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NGO’s Role in Society Today

Insights from the annual Edelman Trust Barometer
The Cliffs of Fundy Geopark is pursuing charitable status. As a non-profit entity, and a non-governmental organization (NGO), Cliffs has a unique position at the nexus of civil society, government, business and the broader communities of interest it serves and supports.

It also carries many imbued demands, hopes or expectations from these same groups. Businesses want it to drive economic opportunity and ‘traffic’. Governments want it to create and drive opportunity, and indirectly support the property and income/sales tax base. Civil society alternately want it to protect and promote the natural features of this spectacular area.

With the rise of social media, the evolution in “who” is trusted by the citizenry/public, and what they are trusted on/about continues to evolve.

The COVID-19 pandemic saw a brief resurgence in trust levels for governments in the western world, in particular in Canada. The results of the annual Edelman Trust Barometer, however, show that it is now Business and their CEOs who hold the highest trust levels among the public. The media, government and NGOs have all slipped to greater or lesser degrees.

Issues like the “WE scandal” have had a knock-on effect on many charitable and non-profit entities, including the transparency and interests of their governance structures.
Cliffs should use this knowledge to ensure it creates distance between itself and any of the aforementioned entities where it can, and forge its own path of trust and relationship-building.

Lest it be felt that this is an esoteric measure, it is in fact deeply important to the stature and reputation Cliffs will build in the community, region, province and world – and how willing government(s) will be to expend political and financial capital in support of the organization and its mission.
Who speaks with authority? (Edelman)

SPOKESPEOPLE LOSE CREDIBILITY
Percent who rate each as very/extremely credible as a source of information about a company

2021 Edelman Trust Barometer. CRE_PPL. Below is a list of people. In general, when forming an opinion of a company, if you heard information about a company from each person, how credible would the information be—extremely credible, very credible, somewhat credible, or not credible at all? 4-point scale; top 2 box, credible. Question asked of half of the sample. General population, 27-mkt avg.

CEO credibility at all-time lows in India, Brazil, Indonesia, Argentina, Russia, France and Japan

Academic expert: -8
Company technical expert: -10
A person like yourself: -7
CEO: -4
NGO representative: -1
Board of directors: -5
Regular employee: -14
Government official: +5
Journalist: 0

2021 Edelman Trust Barometer. CRE_PPL. Below is a list of people. In general, when forming an opinion of a company, if you heard information about a company from each person, how credible would the information be—extremely credible, very credible, somewhat credible, or not credible at all? 4-point scale; top 2 box, credible. Question asked of half of the sample. General population, 27-mkt avg.
Who is competent & ethical?

BUSINESS NOW ONLY INSTITUTION SEEN AS BOTH COMPETENT AND ETHICAL

(Competence score, net ethical score)
Who is trusted?

BUSINESS BECOMES ONLY TRUSTED INSTITUTION

Percent trust

56
TRUST INDEX

Change, 2020 to 2021

Business
Business more trusted than government in 18 of 27 countries

61
+2
pts

NGOs

Government

57
53

2021 Edelman Trust Barometer. The Trust Index is the average percent trust in NGOs, business, government, and media. TRU_INDEX: Below is a list of institutions. For each one, please indicate how much you trust that institution to do what is right. 9-point scale; top 4 box, trust. General population, 27 countries.

SPRING TRUST BUBBLE BURSTS; BIGGEST LOSS FOR GOVERNMENT

Trust Index, 11 countries included in the 2020 Trust Barometer Spring Update

Global 11

government

Media

NGOs

Business

+6
-5

+5
55

56

Jan 2020
May 2020
Jan 2021

Government was the most trusted institution in May, then lost its lead 6 months later

2021 Edelman Trust Barometer. The Trust Index is the average percent trust in NGOs, business, government, and media. TRU_INDEX: Below is a list of institutions. For each one, please indicate how much you trust that institution to do what is right. 9-point scale; top 4 box, trust. General population, 11 countries.

<table>
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<th>Government</th>
<th>+/- Jan 2020 to May 2020</th>
<th>+/- May 2020 to Jan 2021</th>
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<td>-1</td>
</tr>
<tr>
<td>France</td>
<td>+13</td>
<td>+2</td>
</tr>
</tbody>
</table>
A Global Network
What is a Geopark?

