

# CWB Governance Manual V4 June 2023

## Guide to Key Proposed Revisions to Governance Manual (FROM V3. September 2018 to V4 October 2023)

### **The Process:**

The Cowichan Watershed Board is undertaking a review and revision of its internal governance procedures, as reflected in its Governance Manual. This work has been supported and informed by the Setting the Course planning initiative which included interviews and a workshop with CWB members and relevant staff from Cowichan Tribes and CVRD, as well as water sustainability advisors.

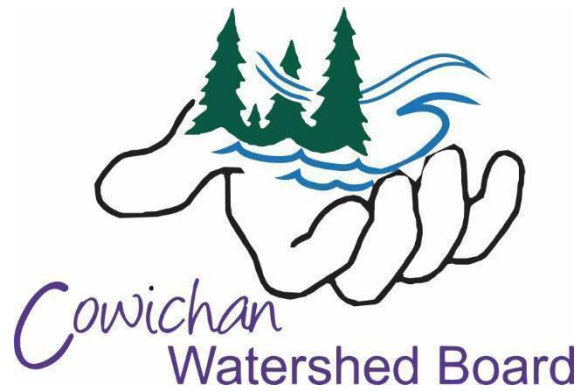
The attached draft will be presented for final edits and approval in principal to the CWB in October 2023.

It will then be sent for approval by the partners, Cowichan Tribes and CVRD, as the guiding document for their CWB partnership, before final ratification by CWB.

### **Proposed Changes:**

Throughout the manual, minor updates have been made to correct anything that is no longer accurate or relevant. These are not all captured here as the edits are quite exhaustive. Version 4 (2018) of the manual is available online under the “About” menu at <http://cowichanwatershedboard.ca>.

The following notes highlight the substantial proposed changes from the 2018 version. [List to be provided based on this document](#)



# Governance Manual

Version 4, October 2023

DRAFT

**Original March 2010**  
**1<sup>st</sup> revised October 2016**  
**2<sup>nd</sup> revision September 2018**  
**3<sup>rd</sup> revision October 2023**

\*This version of the manual was adopted by the Cowichan Watershed Board on \_\_\_\_\_ subject to verification of Hul'q'umi'num' spellings, and following adoption by both Cowichan Tribes Chief and Council [date] and CVRD Board of Directors [date].

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## 1. Introduction

The Quw'utsun/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, working together with one heart and mind for the watershed. The Cowichan watershed is a vital shared resource and foundation of local culture. It is the basis of our health system, supporting the wellness of all beings in the watershed now and into the future.

### 1.1 Background

In 2007, crisis management associated with summer drought led to the development of the Cowichan Basin Water Management Plan (the Plan) by Cowichan Tribes, the Cowichan Valley Regional District (CVRD), BC Ministry of Environment, Fisheries and Ocean Canada, Catalyst Paper, and the Pacific Salmon Commission. The Plan provided a foundation for a more formal and proactive approach to water management 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.”

Thus, the Cowichan Watershed Board (CWB) was jointly established in 2010 by the Cowichan Tribes, CVRD, Department of Fisheries and Oceans, and the Ministry of Environment with the support of the Living Rivers Trust Fund, and Catalyst Paper. The CWB was originally created to guide the implementation of the Plan. To maximize the involvement and contribution of partners, while operating with scarce resources, the Board created a set of “watershed targets” that are tangible, measurable and achievable. Each target addresses several of the detailed actions in the Plan. Working Groups composed of government and stewardship representatives were struck to pursue the targets. These Targets and Working Groups have evolved with time to address other priorities and Indigenous perspectives. Current information can be accessed here: ([cowichanwatershedboard.ca/cowichan-watershed-board-targets](http://cowichanwatershedboard.ca/cowichan-watershed-board-targets)). The broad topics covered by the targets are:

- Water Quality
- Estuarine Health

- Salmon Sustainability
- Wise Water Use
- Watershed Connection (formerly Watershed IQ)
- Water Supply / Flows
- Riparian Habitats Protection

In 2018, given the “whole of watershed” approach, the CWB formally recognized the Xwulqw’selu/Koksilah watershed, which joins the Cowichan River system at the Estuary as part of the Cowichan watershed in its 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 Indigenous, federal, provincial and local Governments. Legal authority lies in many Crown statutes and Indigenous water laws, but these are often disconnected, and a lack of recognition for Indigenous rights remains a major challenge in Canada and BC. As a result, collaborative 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 is intended to support collaborative, local decision making at the regional/watershed-scale within the existing institutional and legal water framework, while simultaneously advocating for the recognition of Indigenous authority within these frameworks. As an advisory entity, the CWB’s role includes actively working with decision makers, including all levels of Government represented at the table, and encouraging them to base their water management decisions on the Board’s recommendations.

