making recommendations about improvements to the MVLWB’s financial management systems.
- 2. **Overseeing the management of the human resources of the MVLWB.** This includes:
 - approving updates to the LWB *Employee Policies and Procedures Manual*;
 - participating in the recruitment and performance appraisal of the MVLWB Executive Director; and
 - developing processes for the recruitment and nomination of candidates for the Chair and Vice Chair of the MVLWB.
- 3. **Providing recommendations to the MVLWB on the development or adoption of policies and guidance documents.**
- 4. **Approving any proposed changes to the MVLWB Strategic Plan.**
- 5. **Resolving disputes and making transboundary determinations on applications received under paragraph 103(1)(a) if referred by the MVLWB Chair.**
- 6. **Making decisions on behalf of the MVLWB in critical emergency situations** (that is, if it is not possible to convene a quorum for the MVLWB). Note that this Committee **cannot** make decisions about:
 - dissolving the board;
 - changing the organizational structure of the boards;
 - adopting or eliminating board programs;
 - appointments or nominations to external bodies;
 - the purchase or sale of property; or
 - changes to any of the MVLWB’s policies or guidance documents that require MVLWB approval.

Committee Meetings

- Meetings to be held quarterly or more frequently if called by the Chair.
- Quorum is a majority of members of the Committee.
- At least one Executive Director may be present at each meeting to support the Committee.
- Decisions are made by a majority of the members with the Chair only having a vote in the event of a tie.
- In the Chair’s absence or inability to act, one of the other members will serve as the Chair.
- Meetings can be held by video or conference call.
- Decisions may be made through an email vote if the result is unanimous.
- Minutes of the meeting will be taken and made available at the next meeting of the Committee and of the MVLWB.

- In critical emergency situations:
 - quorum will be all voting members of the Committee, and
 - decisions will be made by unanimous vote of the Committee members.

8.2 Executive Directors' (EDs') Committee – Terms of Reference

Composition

- The Committee includes the current or acting Executive Directors of each Regional Panel and of the MVLWB.
- The MVLWB Executive Director of the MVLWB will generally serve as the Committee Chair although the Committee may decide that members will take turns serving as the Committee Chair.

Authority

- The main function of this Committee is to make recommendations for the Chairs' Committee to consider. This Committee does not have the authority to make decisions or to act for the MVLWB unless:
 - decisions have been assigned to the Committee in the *Governance Policies*, or
 - the Chairs' Committee approves a motion to give the Committee decision-making powers.
- The Committee must operate within its approved budget which will be identified in the MVLWB annual budget presented to the Chair's Committee for approval. (i.e., any amounts approved as part of the MVLWB annual budget).

Responsibilities

1. Developing, reviewing, and updating policies and guidance documents for approval by the MVLWB.
2. Assisting in the evaluation of the MVLWB's performance, and other evaluation processes as required.
3. Identifying and making policy recommendations about risk management.
4. Monitoring and reporting on the MVLWB's financial position.

Committee Meetings

- Meetings to be held monthly.
- Quorum requires three of the four Executive Directors.
- Decisions are made by a majority of the members present.
- In the Chair's absence or inability to act, one of the other members will serve as the Chair.
- Meetings can be held by video or conference call.
- Decisions may be made through an email vote if the result is unanimous.
- Minutes of the meeting will be taken and made available at the next meeting of this Committee and of the Chairs' Committee.

8.3 Joint Health and Safety Committee – Terms of Reference

Composition

- The Committee is composed of one staff representative of each physical board office location.
- Committee members will be appointed by their respective Executive Director.
- The Committee will include both supervisors and employees.
- The Committee will elect a Chair from its membership.

Authority

- The main function of this Committee is to make recommendations for the EDs' Committee to consider. This Committee does not have the authority to make decisions or to act for the MVLWB unless:
 - decisions have been assigned to the Committee in the *Governance Policies*, or
 - the EDs' Committee approves a motion to give the Committee decision-making powers.
- The Committee must operate within its approved budget, which will be identified in the annual MVLWB budget presented to the Chair's Committee for approval.