UNESCO Global Geoparks are single, unified geographical areas where sites and landscapes of international geological significance are managed with a holistic concept of protection, education and sustainable development.

A UNESCO Global Geopark uses its geological heritage, in connection with all other aspects of the area’s natural and cultural heritage, to enhance awareness and understanding of key issues facing society in the context of the dynamic planet we all live on, mitigating the effects of climate change and reducing the impact of natural disasters. By raising awareness of the importance of the area’s geological heritage in history and society today, UNESCO Global Geoparks give local people a sense of pride in their region and strengthen their identification with the area. The creation of innovative local enterprises, new jobs and high quality training courses is stimulated as new sources of revenue are generated through sustainable geo-tourism, while the geological resources of the area are protected.

This bottom-up approach is becoming increasingly popular through the positive and effective running of the Global Geoparks Network (GGN) under UNESCO’s ad hoc support with individual Member States as appropriate.

Distribution of GGN Members
UNESCO's work with Geoparks began in 2001. Then in 2004, 17 European and 8 Chinese geoparks came together at UNESCO headquarters in Paris to form the GGN where national geological heritage initiatives contribute to and benefit from their membership of a global network of exchange and cooperation. Ever Since, Geoparks through the GGN have grown to include 120 sites in 33 countries. They have become an increasingly important tool for UNESCO to engage Member States and their communities in the Earth Sciences and geological heritage.

During the 38th session of UNESCO's General Conference in 2015, the 195 Member States of UNESCO ratified the creation of a new label, the UNESCO Global Geoparks. This expresses governmental recognition of the importance of managing outstanding geological sites and landscapes in a holistic manner, and also provides a new international status to a former network of sites of geological significance, preferably allowing the Organization to more closely reflect the societal challenges of Earth Science today.

Now the UNESCO supports Member States’ efforts to establish UNESCO Global Geoparks all around the world especially in the developing territories without a Geopark, in close collaboration with the Global Geoparks Network. There are currently 147 UNESCO Global Geoparks in 41 countries and an equal number of communities committed to promoting these unique natural sites. The Network fosters the exchange of ideas and information sharing, and encourages quality tourism infrastructure, educational programs, and conservation measures to showcase areas of exceptional geological significance.
One of Canada’s 2 New Geoparks

The Cliffs of Fundy Geopark Society was established as a not-for-profit society on January 3, 2019 to continue the process of becoming the first UNESCO Global Geopark in Nova Scotia. We were directed to proceed with the UNESCO application after the completion of an evaluation by the Canadian Geopark Network in 2018. Both Cumberland County and the Municipality of the County of Colchester signed a Memorandum of Understanding as they joined forces to prepare for the UNESCO evaluation expected in the summer of 2019.

A Board of Directors was formed and an Executive was appointed and the work began. Many of our Board members were part of the original steering committee. An application was submitted to UNESCO and the international evaluation visit was scheduled. Dr. John Calder was a great asset to the Board throughout the process and was instrumental in keeping us focused. The weather cooperated during the visit of the international team and we had a very successful evaluation. In the fall of 2019 the Executive and Board set up a working group to establish our first budget. At this time Board members met with the Atlantic Canada Opportunities Agency (ACOA) who provided valuable assistance. Our Coordinator left the organization in December 2019 and the work-load fell to the Executive and the Board. In addition, the staff support person from Colchester was a terrific asset. We had received the evaluators’ report from their visit and began the process to hire a Manager as well as a Geoscientist.

Shortly after that we were faced with the COVID-19 pandemic and all our work was put on hold. This takes us to the end of March 2020, our first official year-end. You will have to come back next year to get the next chapter.

Don Fletcher, past Chair, Annual Report 2019
Milestones of the Geopark

2015

The concept of a Geopark was presented to Cumberland Geological Society.

The Canadian National Committee for Geoparks was advised of our intention.

2016

The Mi’kmawey Elders Advisory Council gave us their blessing.

First community meetings were held.

A Steering Committee of volunteers was established.

2017

Geosites were selected and infrastructure was assessed.

Funding was confirmed at municipal, provincial and federal level as well as in-kind donations.

The logo and a branding scheme were developed.

