

# **Governance Manual**

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for consideration by  
Cowichan Tribes Chief and Council  
and CVRD Board**

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# 1. Introduction

The Cowichan Watershed Board draws its strength from its foundational governance model, with Cowichan Tribes and Cowichan Valley Regional District (CVRD) participating as equal partners and Co-Chairs steering the Board. Their partnership to advance whole-of-watershed health is also a deep commitment to moving down the path of reconciliation. The Cowichan watershed - a vital shared resource and foundation of local culture - provides a critical vehicle to work together for the health of all watershed residents now and into the future.

## 1.1 Background

In the Cowichan watershed, crisis management associated with summer drought lead to the development of the Cowichan Basin Water Management Plan (the Plan) in 2007. The Plan provides a framework for:

- learning more about the basin system and water issues;
- protecting the ecological function of the system;
- balancing water supply and use; and,
- building broad public understanding and support for the Plan.

The Plan was commissioned by the Cowichan Valley Regional District (CVRD), Cowichan Tribes, BC Ministry of Environment, Fisheries and Ocean Canada, Catalyst Paper, and the Pacific Salmon Commission who recognized that a more formal and proactive approach to water management was needed in the Basin in the face of continued population growth, climate change and the cumulative impacts of uncoordinated decision-making on the watershed in the past.

Goal Six of the Plan addressed the need to improve governance of Cowichan Basin water including how decisions about water are made and how the people making those decisions are held accountable for them. Specifically, the Plan proposed establishing and funding “a water management advisory council that represents basin-wide interests, maintains on-going dialogue among stakeholders, and builds trust and ownership among the participants and the public.”

The Cowichan Watershed Board (CWB) was jointly established in 2010 by the Department of Fisheries and Oceans, Ministry of Environment, CVRD, and Cowichan Tribes with the support of the Living Rivers Trust Fund, and Catalyst Paper and is accountable to the government partners. It was created to guide the implementation of the Plan and its success is judged by how well progress is achieved in implementing the Plan and Plan related activities.

In order to assist with this work, the Board endorsed a set of “watershed targets” in July 2011. These are broadly scoped and plainly worded, with each target addressing several of the detailed actions in the Plan.

The original targets addressed: ensuring sustainable fish populations, clean water and adequate summer flows; protecting and preserving riparian and estuarine

habitats; conserving water and increasing local residents “watershed IQ”.

The Plan’s geographic scope does not include the Koksilah Sub-Basin but the subsequent work of the CWB has made it clear that the Plan cannot be achieved in isolation of the Koksilah watershed, which joins the Cowichan River system at the Estuary. The CWB has therefore moved to recognize the Koksilah watershed as part of the Cowichan watershed, and include it in the CWB’s mandate.

## **1.2 Collaborative Governance Model**

Effective water management in the Cowichan-Koksilah watershed had been hampered by the fact that legislative authority and responsibility for water and water resources is complex and spread among federal, provincial and local governments and agencies as well as unextinguished indigenous rights. Legal authority associated with water lies in many Crown statutes and Indigenous water laws. As a result, leadership and coordinated decision making among the many organizations responsible for water and related resources is central to the Cowichan Watershed Board’s purpose and structure.

The CWB governance model presented here is intended to support collaborative, local decision making at the regional/watershed–scale within the existing institutional and legal water framework. As an advisory entity, the CWB’s role includes actively working with decision makers, and encouraging them to base their water management decisions on the Board’s recommendations.

The CWB currently does not hold any statutory decision-making powers. It is anticipated that the CWB model may evolve to accept some form of delegated authority to make some local water management decisions. Formal delegation of decision making authority would be required and the governance model would be reviewed at that time to consider whether any changes are needed.

This governance manual is a living document that outlines the Board’s governance framework and operating policies and procedures.