Responsibilities

1. **Identifying and promoting the awareness of safety issues.** This includes:
 - participating in inspections, investigations, and inquiries as required by NWTs' *Safety Act* and the *Occupational and Safety Regulations* applicable and
 - identifying situations that may be unhealthy or unsafe for workers and ensuring the Executive Directors are made aware of the safety/health concern(s).
2. **Developing a collaborative relationship between management and workers to identify and resolve health and safety problems.** This includes:
 - consulting with workers and employers on health and safety issues in the workplace;
 - making recommendations to the employer and workers on improvements of occupational health and safety;
 - monitoring the effectiveness of any health and safety improvements; and
 - when necessary, requesting information from the employer about:
 - known or reasonably foreseeable health and safety hazards in the workplace, and
 - health and safety practices and standards in similar workplaces.

3. **Ensuring each organization meets health and safety *Occupational and Safety Regulations* requirements.** This includes:
- making recommendations to the employer on educational programs promoting the health and safety of workers in compliance with the *Occupational and Safety Regulations*;
 - advising the employer on programs and policies required under the *Occupational and Safety Regulations*; and
 - ensuring that incident investigations and regular inspections are carried out as required by the *Occupational and Safety Regulations*

Committee Meetings

- Meetings are held quarterly, or more often if called by the Chair.
- Quorum requires three of the four staff representatives.
- Decisions are made by a majority of the members.
- In the Chair's absence or inability to act, one of the other members will serve as the Chair.
- Meetings can be held by video or conference call.
- Decisions can be made either by an oral vote or by email.
- Minutes of the meeting will be taken and made available at the next meeting of this Committee and of the EDs' Committee.
- The Committee will post a copy of the report of each meeting in a place readily accessible to employees and the employer then submit the report to the Workers' Safety Compensation Committee.
- If the Committee is unable to reach consensus on health and safety matters, the Chair may report this to the EDs' Committee, which may investigate and attempt to resolve the matter.

9.0 Transboundary Management

9.1 Definitions

Transboundary applications

Transboundary applications are applications for developments that are:

- proposed for more than one area, either a management area or outside of a management area, and is sufficiently connected to proposed or existing development activities in a different area, through interdependence or linkage, to be considered as one entity; or
- proposed for one area, either a management area or outside of any management area and is likely to have an impact on a different area.

Interdependence

A development is interdependent if it is located, or is to be located, either within a management area or outside of a management area, but the development could not proceed without:

- the use of land or water located in a different area; or
- making a waste deposit within a different area.

Linkage

A development has linkage if its decision to use land or waters or deposit waste within one management area, or outside a management area makes:

- a decision to undertake the use of land or waters located within a different area inevitable; or
- a waste deposit within a different area inevitable.

9.2 Transboundary Determination

The following steps must be followed upon receipt of any application that may be transboundary:

1. The Executive Director of the board that receives the application provides their preliminary determination to the other Executive Directors.
2. If all Executive Directors agree with the preliminary determination, the regional panel, or the panel appointed under Section 103, will make the transboundary determination at the time the application is considered.
3. If the Executive Directors cannot reach consensus on the preliminary determination, a request will be sent to the MVLWB Chair for a transboundary determination. The request will ideally be sent within the ten-day completeness check period. The regional panel, or the panel appointed under Section 103, will make the subsequent decisions on the application.
4. Each Executive Director must update their board on any transboundary applications associated with their management area in a timely manner.

10.0 Strategic Plan – Implementation

Section 106 of the MVRMA provides the MVLWB the authority to “...issue directions on general policy matters or on matters concerning the use of land or waters or the deposit of waste that, in the Board’s opinion, require consistent application throughout the Mackenzie Valley.” The LWBs have used this provision to develop a collective Strategic Plan that reflects the integrative and collaborative nature of the co-management system envisioned in the MVRMA and in land claim agreements.