This governance manual outlines the Board’s governance framework and operating policies and procedures. It is periodically reviewed and updated with the approval of Cowichan Tribes and Cowichan Valley Regional District.

Fig.1 Cowichan Statement

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

Qw'utsun mustmuhw, ni' 'o' ni' tthusht'esulhkws 'itst 'u tun'atumuhw, 'i 'o' hwunst'e. Nilh 'o' thu-'it syuw'entst, tun ni' 'u kwthuhwun'amustimuhw 'iwutl'uts' 'i 'u tun'atumuhwtst. Ni' yuxtse'tumtthu Qw'utsun 'u tthu-itumuhw, qa', kw'atl'kwatthuni' spupin' 'u tthutumuhw, ttho' mukw' stem ni' hakwni' 'u tthustl'ulnuptst. Kwuthushtun-ni' 'iwststni' yuxtse'tum 'u ttho' mukw' stem ni' ha'kwkwsstthuthi'skwshuli-s. O' nilhtthu Qw'utsun mustumuhw, nilemuxutunstum 'u tthuni' snuwuntewut 'u tthushtunaalhtun, tst. Uwutumtem-us 'i' ni' tsttsmem't 'aanlhkwskwun-etewut, hwayumtun'as'aalhtl'ulnup. Qw'utsun Mustimuhw, ha'kwushtst kw' stutul'na'mutxetsul's kw' shtuhimstthustl'ulnuptst. Mukw' stem 'o' shilukw'tul 'i' nilhni' shkw'akw'umstthusulsuli'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

## 2. Governance Framework

### 2.1 Mission Statement

**We come together, with one heart and mind to work for the health of the Cowichan-Koksilah watershed and the peoples who live here.**

#### **Purpose**

The purpose of the CWB is to facilitate 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).

### 2.2 Mandate & Authority

The Board'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.*

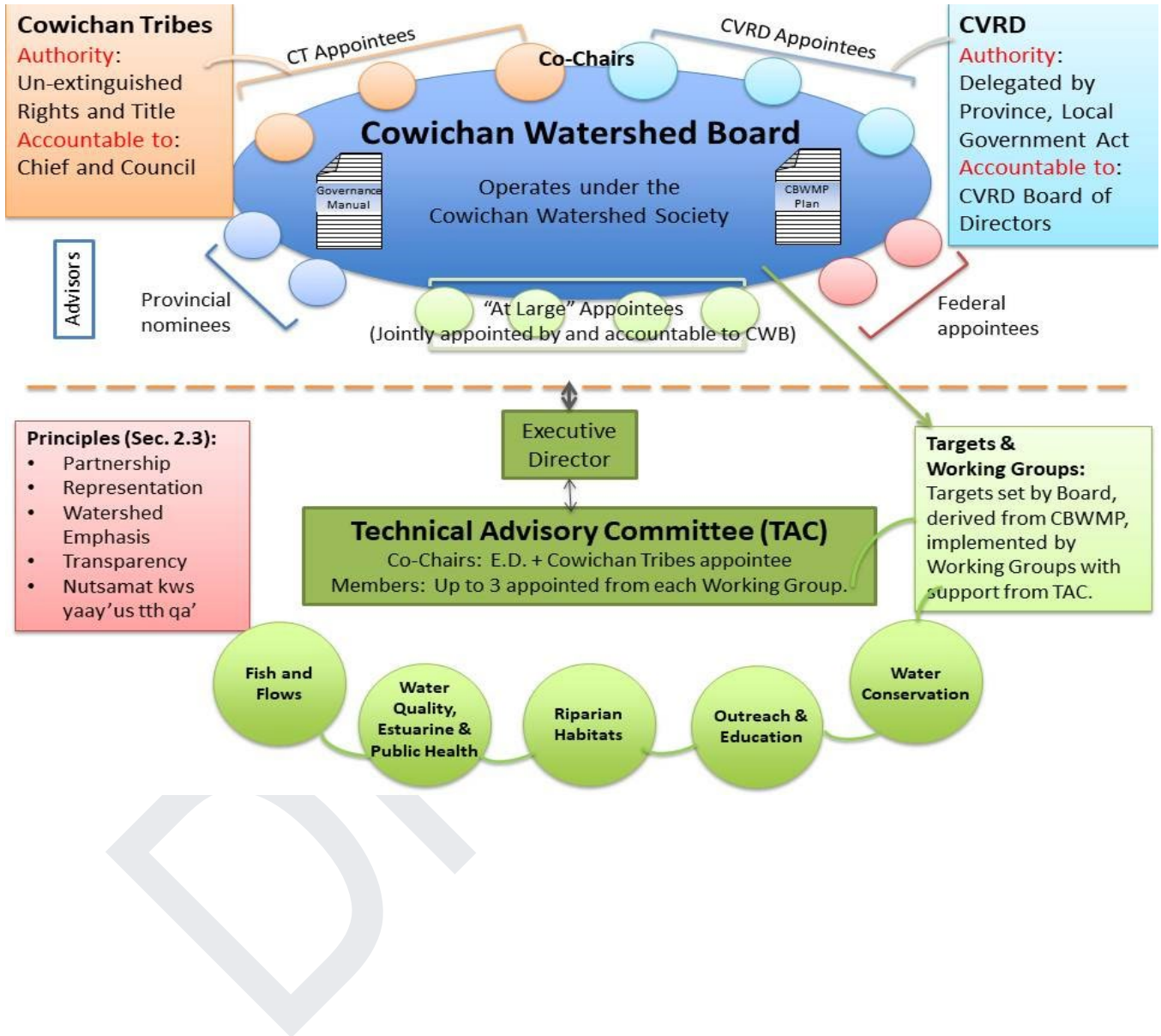
Working in collaboration with Cowichan Tribes, CVRD, and the Provincial and Federal Governments, the Board shall promote wise water management practices throughout the watershed by:

