

# Nova Scotia Nature Trust

## Board Charter

The Nova Scotia Nature Trust (“The Trust”) exists to protect the outstanding natural legacy of Nova Scotia through land conservation. The Trust is governed by the Board of Directors (“the Board”), who are elected by The Trust’s members.

The Board is responsible to provide strategic leadership, effective stewardship and to advance the best interests of the Trust. This Board Charter is intended to articulate how the Board shall best achieve these responsibilities and delegates to the Board how it shall ensure compliance with the responsibilities outlined in this document.

The Board is expected to:

### Mission, Vision, Beliefs and Approach

- The Board shall review, approve and support the stated **Mission** of the Trust
- The Board shall review, approve and support the stated **Vision** of the Trust
- The Board shall review, approve and support the stated **Beliefs** of the Trust
- The Board shall review, approve and support the stated **Approach** of the Trust

### Ethics

- Review and approve the Trust’s **ethics-related policies**
- Ensure that the Trust has a strong ethic-related policy framework in place and that such policies are clear, known to and applied by the Trust’s directors, officers and employees

### Planning and Organizational Performance

- Create, in conjunction with staff, the Trust’s **strategic plan**
- Approve and review the Trust’s strategic plan
- Approve the key performance indicators by which the operation of the Trust will be assessed
- Approve the Trust’s **annual budget** and **operating plan** (including priorities and key performance indicators)
- Monitor and assess the Trust’s progress in relation to its strategic and annual plans and key performance indicators

### Board-Executive Director Relationship

- Define the roles, responsibilities and compensation of the Executive Director
- Conduct annual performance reviews of the Executive Director
- Appoint, support the development of or terminate the Executive Director
- Approve the succession plan for Executive Director and key management positions

## Financial Oversight

- Exercise financial oversight to ensure the Trust ongoing financial sustainability
- Approve the annual audit plan for the Trust
- Approve appropriate **financial policies**
- Approve significant transactions
- Approve the audited financial statements
- Recommend to the membership the annual appointment of external auditors

## Risk Oversight

- Understand the principal risks facing the Trust and ensure, through the Executive Director, that the Association has systems in place to identify and manage risks.
- Create and maintain a **Risk Register** to identify and properly manage risks.
- Monitor the **Risk Register** to ensure the adequacy of the Trust's internal controls and management information systems, including the privacy and protection of confidential information of the Trust's members, donors, volunteers and employees.
- Monitor the Trust's performance in relation to key safety and quality indicators, such as health and safety plans and key performance indicators in comparison with other land trusts.
- Seek advice from relevant experts as required.

## Human Resources Oversight

- Approve the Trust's employee compensation philosophy and monitor the competitiveness of the Trust's compensation/ benefit levels.
- Ensure that a succession plan is in place for senior leadership and other key positions within the Trust and/or mechanisms to support knowledge transfer of key organizational information.
- Ensure, through the CEO, the development of a long-term, comprehensive, human resource plan for the Trust (that is linked to the Trust's strategic plan) including **organizational charts** of the reporting structure within the Trust.
- Approve and renew from time to time, key human resource policies and monitor their effectiveness in order to foster a work environment that attracts and retains talented people.

## Compliance Oversight

- Oversee the Trust's compliance with all statutory, regulatory or legal requirements.

## **Communications and Stakeholder Relations**

- Monitor the quality and effectiveness of the Trust's relationships with key stakeholders.

## **Board Continuity and Diversity**

- Create and monitor a succession plan for Board membership.
- Create and monitor a succession plan for the Board's executive members to ensure continuity, knowledge and experience among the Board's leadership.
- Ensure that diversity in all its forms is properly reflected in the membership of the Board.
- Identify and ensure that the Board contains all of the necessary skills and backgrounds to operate and achieve compliance with its By-Laws and this Charter.
- Review Board member terms to ensure continuity and succession is properly managed.

## **Board Effectiveness and Efficiency**

- Review from time to time, existing governance policies and systems
- Develop and implement governance policies and systems that are in keeping with evolving best practices.