10.1 Roles and Responsibilities

Role of the MVLWB

The MVLWB is responsible for developing the Strategic Plan and monitoring progress towards achieving its goals and objectives.

The MVLWB has delegated the responsibility for approving:

- any changes to the MVLWB Strategic Plan to the Chairs’ Committee, and
- the annual Implementation Plan for the Strategic Plan to the EDs’ Committee.

Role of Executive Directors

Each project or initiative in the Strategic Plan will have an Executive Director Lead (ED Lead). In certain situations, the ED Lead may be the EDs’ Committee. The ED Lead will support the Project Lead or Team Lead upon request, providing additional direction or clarification as needed. The ED Lead will confer with the other Executive Directors when appropriate.

The ED Lead and/or EDs’ Committee will work with the Project Lead to ensure staff are kept informed of the project status and are prepared for and supported during the transition period for any new or updated products.

Role of the Project Lead

Specific projects that support the Strategic Plan objectives are identified during the planning process. The EDs’ Committee assigns a Project Lead to each project from available and interested LWB staff.

In addition to the LWB’s internal projects, external organizations often seek advice or formal comments from the LWBs in various subject areas. For each of these subject areas, the EDs’ Committee assigns a Project Lead with expertise in the relevant area.

The Project Leads are responsible for:

- implementing the direction of the EDs’ Committee;
- ensuring workplans are developed when requested;
- delegating tasks appropriately;

- providing updates, when necessary, at each EDs' Committee meeting, including communicating project/team needs (e.g., requests for Executive Director direction, legal support, technical support);
- communicating direction/decisions from the EDs' Committee to the Project Team; and
- effectively managing the project to meet the timelines in the annual Implementation Plan for the Strategic plan.

Project Leads will also typically be responsible for presenting products to the EDS' Committee and/or, in some cases, to the Chairs' Committee or full MVLWB for decision.

Project Team Meetings

The Project Leads are expected to work collaboratively with all members of their team when selecting meeting dates, developing agendas, and establishing work plans.

- Background information for meetings will be sent to members at least three business days in advance of the meeting to allow for review and preparation.
- Meetings may be held in-person (if possible) or by conference/video call.
- The Project Lead will:
 - guide the discussion in an orderly and efficient manner;
 - ensure the discussion focuses on the project assigned to the team;
 - ensure that all team members have an opportunity to be heard and any recommendations to the EDs' Committee represent the majority view;
 - identify any discussion points or issues that require Executive Director direction and/or legal/technical support and follow up with the EDs' Committee as needed; and
 - communicate direction/feedback from EDs' Committee meetings.
- Individuals who are not team members may be invited to meetings to provide expert opinions, advice, or clarifications.

10.2 Lines of Communication

- The approved fiscal year Implementation Plan for the MVLWB Strategic Plan will be circulated annually to all LWB staff once approved.
- Project and Team Leads will provide updates in advance of each Executive Director's Committee meetings. Reminders will be sent to Leads to let them know the due dates for updates.
- Lead EDs are responsible for communicating decisions about projects to affected teams.
- The MVLWB will try to host at least one in-person meeting each calendar year so that all staff can interact and contribute to the evaluation and improvement of Implementation Plan and/or the Strategic Plan.

10.3 Product Review and Approval

There are four types of products that may be developed under the Strategic Plan:

- **Policies** outline the MVLWB’s principles, objectives, and direction on a particular topic to guide the MVLWB’s decision-making. Examples of policies include the LWB Engagement and Consultation Policy and the LWB Waste and Wastewater Management Policy.
- **Guidelines, Standards, and Reference Bulletins** outline the MVLWB’s expectations of proponents and sometimes other parties. These documents tend to be more detailed than policies, describing requirements or best practices that must be followed.
 - Guidelines are on various topics that will be of great importance to applicants/proponents. Examples include guidelines for developing waste management plans, closure and reclamation plans, or aquatic effects monitoring programs.
 - Standards and Reference Bulletins vary from standard conditions for land use permits/water licences to standard outlines for management plans.
- **Internal Policies and Procedures** describe how board members or board staff should perform their day-to-day work. Examples include the MVLWB Governance Policies and the LWB Employee Policies and Procedures Manual.
- **Other products** may include external communications, events, surveys, etc.