2018

A Coordinator was hired.

The application was submitted to the Canadian National Committee for Geoparks.

The Canadian National Committee for Geoparks completed their site evaluation.

The Cliffs of Fundy Geopark was approved for UNESCO application.

2019

The organization transitioned to an independent society and was incorporated as a not-for-profit.

UNESCO ‘desktop review’ was completed.

The Cliffs of Fundy Geopark was selected for evaluation by UNESCO.

The UNESCO site evaluation was completed.

The UNESCO Global Geoparks Council proposed to forward the nomination of Cliffs of Fundy Geopark to become a new UNESCO Global Geopark to the Executive Board of UNESCO for its endorsement during the 2020 Spring session.

2020

The UNESCO executive was expected to announce their decision in the spring of 2020.

The logo
was designed to communicate
• a place of adventure
• a place of geological wonder
• a place of the Mi’kmaq

The double curve motif is a significant Mi’kmaq symbol for water, visible in traditional arts and petroglyphs, such as the one figured here.
Other Key Dates

11,000 + years ago: Earliest known inhabited site of humans in Northeastern North America

Joint Stocks Registration as Society: January 3, 2019

New ED starts: June 29, 2020

Announcement of Designation as Geopark: July 10, 2020

TCPEP Accelerated Market Readiness Report: October 2020

Governance Review Consultant retention: November 2020

Geoscientist hired/starts: December 2020

Geopark Status Re-validation: 2023
Board Structure
Cliffs of Fundy Geopark Board of Directors
(as at Nov 23, 2020)

Chair – Christine Blair, Mayor of the County of Colchester
Vice Chair – Mayor Scott Murray of the County of Cumberland
Secretary – Anita MacLellan, Economy
Treasurer – Norman Rafuse, Parrsboro
Geologist – John Calder, Halifax (Chair of CGN)
Lands & Forestry – Chris MacIntyre, Bible Hill
Confederacy of Mainland Mi’kmaq – Gerald Gloade
Communities, Culture and Heritage – Calum Ewing, Halifax
Education Rep. – Louise Leslie, Parrsboro
Geoconservation Rep. – Sandra Currie, FORCE, Parrsboro
Technical Resource Rep. – David Piper, Halifax and Parrsboro (geologist)
Technical Resource Rep. – Georgia Pe Piper, Halifax and Parrsboro (geologist)
2nd Cumberland Council Member – Carrie Goodwin, Councillor
2nd Colchester Council Member – Marie Benoit
Past Chair (ex-officio) – Don Fletcher, New Salem, former municipal Councillor
County Staff Support (ex-officio) – Michelle Byers, Cumberland
County Staff Support (ex-officio) – Devin Trefry, Colchester
Executive Director – Beth Peterkin
What kind of Board are you?

Advisory Board Governance Model
A CEO who founds an organization will soon find that he needs help in running the organization. An advisory board serves as the primary resource for the CEO to turn for help and advice. Members of an advisory board are trusted advisors who offer professional skills and talents at no cost to the organization. Advisory boards may also be formed in addition to an organization's board to help and advise the board, as a whole. Advisory board members typically have established expertise or credentials in the nonprofit's field. An organization that is visibly connected to an advisory board's name, can increase the organization's credibility, fundraising efforts, or public relation efforts.

Patron Governance Model
The Patron Model is similar to the Advisory Board Model. The main difference between the two models is that the primary purpose of the board members under the Patron Model is to perform duties related to fundraising. Patron Model boards are typically comprised of board members who have personal wealth or influence within the field. The primary role of board members under the Patron Model is to contribute their own funds to the organization and to use their network to gain outside contributions for the organization. Under this model, the board members have less influence over the CEO or organization's board than in the Advisory Board Model.

Cooperative Governance Model
A board that operates without a CEO uses a Cooperative Model. The board makes consensual decisions as a group of peers, making it the most democratic governance model. There is no hierarchy and no one individual has power over another. The board exists only because the law requires its formation. This model requires that each member be equally committed to the organization and willing to take responsibility for the actions of the whole board.

Management Team Model (aka “Working Board”)
The most popular governance model for nonprofit organizations is the Management Team Model. This model is similar to how an organization administers its duties. Rather than hiring paid employees to be responsible for human resources, fund-raising, finance, planning, and programs, the board forms committees to perform those duties.