- advocating for the well-being of the watershed;
- guiding and coordinating the implementation of the Targets
- 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 Board provides a space for people to come together with their respective authorities, integrity and humanity; in the spirit of Nutsamaat (one heart, one mind), to share information, make consensus recommendations and/or commitments; and then work to implement those recommendations and commitments within their own organisations with their own authorities, as shown in Fig.2.

**\*\*Revised Diagram to be presented at October 30, 2023 Board Meeting**

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 by Cowichan Tribes Chief and Council and Cowichan Valley Regional District. 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 tu 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 16 members who will be appointed by the government partners as follows:

- Cowichan Tribes will appoint three members from among the Chief and Councillors of Cowichan Tribes, including one member who will serve as Co-Chair of the Board.
- The CVRD will appoint three members from the CVRD Board 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 Co-Chairs 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 the 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 Chair/Director and Cowichan Tribes' Chief/Councillor appointed 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.

- Members who are unable to attend a meeting can provide their written input to the Co-Chairs and/or Executive Staff 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 encouraged to write to the Executive Staff in advance of meetings to request to speak; and may raise their hand to request to speak to an item during a meeting; permission will be at the discretion of the Co-Chairs.
- A Co-Chair may extend invitations to resource people or community representatives to attend meetings where their input would be of benefit.
- Board Members who are not compensated 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, AND there is representation from both foundational partners; Cowichan Tribes and CVRD.

### **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. In keeping with the Principle of Nutsamat (Section 2.3) and the Roles and Responsibilities for Members (Section 3.5) 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).

A motion, a second, and, as required, discussion will take place before calls for a response on the motion. The meeting Chair will then test for consensus.

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, Working Groups and Advisors**

- 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 policy, governance, scientific, cultural, or other advice from knowledgeable individuals representing the Target Working Groups and partner organizations.

### **3.5 Roles and Responsibilities**

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

The CWB will hold the following roles and responsibilities, to be a:

- **Leader:** hold vision, advise governments, champion Indigenous authority, and be a model of collaborative governance
- **Convenor/coordinator:** build and strengthen relationships, coordinate/support decision-makers, guide implementation of plans, and coordinate working groups.
- **Actor:** research, undertake watershed planning, set targets, gather data, monitor, provide technical expertise, and support land use planning
- **Communicator/educator:** engage, facilitate community involvement, build support, develop outreach and extension tools, report back to community, and share information
- **Administrator:** secure, administer, and amplify funding; undertake business and operational planning, revise policies and procedures, provide secretariat functions, provide human resources and act as clearinghouse for watershed information

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

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

- Provide leadership to the Executive Director, including regular communication/meetings, timely evaluation, and guidance.
- Ensure the other Co-Chair is kept informed of current and pending CWB issues;
- Build consensus, foster effectiveness and develop teamwork within the CWB;
- 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;
- Oversee 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;
- Appoint special advisors, in consultation with other Board members and staff, to provide specialised expertise and advice to the Board as required;
- Provide guidance and support to Board member representatives regarding their authority and responsibility to the CWB, address any issues that arise relating to governance and operating policies, and support effective resolution of perceived conflicts of interest, and;
- Provide guidance on the CWB's principles. Arrange orientation to Nutsamat when appropriate for Board members, partners or others, under the guidance of Cowichan Tribes.