The table below summarizes the requirements for the review and approval of different types of products. Substantial revisions to these products will require the same review and approval requirements.

Table 3: Review and approval requirements for products of the Strategic Plan

<i>Requirements</i>	Product Types				
	Policies	Guidelines	Standards/Bulletins	Internal Policies and Procedures	Other products
<i>Internal review of draft</i>	Staff and Board	Staff and Board	Staff and Chairs' Committee	Staff and/or Board ⁴	Staff (others on case-by-case basis)
<i>Public review of draft</i>	Yes	Yes	Decided on a case-by-case ⁵ basis by EDs' Committee	No	No
<i>Final approval by</i>	MVLWB	MVLWB	Decided on a case-by-case basis by the Chairs' Committee	Decided on a case-by-case basis ⁶ by the EDs' Committee	Decided on a case-by-case basis by the EDs' Committee
<i>Final made available to the public</i>	Yes	Yes	Yes	No	Decided on a case-by-case basis by the EDs' Committee

⁴ It will depend on who is affected by the internal policy/procedure. For example, the Governance Policies would be reviewed by all board members because those policies directly affect the members.

⁵ One of the factors that will be assessed on a case-by-case basis is how big of an impact the product may have on the public. For example, the LWB Standard Outline for Management Plans is unlikely to greatly impact the public, however, the LWB Standard Land Use Permit Conditions may greatly impact the public.

⁶ Governance policies will be approved by the MVLWB, the Employee Policies and Procedures Manual will be approved by the Chairs' Committee, and the Regulatory Staff Manual will be approved by the EDs' Committee.

11.0 Performance Review for the Executive Directors

Conducting regular performance reviews of the Executive Directors helps to ensure that the organization is in alignment with its mandate, allows the boards to communicate their expectations formally, and supports the Executive Director in focusing on areas of improvement.

The boards will retain the services of an external human resource expert to facilitate the performance evaluation process.

11.1 Development of Performance Objectives

Each board and its Executive Director will collaborate on performance objectives for each three-year period. The understanding is that those objectives will be achieved at various times within the three-year period.

11.2 Performance Review Process

Annual review

Each board will evaluate its Executive Director's performance annually. The process begins with the Executive Director completing a self-evaluation. The board members then complete their review, and the data is compiled by a third-party expert for presentation to the Board. The final evaluation is presented to the ED by the Chair and the third-party expert, and a copy of the evaluation is placed in the personnel file of the Executive Director.

Three-year review

Every third year, a more comprehensive evaluation will be carried out. In this case, the evaluation will also include input from staff, the other Executive Directors, and any other individuals the board determines would have a reasonable understanding of the Executive Director's performance. The evaluation process will be carried out by a third-party expert.

The evaluation results will be presented to the board and then to the Executive Director. A copy of the three-year evaluation will be placed on the personnel file of the Executive Director.

Evaluation results

All evaluations should include a summary of the Executive Director's achievement of their performance objectives.

12.0 Executive Limitations Policy

The Executive Limitations Policies outline the expectations for the Executive Directors' behaviour and actions.

12.1 Limits on the Executive Director

The Executive Director shall not cause or allow any practice or activity that is unlawful or in violation of the applicable legislation, governmental regulations, or policies of the organization.

At each meeting of the Regional Panels, the Executive Director shall report to the board on any instances of non-compliance with the Executive Limitations Policy. In the case of the MVLWB, this shall be at each meeting of the Chairs' Committee.