Policy Board Model
John Carver, author of “Boards that Make a Difference,” developed the Policy Board Model, which quickly became a staple platform for nonprofits. The board gives a high level of trust and confidence over to the CEO. The board has regular meetings with the CEO to get updates on the organization's activities. Under this model, there are few standing committees. Board members should have a demonstrated commitment to the organization and be willing
to grow in the knowledge and abilities regarding the organization. Many nonprofit organizations will adopt one main model, such as Carver’s Policy Board Model, and add one or more boards to round out the needs of the organization. For example, a health organization may form an advisory board to advise them and a charity board to work on fundraising. Religious organizations operate under different rules than other non-profits. Churches, faith missions, and other religious organizations may add a religious board, so that they may be better stewards of their organization’s assets.

**In my assessment,** the COFG has been operating in its short life mostly as a Working Board, with a gradual evolution toward the Policy Board model.

Deloitte’s best practice observation (pg. 6) comes from the experience of public companies:

**The board mandate**

To help ensure that they discharge their stewardship responsibilities effectively, regulators recommend that boards of publiclylisted companies adopt a formal mandate that sets out the responsibilities of the board and its committees, in particular those decisions that require the prior approval of the board. **NPO boards would similarly benefit from having a formal mandate.**

The purpose of the mandate is to ensure that no expectation gaps exist between the board, management and other stakeholders with regard to the board’s role. The mandate should clearly define the board’s authority, responsibilities and accountabilities. It should also serve as a key component for various board activities. For example, the mandate is the basis of the board’s “work plan,” which is a translation of the board’s agreed upon responsibilities (as outlined in its mandate) into agenda tasks to ensure that each responsibility is addressed appropriately. The mandate also provides a foundation for the board’s self evaluation of its effectiveness in carrying out its responsibilities.
Some key differences between Working and Policy Boards

**Working Board**
- Few, if any, staff
- Board members involved in operational work of the organization, of necessity
- Board creates and implements plans (strategic, business, financial etc)
- Board burnout higher, and feelings of efficacy lower
- Board terms indistinct
- Coordination and direction harder to maintain

**Policy Board**
- Work and operation of the organization entrusted to skilled staff
- Board members not involved in operational work of organization
- Planned succession and turn-over refreshes board oversight
- Balance between staff execution, and board input to, organization plans and objectives
- Role clarity leads to greater satisfaction and feelings of efficacy
What is Governance?

In its' seminal guide, *The Effective Not-for-Profit Board*, at page 4 Deloitte observes:

- Governance refers to the **processes and structures** used to direct and manage an organization’s operations and activities. It defines the division of power and establishes mechanisms to achieve accountability among stakeholders, the board of directors and management.

- Good governance systems are designed to help organizations focus on the activities that contribute most to their overall objectives, use their resources effectively, and ensure that they are managed in the best interests of their stakeholders.

Governance – Key Questions for the Board

Deloitte (p. 15) outlines a series of questions for Boards to ask themselves about their approach to Governance:

- Does the board understand the key elements essential to the NPO’s success (*for example*, reputation in the community, status as a charitable organization, active support of volunteers, key employees, funding and the continuing need for its services)?

- Is the board actively involved in approving objectives for the management team and in monitoring management’s performance?

- Has the board identified the NPO’s various stakeholders, the expectations each stakeholder group has for the NPO and the appropriate methods of communication to and from each?

- What internal controls exist over the use of resources, approving expenditures and investing funds? Is the board responsible for reviewing and approving budgets? What decisions need board approval?

- Has the board articulated its responsibilities in a formal mandate and published its mandate so it can be read and understood by management and the NPO's stakeholders?
In an article for the magazine *Non-Profit Quarterly*, Charleston College Professor and MPA Director Janet Millesen expands on the Policy Governance model outlined by John Carver, and draws lessons for Non-Profit Boards:

In his Policy Governance Model, John Carver defines a nonprofit organization’s ethical ownership more specifically with a concept he calls **moral ownership**. Carver describes the moral ownership as “a special class of stakeholders on whose behalf the board is accountable to others.” Similarly John Smith, in his book, *Entrusted: The Moral Responsibilities of Trusteeship*, draws attention to the fact that although boards may feel as though multiple stakeholders are pulling in competing directions, it is the role of the board to sort out these conflicts in a way that is faithful to its calling and to those the organization exists to serve.