Fig.1 Cowichan Statement

### **Recognition of Cowichan Tribes' Statement on Inherent Rights**

Quw'utsun mustmuhw, ni' 'o' ni' tthu sht'esulh kws 'i' tst 'u' tun'a tumuhw, 'i' 'o' hwun st'e. Nilh 'o' thu-'it syuw'entst, tun ni' 'u' kwthu hwun'a mustimuhw 'i' wutl'uts' 'i' 'u' tun'a tumuhwtst. Ni' yuxtse'tum tthu Quw'utsun 'u' tthu-i tumuhw, qa', kw'atl'kwa tthu ni' spupin' 'u' tthu tumuhw, ttho' mukw' stem ni' hakw ni' 'u' tthu st'l'ulnuptst. Kwuthu shtun-ni' 'iws' tst ni' yuxtse'tum 'u' ttho' mukw' stem ni' ha'kw kws sthuthi's kws huli-s. O' nilh tthu Quw'utsun mustumuhw, ni' lemuxutunstum 'u' tthu ni' snuwuntewut 'u' tthu shtunaalhtun, tst. Uwu tumtem-us 'i' ni' tst tsmem't 'aanlh kws kwun-etewut, hwayum tun'a s'aalh st'l'ulnup. Quw'utsun Mustimuhw, ha'kwush tst kw' stutul'na'mut sxetsul's kw' shtuhims tthu st'l'ulnuptst. Mukw' stem 'o' slhilukw'tul 'i' nilh ni' shkw'akw'ums tthu sulsuli'tst.

Cowichan Peoples have existing inherent rights. Cowichan as the original Peoples of this territory within which the Cowichan Watershed is included continue the right and responsibility to make informed decisions to manage and organize based on our history and continued connections. As told through time by our ancestors; the lands, waters, seas, minerals, air and all elements interconnected within the territories provided for and can provide a good sustainable life for Cowichan Peoples. Cowichan has never given away this right and continues to govern and make decisions to support the well-being and sustainability of our Peoples and territories.

## **2. Governance Framework**

### **2.1 Purpose**

The purpose of the CWB is to serve as a formal entity to improve collaborative management and decision-making to protect and enhance the health of the whole of the Cowichan and Koksilah watersheds (collectively referred to as the Cowichan Watershed). This includes helping to guide the implementation of the Cowichan Basin Water Management Plan (the Plan) and the associated Targets (the Targets) adopted by the CWB.