12.2 Executive Director's Treatment of External Organizations and Parties

With respect to interactions with members of the public, potentially affected parties, and partner organizations, the Executive Director shall not use procedures that are discriminatory or unnecessarily intrusive. Further, the Executive Director shall not:

- require information where there is no clear necessity;
- use methods of collecting, transmitting, sharing, or storing information that fails to protect against improper access to that information; and
- fail to inform individuals or organizations of their rights and responsibilities, as outlined in the LWBs' Rules of Procedures and applicable policies.

12.3 Executive Director's Treatment of Staff

The Executive Director shall not:

- operate outside of the requirements and actions described in the *Employee Policy and Procedures Manual*;
- take an action or decision against any staff member for differences of opinion;
- prevent staff from bringing forward formal grievances to the Chair as outlined in the *Employee Policy and Procedures Manual*;
- attempt to bias the Chair in regard to formal staff grievances; and
- fail to provide adequate and relevant training to staff.

12.4 Financial Management

Financial management shall not deviate materially from the approved budget and shall be conducted in such a way as to not jeopardize the long-term financial health of the organization. The Executive Director shall not:

- fail to include credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions;
- plan the expenditure in any fiscal year of more funds than are conservatively projected to be received in that period;
- allow cash and cash equivalents to drop below a safety reserve of less than three months of operating expenses without prior board approval;
- fail to settle payroll and debts in a timely manner;
- allow tax payments or other government ordered payments or filings to be overdue or inaccurately filed;
- fail to aggressively pursue receivables outstanding beyond 30 days; and
- receive, process, or disburse funds under controls that are insufficient to meet the outside auditor's standards and commonly accepted accounting practices.

12.5 Asset and Facilities Protection

The Executive Director shall ensure that the organization's assets are protected and adequately maintained. The Executive Director shall not:

- fail to insure against theft and property losses and damages;
- fail to ensure that environmental conditions remain appropriate and conducive to allow the organization to provide its services safely and effectively;
- fail to implement policies regarding rent and use of facilities;
- allow or cause conditions that are unsafe, or fail to comply with local, territorial, and federal safety legislation;
- fail to protect information and files from loss or damage and adhere to applicable privacy legislation; and
- make any asset purchase of over \$10,000 without having obtained estimates of comparative prices and quality.

12.6 Public Image

The Executive Director shall not cause or allow operational conditions, procedures, opinions, or decisions that jeopardize the public image of the organization. The Executive Director shall not:

- expose the organization, its boards, or staff to claims of liability;
- endanger the organization's public image or credibility, particularly in ways that would hinder its accomplishment of its mandate; and
- fail to present a professional, clean appearance of the office, both inside and outside the building.

12.7 Contracts

When entering into contracts for goods and/or services on behalf of the organization, the Executive Director shall not:

- fail to prohibit methods and activities that would use organization's funds in imprudent, unlawful, or unethical ways;
- fail to appropriately consider all reasonable service/product providers and identify appropriate selection criteria; and
- fail to assess and consider a vendor's capability to produce the desired results.

12.8 Communication and Support to the Boards

The Executive Director shall ensure that its board is informed and supported in its work. The Executive Director shall not:

- fail to inform the board of relevant trends, anticipated adverse media coverage, threatened, or pending lawsuits or other material external and internal changes, particularly changes in the assumptions upon which any Board policy has previously been established;
- fail to notify the board of any substantial changes to operating or general staff management procedures (e.g., leave, discipline, etc.);
- fail to deal with the board as a whole, except when (a) fulfilling individual requests for information or (b) responding to members or committees duly charged by the board;
- fail to advise the board if, in the Executive Director's opinion, the board is not in compliance with its own policies;
- fail to report in a timely manner an actual or anticipated noncompliance with any policy of the board; and
- fail to provide the board with timely, accurate, and understandable monitoring and performance data on the organization's affairs when requested by the board members.