When the board recognizes its public trust obligations and makes decisions that are mission-focused and responsive to constituent expectations, it makes clear the decision criteria by which it will sort and prioritize multiple, often competing operational expectations. As such, the resulting decisions are justifiable to a broad array of stakeholders. In short, by defining moral ownership, the board unequivocally specifies “who” is important and how the organization will meet its public benefit purpose, thus fulfilling its fiduciary obligation to the legal ownership.

Even though nonprofit boards may feel accountable to multiple stakeholder groups who place competing demands on organizational operations, **moral ownership must be fundamentally linked to the basic purpose for which the organization exists**. Without a doubt, all stakeholders have some ownership in the organization. However, as John Carver makes clear, a distinction must be made between those with whom the organization enters into exchange agreements and those on whose behalf the organization exists. Let me explain.

Nonprofit organizations and their governing boards often look to the external environment for resources needed to survive. What is important to remember, however, is that there is a voluntary element to resource exchange. Nonprofit organizations are not required to accept donations, grants, or contracts to provide specific services. In most instances, the organization is free to choose whether it will enter into an agreement with a particular resource provider or seek an alternative source of revenue.

Although it is true that these resource providers may have a stake in the organization – and the board may feel some obligation to these stakeholder groups – vendors, donors, and funders are not owners. Owners are those stakeholders with interests and concerns the board is legally and morally obligated to acknowledge. As Carver explains, “The test for ownership is not with whom the board makes a deal, but whom the board has no moral right not to recognize.”
Other Entities

**Private Corporation Boards** – accountability is generally quite clear: it is to the shareholders. Public companies are different, in particular when it comes to transparency and scrutiny of their work.

Those shareholders often hold different classes of shares (preferred, common, etc) that come with different rights and privileges. It is the Board’s duty to serve these shareholders. That responsibility is primarily made-up of creating/maintaining/protecting shareholder value.

**Governments** (principally Federal and Provincial governments) – have Agencies, Boards and Commissions created under their authorities and oversight. The Boards of these “ABCs” often have very specific legislated mandates, or mandates under the authority of a Minister. They sometimes serve deliberately at arms-length from the government, but in most cases have a close reporting function and relationship with senior government entities.

“It is generally accepted that it is the board’s role to ensure that their organization has a solid foundation of policies. It is also generally accepted that the board approves policies, the highest-level ones certainly. What is not so well understood is where new policies come from. They do not necessarily originate with the board. Indeed, most boards would be challenged to draft a variety of policies.”

Grant MacDonald, retired professor at Dalhousie University

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**Ideal Model for COFG: Policy Board**
Evolution of the COFG Governance Structure

- **2015-2019**
  - Steering Committee
  - Incorporation; Creation of Founding Board
  - Volunteer-led and directed (*largely*)
  - “Many hands make light work”

- **2019-2020**
  - Founding Board; “Working Board” approach
  - Interim staff
  - Significant volunteer efforts
  - Hiring of full-time staff
  - Fewer hands, less ad-hoc in approach and outlook

- **2021 - ++**
  - Staff manage and lead organization
  - Development of Strategic Plan
  - Board provides predictable governance framework
  - Mindful of “too many cooks spoil the broth”
“The Board has only one employee, the CEO (sic). The CEO has the rest.”
~ John Carver

Joanna Andrew, a partner at Mellor Olsson in Australia offers this insight:

The key to a successful organisation is a respectful and productive working relationship between the board and its CEO. One factor that will always upset the apple cart in this relationship and inevitably lead to a dysfunctional and overall poor performing board and business is a board that concerns itself with operational issues.

The phrase “noses in and fingers out” is one of the most-commonly repeated in Corporate Governance. It is simply just that.

“A board’s role is to govern the affairs of the company or association, not to meddle or involve itself in the operations of the business. But what exactly is the difference between governing and operating? A board focussed on governing always has the strategy of the company at the forefront of its mind. It sets a clear direction. It has a clear understanding of the framework which underpins the environment that the company operates within. It manages the strategy of the business, not the business itself. Management is allowed to flourish under the direction and guidance of the board.