### **2.2 Mandate & Authority**

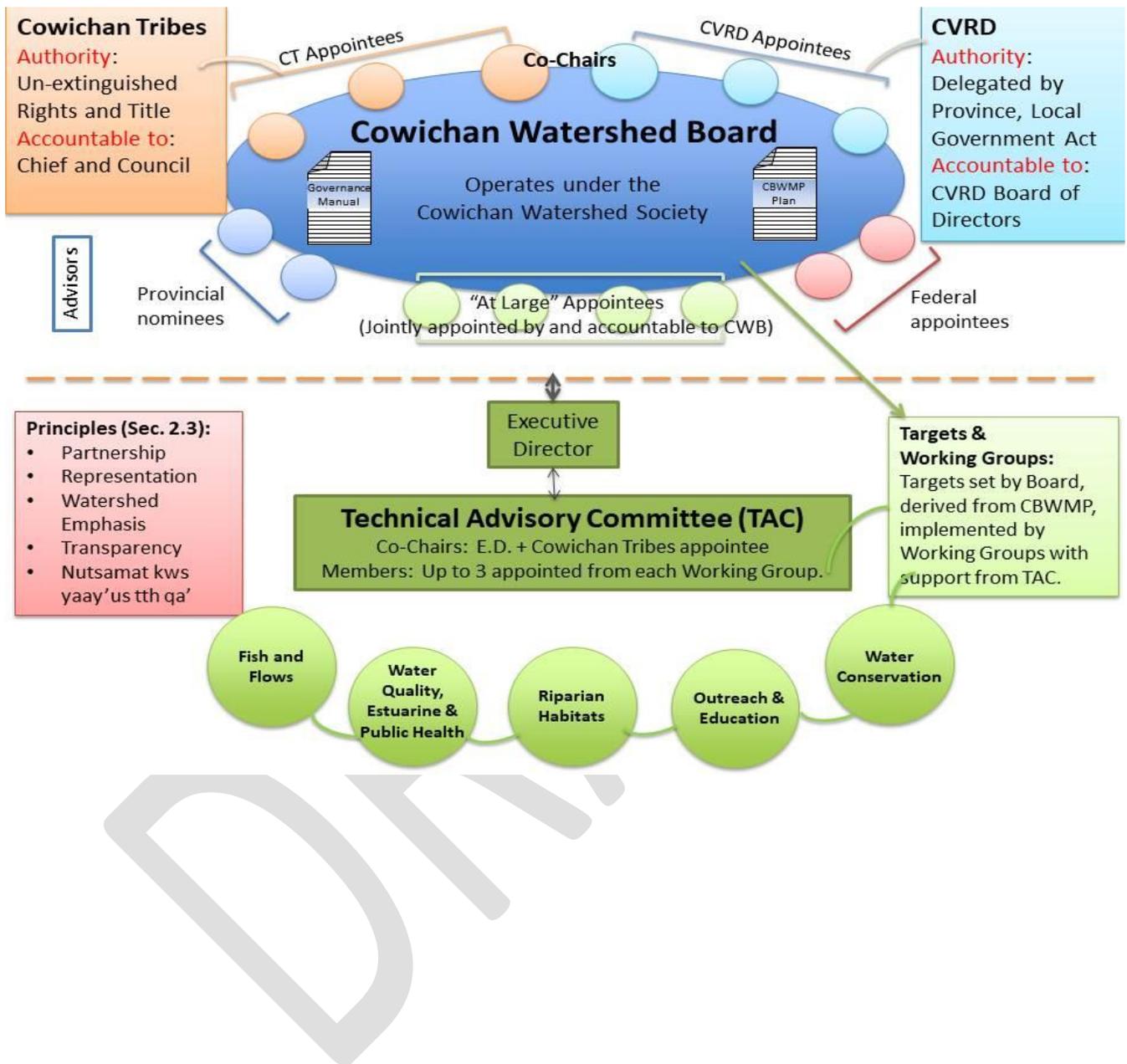
The CWB's mandate is to provide leadership for sustainable water management to protect and enhance ecosystem health in the Cowichan Watershed guided by the Cowichan teaching: *Muks 'uw'shilhukw'tul – We are all inter-connected.*

Working in collaboration with Cowichan Tribes, CVRD, and the Provincial and Federal Governments, the Board shall promote wise water management practices throughout the watershed by:

- advocating for the well-being of the watershed;
- guiding and coordinating the implementation of the Plan;
- providing timely, balanced and thoughtful advice to senior and local government authorities including First Nations;
- securing stable funding sources to support water management activities,
- engaging local stakeholders in water management decisions;
- involvement in data-gathering and monitoring the health of the watershed,
- providing and accessing specialized expertise and knowledge for sustainable water management in the Cowichan watershed; and,
- developing public outreach and extension tools to enhance watershed thinking and to increase residents' understanding of water science, stewardship and management activities.

The Board recognizes that various levels of government exert authority to make management decisions within the Cowichan Watershed including Cowichan Tribes, CVRD, the Province and the Federal Government. The CWB operates within the context of the interplay of these jurisdictions, as shown in the Organizational Structure Diagram (Fig.2).