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

In addition to the Roles and Responsibilities outlined above (3.5), members are responsible to:

- Work to maintain communication between the CWB and the organisation or constituency the member represents, and;
- Follow the guidance of the member's appointing organisation regarding avoiding any conflicts with the roles and responsibilities of that organisation.
- Accept the responsibility to be familiar with and adhere to the guidance of this Governance Manual.
- Educate themselves on the issues, review materials provided by staff and advisors, and come to meetings prepared for discussion.
- Recognize the legitimacy of the concerns and interests of others, whether or not they are in agreement with them.
- Seek to share discussion time, encouraging everyone to participate fully.
- Seek to state their own concerns and interests clearly, listen carefully to others,

and explore issues from all points of view before forming conclusions.

- Commit to:
  - Respecting the Principle of Nutsamat kws yaay'us tu qa': We come together as a whole to work together to be stronger as partners for the watershed.
  - Creatively searching for opportunities.
  - Keeping an open mind.
  - Listening and speaking respectfully.
  - Attempting to reach consensus on major decisions, (Per Consensus section 3.3.3)
  - Work to implement recommendations and commitments made at the CWB table within their own organisations with their own authorities.
- Be mindful of the impacts their public and private statements may have on the CWB; 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 along with the Co-Chairs is the primary spokesperson for the Board. The CWB members have full access to the Executive Director.

Responsibilities include:

- Implement code of conduct, dispute resolution, member onboarding and communication protocols to guide Board members in their roles, deliberations and decision-making;
- Hold overall responsibility for keeping the CWB strategically focused, technically grounded, administratively organized and financially sound.
- Implementing the Communications Policies as outlined in Section 3.5.7.

#### **3.5.5 Role & Responsibility of Advisors**

Advisors are valuable contributors to the Cowichan Watershed Board (CWB) and offer expertise and linkages with the external community. Advisors are not employed by, nor representing any of the Member groups represented on the CWB. Advisors generally possess legal, scientific, governance, procedural, local or cultural expertise and knowledge that enhances the work of the CWB. Advisors have the responsibility to;

- Regularly attend Board Meetings, and review Board materials in advance.
- Stay informed of the activities and discussions of the Board.
- Obtain Board and Staff approval, input and/or direction prior to communicating or distributing information about, or on behalf of the CWB.
- Adhere to the 5 Principles as outlined in the Governance Manual.

### **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 participating governments through agreements with the Cowichan Watershed Society.
- Additional funds for activities and 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 organisations.

### **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.
- It will share all Board meeting materials publicly on the CWB website, with the exception of draft letters, reports, etc., or correspondence received that may violate the privacy of an individual, or is otherwise deemed inappropriate to publish.
- The Co-Chairs may speak publicly about CWB's business on behalf of the members.
- The Co-Chairs may designate the Executive Director, another staff, 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.
- Individual CWB members must clarify they are not speaking for the Board if they speak publicly on behalf of their organisations or as individuals 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.

## 4. Accountability and Alignment

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 section details how the CWB will establish and report on progress towards the CWB priorities, and 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 principles 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 Planning, Reporting and Evaluation

- A Strategic Planning process will occur every 5 years to provide high-level, long term planning for CWB.
- Each year, staff will prepare a Business Plan and Annual Report, which will be submitted to the Board, to Cowichan Tribes Chief and Council and to the CVRD Board of Directors by the Cowichan Watershed Society for information and to support alignment of priorities.
  - The Business Plan will include:
    - An overview of the Board's progress towards achieving the priorities set out in the Strategic Planning process;
    - High level operational plan for the coming year, including objectives, activities and timelines, and;
    - Both an annual budget and a 3-year budget projection to support the Business Plan.
  - The Annual Report will include:
    - The Board's purpose and core principles;



- A message from the Co-Chairs;
- Year in Review – brief summary of activities, progress and challenges;
- Progress made on the identified priorities and targets, including achievements by CWB and partners throughout the Cowichan Valley.
- Financial summary and detailed financial statement from the Cowichan Watershed Society’s previous fiscal year, and;
- List of Board Members, Directors, Advisors, Working Groups, and other Committee Members for the previous fiscal year.

### **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 for ensuring 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 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 Cowichan Tribes, CVRD, or local municipalities.
- All four 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.