On the flip side, operational boards often find themselves running projects, being hands on with the banking and finances and its reporting (as opposed to serving the Financial and Risk Management committee), handling key relationships with stakeholders and funders and getting involved in the day to day running of the business.”
Contingency Theory makes clear that circumstances matter, and context is important.

The context for COFG is that it is transitioning from its status as a “start-up” in the non-profit world.

Therefore, how things have been approached over the past ~24-60 months, is not how they ought to be going forward.

A review of minutes, for example, shows some of the following examples that should not be worth the board's time, or characterize its approach in future:

- The number and placement of signage for a celebratory event;
- How the ED/Manager tracks their time; and,
- Approval of regular expenses of the ED;

The organization functions with an Executive Committee of the board, as some boards do. The minutes provide the basis to establish that it is a relatively consistent practice for the full board to replicate or consider sometimes substantially all the same business/items that the Executive Committee has. This practice, if continued, will cement the creation of a “board within a board”.

As recommended in the TCPEP report:

Governance – solely in ilimage's view, the status quo board structure of 15 members and multiple sub-committees is unwieldy and unmanageable, placing undo pressure on any executive to deliver healthy outcomes – while it is understood that funding agents deserve and in some cases must have board representation, there simply has to be a more fluid, manageable model, based on commonly accepted governance practices, that will suit the demands of the Geopark as an organization – there is also the issue of the Geopark's executive officer being referred to as the 'General Manager' versus use of the more common 'Executive Director' with regard to an organization of this nature – ilimage recommends that an independently-contracted, third-party professional governance advisor be engaged to deliver a cohesive new governance plan (e.g. possibly funded 80/20 through CBDC’s Consulting Advisor Services – CAS program which typically has a ceiling of $10,000 including HST – 80% funding through CBDC) – this and other essential planning measures will be critical to entering into a new 2-3-year tranche of funding with ACOA and to obtain other ongoing support mechanisms from the Province of Nova Scotia.
## Canadian Geopark Survey

| Geopark        | Non-profit? | Charitable Status? | Other Status | Board? | Size of Board | Other Mechanisms                                                                 | Policy vs. Working | Financial reporting | Funder Engage:                      |
|----------------|-------------|--------------------|--------------|--------|---------------|----------------------------------------------------------------------------------|                   |                       | (A) Membership on our Board;               |
|                |             |                    |              |        |               |                                                                                  |                   |                       | (B) Individualized or bespoke              |
|                |             |                    |              |        |               |                                                                                  |                   |                       | meetings and updates;                    |
|                |             |                    |              |        |               |                                                                                  |                   |                       | (C) General donor/supporter               |
|                |             |                    |              |        |               |                                                                                  |                   |                       | stewardship campaigns;                   |
|                |             |                    |              |        |               |                                                                                  |                   |                       | (D) Annual reporting and                 |
|                |             |                    |              |        |               |                                                                                  |                   |                       | associated meetings                    |
| Perce (QC)     | Yes         | No                 | Cooperative  | Yes    | 8 – 8 voting, | Volunteer Council                                                                  | Policy             | Quarterly, regular updates | A, B, C & D                          |
|                |             |                    |              |        | 2 municipal observers; 1 Mi’kmaq observer |                                                                                  |                   |                       |                                           |
| Discovery (NL) | Yes         | Pending            | n/a          | Yes    | 11            | Advisory committees; Public Consultation                                           | Working            | Every meeting            | D (Annual +)                           |
|                |             |                    |              |        |               |                                                                                  |                   |                       |                                           |
| Stonehammer (NB)| Yes         | Pending            | n/a          | Yes    | 6 (up to 9)   | Scientific Advisors; Community/Ed programs; Local tourism & Stonehammer partners | Policy             | Quarterly. Annual budget | A, B & C                             |
|                |             |                    |              |        |               |                                                                                  |                   |                       |                                           |
| Tumbler Ridge (BC)| Yes       | No                 | n/a          | Yes    | 8 (up to 10)  | Scientific Advisors; Policy. Committees more ‘active’ | Quarterly. Annual budget | Annual reporting. Non-voting board seats. |
|                |             |                    |              |        |               |                                                                                  |                   |                       |                                           |
| Cliffs of Fundy (NS)| Yes | Pursuing        | n/a          | Yes    | 16            | None                                                                            | Working            | Every meeting            | Chair and sit on board                  |
|                |             |                    |              |        |               |                                                                                  |                   |                       |                                           |