Fig.2. Organizational Structure Diagram



## 2.3 Principles

The CWB is committed to the following Principles (“the Principles”):

- *Partnership*: The Board is built on a collaborative partnership among Cowichan Tribes and the CVRD (the partners) and seeks to engage and bridge the interests of governments, regulatory agencies, local water stakeholders and citizens.
- *Representation*: The Board members are appointed to serve the best interests of Cowichan Basin citizens and the region as a whole in a manner that is consistent with federal and provincial interests that support sound watershed management. Members selected are, to the greatest extent possible, local community leaders and/or known water management champions-related experts.
- *Watershed Emphasis*: The CWB’s priorities and activities are guided by a vision for the watershed as a whole that is based on ecological sustainability and “whole of watershed” thinking. “
- *Transparency*: To the greatest extent possible, the actions and decisions of the CWB will be transparent and open.
- *Nutsamat kws yaay’us tth qa’*: We come together as a whole to work together to be stronger as partners for the watershed. This is an ancient Cowichan Tribes principle. Orientation in the application of the principle will be provided by the Co-Chairs. (“Nutsamat”)

### **3. Operating Policies and Procedures**

#### **3.1 Membership**

##### **3.1.1 Appointment**

The Board is up to 14 members who will be appointed by the government partners as follows:

- The CVRD will appoint three members from the CVRD Board including one member who will serve as Co-Chair of the Board.
- Cowichan Tribes will appoint three members from among the chief and councilors of Cowichan Tribes, including one member who will serve as Co-Chair of the Board.
- One or two members may be recommended by the federal government.
- One or two members may be recommended by the provincial government.
- The CVRD and Cowichan Tribes will jointly appoint up to six members-at-large from the community to provide specific local watershed knowledge. The at-large appointments will take public representation into account such that at least half of the Board members are publicly elected representatives of CVRD, Cowichan Tribes, or local municipalities.

The appointment process will establish the accountability of each member. Elected members are accountable to their elected councils. See the Organizational Structure Diagram (Fig.2).

A member may be removed if the Co-Chairs and a majority of the other members believe such action is in the best interest of Board's deliberations and effectiveness.

##### **3.1.2 Terms**

Terms of elected officials will be commensurate with their respective terms of office. Other members will serve for two years. All members may be reappointed for subsequent terms. If a member resigns before the full term the appropriate government partner(s) will nominate a successor to complete the term.

#### **3.2 Co-Chairs**

The Co-Chairs will be a CVRD Director and Cowichan Tribes' Chief/Councilor selected jointly by the CVRD and Cowichan Tribes.

### **3.3 Board Meetings**

- The CWB may establish its own procedures by consensus of the members.
- Regular meeting dates will be established at the first meeting of each calendar year. Other meeting dates will be determined at a minimum of every two months and at the call of the Co-Chairs.
- Members who are unable to attend a meeting can provide their written input to the Co-Chairs and/or coordinator prior to a given meeting. If required members will be given the opportunity to join meetings via teleconference.
- Meetings are open to the public except when the CWB closes the meeting for reasons given in Section 90 of the Community Charter, which include discussions involving personnel, land or legal matters that require confidentiality.
- Public notification of meetings will be provided in advance of regularly scheduled meetings.
- All agendas will include an opportunity for brief public comment: a) at the beginning of meetings for items on that agenda and b) at the conclusion of meetings on “Other” topics relevant to the mandate of the Board. Members of the public are also welcome to raise their hand to request to speak to an item during a meeting at the discretion of the Co-Chairs.
- A Co-Chair may extend invitations to resource people or community representatives to present at meetings where their input would be of benefit.
- Members who are not covered by their employers or organizations for travel expenses are entitled to claim expenses for travel to and from the meetings at rates consistent with “industry standards” for local/regional government officials.

#### **3.3.1 Quorum**

A quorum exists when over 50% of the board members are present.

#### **3.3.2 Minutes**

Minutes of Board meetings will be prepared by the Executive Director, reviewed and approved by the Board and made available publicly.

#### **3.3.3 Decision-making**

The Board will use “general consensus” decision making to move forward efficiently in meetings. In consensus, the whole group examines the problem, discusses possible solutions and then works together to develop a solution which everyone can support. A motion, a second, and, as required, discussion will take place before calls for a response on the motion.

In keeping with the Principle of Nutsamat (Section 2.3) and the Ground Rules for Members (Attachment 1) the Co-chairs and members will make their best effort to achieve full consensus at all times, with guidance drawn from the purpose, mandate and principles of the organization (Section 2).