**Note:** The Executive Board of the Canadian Commission for UNESCO, which represents all of Canada, including the unique role of Quebec in UNESCO, has a membership of 17 individuals.
Same, but different

Each Canadian Geopark has similar features, and began with similar aspirations for community development, stewardship and sustainability. Yet each operates differently today, for example:

**Stonehammer** – NB Museum affiliation

**Perce** – Formally a Cooperative. They have an observer seat for a Mi’kmaq member, municipal reps also observers.

**Tumbler Ridge** – closest analogue to how COFG might develop

**Discovery** – similarly positioned to COFG, as a recent Geopark

All roles important; not all roles the same

Since the COFG has not expressed an intent to change its status to become a cooperative, where different considerations apply, or a quasi-governmental entity, as with Stonehammer, the closest existing Geopark model from which to learn is Tumbler Ridge.

As a model for the COFG to consider emulating, the Tumbler Ridge Geopark has an efficient board structure, and supplements its work with advisory committees:

N = 7 Board of Directors members

N = 5 Scientific Advisors

*It should, in no way, be seen as a diminishment of the contribution of any group of individuals if their input and expertise is gleaned through a different means than being named to the Board. The fact of their support is the key, the means should be fit-for-purpose.*
Context: Unique and Fit for Purpose
Is Cliffs of Fundy Geopark doing it right?

There are good examples to follow, and take cues from, when it comes to governance. There is no other Cliffs of Fundy Geopark (COFG), however, so whatever approach is taken must fit the culture and context, while taking account of best practice.

“Experienced directors and Executive Directors know that time invested in governance is time well spent. Board meetings with relevant agendas and an effective chair can be stimulating and productive. A clear sense of purpose, supported by intelligent planning, risk management and efficient operating practices can help the organization use its funds effectively to get the results people want with fewer crises. Good working relationships between the board, staff and volunteers provide stability and clarity of accountability with less risk of conflict. And open communication with members and external stakeholders help build support in good times and bad. Individual organizations have their own unique styles. There is no one correct way to do governance”.

~ (Canadian Institute of Chartered Accountants - CICA)

Honouring the leg-work

COFG was created through the efforts of volunteers and community leaders, and funded in its later stages of development by municipal governments who believed in its promise.

Like the life/existence of the Geoscientific features of the COFG themselves, the organization will hopefully be in existence for a very long period of time.

As such, like many other organizations’ lifecycles, those who “founded” it, and those who operate or oversee it at any one given time, are inevitably different people. This should not diminish the role and impact of those who helped establish it.

One approach the COFG could take to entrench the efficacy of these efforts is to establish a Founder’s Circle of organizations and individuals whose contribution were indispensable to the organization’s inception. This could extend to ensuring current board members and those who served in the past are named as “Founding Members/ Life members” of the organization, a designation that could be provided for within the updated by-laws. Perce recognizes its founders on their website, for example.
Recommendations
The Context

Cliffs of Fundy Geopark is moving from a “start-up” entity, to an operating one. Therefore, many approaches and processes that worked in 2019 (or early 2020 prior to official designation), have served their purpose – and should be evolved “from”.

A change in roles of various actors, entities and individuals will also be a part of this evolution.

It should be noted that while changes may feel invalidating, or otherwise serve to cause confusion or friction in relationships between the Cliffs of Fundy and its supporters – it is the opposite that is the goal: Clarity. Clarity of roles, expectations and opportunities.

It is a credit to the work of the many volunteers who have put in time, effort & expertise that Cliffs is now in a position to take further steps to realize its mission and ambitions.

Path to Get There

Cliffs has embarked on many of the steps to realize its ambitions for the future. The organization has begun to hire full-time staff, strike partnerships, make funding applications, seek charitable status and leverage others’ expertise. The Governance structure should continue to evolve to support this.