If full consensus is not reached, the co-Chairs will defer the matter for further discussion: a) at the following meeting; b) if a timely decision is required, to later in that same meeting or; c) the next available opportunity. Efforts will be made in the interim to discuss, review and revise the motion as appropriate to reach a solution that all members can support.

If members disagree with a motion, but wish to support the group to move forward, they may “stand aside” and allow consensus to proceed. In this case, the minutes will record the number of people who stood aside but mark the motion as "carried" by consensus.

If any member disagrees with a motion and does not stand aside, then consensus is not reached. At this point, the co-Chair may close the consensus process and put the motion to a vote. In a vote, the motion passes if it has the support of all those present minus up to two members.

### **3.4 Committees**

- The CWB may form sub-committees or working groups to assess and report on specific issues.
- Terms of reference will be established for each committee and the CWB will assess the performance of that committee against its terms of reference annually.
- All committees and working groups will work within the scope of the targets set by the CWB and derived from the goals and objectives of the Plan
- The CWB will seek technical advice from and will refer research and restoration decisions to a Cowichan Watershed Technical Advisory Committee comprised of knowledgeable individuals representing the Working Groups and partner organizations.

### **3.5 Roles and Responsibilities**

#### **3.5.1 Roles & Responsibilities of the CWB**

- Advocating for the well-being of the watershed and policies and decisions that reflect watershed thinking and positive outcomes for the watershed;
- Adhering to the Principles and carrying out the responsibilities set out in this governance manual;
- Developing and implementing a process for seeking input from basin residents on CWB activities and for reporting back on activities;
- Developing and implementing processes for members to report back to their respective organizations, including leadership, management and technical staff as appropriate, regarding CWB activities and recommendations;

- Reviewing and updating the Cowichan Basin Water Management Plan, or subsequent Cowichan watershed planning documents;
- Seeking input from the Technical Advisory Committee, Working Groups, and Core Partners as part of the annual business planning process;
- Preparing and distributing an Annual Report/Business Plan with financial reporting from Cowichan Watershed Society;
- Appointing, monitoring and evaluating the Executive Director; and,
- Regularly reviewing and revising policies and procedures to ensure that the CWB is effective.

### **3.5.2 Roles & Responsibilities of Co-Chairs**

The Co-Chairs will work with the Executive Director to lead CWB in fulfilling its mandate. A Co-Chair has the responsibility to:

- Set agendas, call and preside over meetings to:
  - ensure that the CWB follows its adopted Principles and Procedures;
  - ensure that priorities are addressed, the best possible information is brought to the table, all issues are thoroughly discussed and views fairly heard and represented, and the spirit and intent of consensus decision making is honoured;
  - influence the course of meetings as necessary to meet the agenda;
- Provide leadership to the CWB and assist it in reviewing and monitoring implementation of its strategies and policies;
- Build consensus, foster effectiveness and develop teamwork within the CWB;
- Coordinate CWB communications and activities and act as spokespersons for the Board;
- Liaise with and establish positive relationships with the senior government partners, funding partners and others;
- Consult with CWB members and address any issues that arise relating to Board's governance and operating policies;
- Based on consultation with Board members appoint special advisors to provide specialized expertise and advice to the Board as required;
- Ensure the evaluation of the Executive Director takes place in a timely manner;
- Ensure the other Co-Chair is kept informed of current and pending CWB issues;
- Provide guidance and support to Board member representatives regarding their authority and responsibility to the CWB and effective resolution of perceived conflicts of interest, and;
- Provide guidance on CWB principles. Arrange orientation to Nutsamat when appropriate under the guidance of Cowichan Tribes.

### **3.5.3 Roles & Responsibilities of Individual Board Members**

In addition to the Roles and Responsibilities outlined above (3.6.1 and 3.6.2),

members are responsible to:

- Respect the Ground Rules for Members (below);
- Work to maintain communication between the CWB and the organization or constituency the member represents, and;
- Follow the guidance of the member's appointing organization regarding avoiding any conflicts with the roles and responsibilities of that organization.

### **Fig. 3 Ground Rules for Members**

Members accept the responsibility to educate themselves on issues and come to meetings prepared for discussion.

Members will recognize the legitimacy of the concerns and interests of others, whether or not they are in agreement with them.

Members will seek to share discussion time, encouraging everyone to participate fully.

Members will seek to state their own concerns and interests clearly, listen carefully to others, and explore issues from all points of view before forming conclusions.

Members commit to:

- Creatively searching for opportunities.
- Speaking with respect and courtesy and not interrupting. This includes not holding side conversations when others are speaking.
- Suspending judgments and assumptions and checking rumours prior to drawing conclusions.
- Attempting to reach consensus on major decisions.
- Advocating for the adopted plan.

All members will be mindful of the impacts of their public and private statements will have on the climate of this effort; particularly the spirit of attempting to solve problems collectively. Members shall also take special care to differentiate between representing the CWB versus personal opinion when writing or speaking independently.

### **3.5.4 Roles & Responsibilities of the CWB Executive Director**

The role of the Executive Director is to provide leadership and administrative and technical support for the Board. The Executive Director reports directly to the Co-Chairs and with the Co-Chairs is the primary spokesperson for the Board. The CWB members have full access to the Executive Director.

Specific responsibilities include:

- Implement code of conduct, dispute resolution and communication protocols to guide Board members in their deliberations and decision-making;
- Prepare and coordinate CWB meeting agendas, backgrounders, briefing notes, minutes, press releases, and responses to public inquiries about the Board's mandate and business outcomes;
- Provide administrative and technical support to the Co-Chairs and Board on emerging water management issues and programs/actions pursuant to recommendations of the Plan;
- Ensure sound fiscal management;
- Liaise/consult with governments' elected officials and staff, NGO's and individual citizens on water-related issues, particularly those identified as priorities by the CWB and its member organizations;
- Hiring, supervising and evaluating employees, and recommend payment of fees/expenses;
- Develop RFP's, terms of reference, award and manage contracts for specific tasks approved by the Board;
- Prepare progress reports and prepare/oversee production of the CWB's Annual Report and Business Plan for public distribution, summarizing the CWB's achievements towards its primary goals and objectives as well as funding reports (See Sec. 4.2);
- Ensure reporting and accountability mechanisms are aligned with partners' organizational needs and required internal accountability measures, legal requirements and expectations;
- Coordinate and/or attend media interviews related to major water issues before the Board; prepare media advisories/backgrounders; lead development of a public education strategy in cooperation with the Board and communications consultants;
- Implement a training and orientation process for existing and new Board Members regarding this Governance Manual and the Board's priority targets, strategies and Business Plan, and;
- Provide technical letters or advice to decision-makers on behalf of the Board.

### **3.6 Funding and Resources**

- Fundraising and financial administration for the Board is provided by the Cowichan Watershed Society, a registered BC non-profit society (#S0061620).
- Annual funding for core operations of the CWB are provided by the partners Cowichan Valley Regional District and Cowichan Tribes through funding agreements with the Cowichan Watershed Society
- Additional funds for specific projects of the Board are raised and administered by the Cowichan Watershed Society
- In-kind support such as meeting rooms and expertise are provided by the partners and other supporting organizations.

### **3.7 Communication Policies**

- The Executive Director, on behalf of the CWB, may prepare and submit briefing notes, position papers, letters or verbal presentations to various levels of government reflecting the Board's decisions and recommendations.
- CWB will communicate with the public in the following manner:
  - It will provide its decisions and recommendations directly to government elected officials and/or agency staff, at which time they will become public unless involving personnel, land or legal matters;
  - The Co-Chairs may speak publicly about CWB's business on behalf of the members;
  - The Co-Chairs may designate the Executive Director or another member of CWB to speak on the Board's behalf;
  - Individual CWB members will not speak to the public on behalf of Board unless so designated, and;
  - CWB members must clarify they are not speaking for Board if they speak publicly on behalf of their organizations on a Board-related matter.
- Media releases, interviews, web-postings and other outreach materials produced by the CWB must be approved by one of the Co-Chairs in advance as determined by procedures agreed upon by the Co-Chairs.
- A Communications Plan will be included and updated within the Business Plan.
- All members will be mindful of the impacts of their public and private statements will have on the climate of this effort; particularly the spirit of attempting to solve problems collectively. Members shall also take special care to differentiate between representing the CWB versus personal opinion when writing or speaking independently.

## 4. Accountability Mechanisms

The Board is guided by its mandate and evaluates its success by how well it serves the whole of the Cowichan watershed, its citizens and the CWB partners in regard to that mandate. The ways the Board seeks to do that are outlined throughout this manual, particularly under Roles and Responsibilities (Sec. 3.5).

In addition, the following specific mechanisms help the partners and the public measure how well the CWB is meeting its mandate.

### 4.1 Transparency

Transparency is an essential element of accountability and one of the five core principals of the Board. As such:

- Board meetings are open to the public and held on a regular schedule to encourage public attendance.
- Board agendas, minutes and presentations are posted on the website
- Staff contact information is provided on the website for any questions, and these are answered promptly.
- Efforts are made to inform the public about the activities of the Board and concerns about the health of the watershed through media and social media.
- The Board actively engages in public outreach, engagement and education, as described in the Communications Plan, and reports on these activities through the Annual Plan.

### 4.2 Reporting and Evaluation

- An Annual Report will be prepared every March including:
  - The Board's purpose and core principles;
  - Message from the Co-Chairs;
  - Year in Review – summary of activities, progress and challenges for each of the program areas, including communications;
  - Financial summary and detailed financial statement from the previous fiscal year, and;
  - List of directors and committee members for the previous fiscal year.
- A Business Plan will be updated every March including:
  - Overview - The Board's overall 5 year strategic direction;
  - Annual Plan - operational plan for the coming year, including objectives, activities and timelines;
  - Budget - five year budget including projections, and;
  - Progress Evaluation - a running checklist of the achievements to date relative to the goals, objectives and actions in the Cowichan Basin Water Management Plan and associated CWB targets, as well as other projects included in the strategic direction.
- The above reports will be submitted to the Board, to Cowichan Tribes Chief and Council and to the CVRD Board of Directors by the Cowichan Watershed Society, providing a basis for the Board members and the partners to evaluate the Board's performance, whether deliverables were

met, and whether funds were spent appropriately.

- Evaluation of CWB and Partner's implementation of the plan: Accountability for protecting watershed health is measured by the implementation of the Plan and the CWB Targets. The Board's reporting (as above) includes review and evaluation of partner's and board members performance against responsibilities in the Plan, providing a basis for the partners to assess the Board's performance. It also provides a measure of reciprocal accountability between the partners.

### **4.3 Fiscal Management**

Fiscal management and legal accountability of the Board is maintained through the Cowichan Watershed Society (the Society), a registered BC non-profit society. The Society is responsible to ensure adherence to the standards of the *BC Society Act* and all applicable laws.

- Fiscal accountability to the partners is achieved through Funding Agreements with the Society that specify expectations for the funds provided, combined with the annual submission and presentation of the Board's Annual Plan and Business Plan.
- Fiscal accountability to all other funders is achieved by the Society as specified in the funding agreements from those funders.
- A financial statement is prepared annually and presented at the Annual General Meeting of the CWS.

### **4.4 Public Representation**

Representation is one of the Board's core principles. To achieve this:

- At least half of the Board members are publicly elected representatives of CVRD, Cowichan Tribes, or local municipalities.
- All levels of elected government are invited to be represented on the Board, as well as members at large who are jointly appointed by the elected Co-Chairs to contribute specific areas of expertise to the table.