It is my recommendation that changes should be made to:

• The size of the board;

• The role of the board;

• The functioning of the board, its committees and structures;

• The relationship of the board to staff; and,

• The organization & board’s relationship with its funders and supporters.

The Future

Elements of the desired future state for the Cliffs is to be:

• A world-class Geopark (that can credibly, for example, bid to host the international symposium of Geoparks within a few years of designation);

• A tourism destination, and experience, that is able to attract a worldwide audience;

• Possessed of infrastructure to enable and support economic diversification;

• A sustainable operation;

• A model of Indigenous culture and partnership; and,

• A reliable partner for government, civil society, business and NGOs.
Some approaches and considerations

Tumbler Ridge makes use of a Geoscience Advisory Committee, and has a small board of seven.

Many other boards do not specifically include key funders or organizations as members of their Boards, but they consult with them regularly or at appointed times. Perce has two municipal reps as observers on its board.

Smaller organizations also are limited in the skill-sets they can have in-house, either on the board or within the staff complement, and therefore avail themselves of the ability to retain consultants and other expertise on an as-needed basis (as the COFG recently did on Interpretive signage, for example).

Recommendations: Board Size

There is clearly no “perfect” number of directors for any non-profit entity. There is, however, a fine balance between too much and too little.

The current composition of the Cliffs Board of Directors is 15 (fifteen). This includes four designated representatives from constituent municipal governments, two of whom are designated to be the Chair & Vice-Chair on a rotating basis under the by-laws. There are also two provincial government members, representing key partner departments, as well as a FORCE representative and a CMM representative.

It is recommended that:

- The Cliffs Board be reduced not to a fixed number, but to a range of 10-13 members including the ED and any ex-officio members;
- There be no designated seats for elected members or staff of municipal, provincial or federal government agencies, or other partner or supporter agencies (see page 34 re: funding partner relations);
- The only mandated/designated skill-set under the by-laws that be required on the board is to be a qualified Geoscientist (see page 32 for additional deployment of expertise in this area), with the other skill-sets or constituencies being an appropriate balance of expertise according to a board skills matrix that can evolve over time and be included in the Board mandate. As noted later, the presence of Indigenous peoples on the board should remain central to the approach of the COFG; and,
- That these changes be enacted as soon as practical, maintaining stability and institutional memory, with full implementation by the AGM of 2022.
Recommendations:
Board Operations

The Role of the Board

The role of a start-up board is of course different to that of an operating entity's board. A mature operating entity will be different there-again to that of a relatively nascent organization.

The Cliffs Board of 2019 was clearly a working board, with Board members investing significant volunteer time and energy in bootstrapping the organization, supporting the few paid staff, assisting with visits by evaluators to achieve the designation and myriad other tasks.

Without this ‘sleeves-rolled-up’, and ‘hearts-invested’ work by volunteers, and the financial support of the Municipalities of Cumberland and Colchester, it is conceivable that the Geopark would not have achieved its designation.

The hiring of experienced staff in the roles of Executive Director, and Geoscientist, provides and opportunity for board members to change their focus, and most importantly their ‘roles’ within the Cliffs organizational structure. Board members can now “step back” from a co-operative, working board approach to a policy governance model with full confidence that the staff have their trust and support.

It is recommended that:

- The organization transition from a working board model, to a policy board model – a transition that is already clearly underway in practice. The governance structure itself must now begin to catch up the practical activity in this direction.
Recommendations: 
Committee Structures

The diligence exhibited by the founding board, and its predecessor steering committee, of the COFG is. The comprehensive nature of its intended scope of work is laudable.

As at early 2021, a non-profit board with eight (8) standing committees is unquestionably too many for any board – even one made up of 16 committed individuals. The answer is, however, not to increase the size of the board to spread the work of the committees, but to streamline the committee structure. While UNESCO has certain required areas of emphasis, creating a committee (sometimes in name-only) to address these is impractical. Emphasizing the key functions is a more pragmatic approach.

It is recommended that:

• The Board expand the scope of work of the Geoscience Advisory Committee, and create a Community Education & Engagement Committee, outside of the Board;

• The Board reduce its standing committee structure by at least half (see Standing Committees, page 37 for further details).

Geoscience Advisory Committee

Purpose: Leverage the expertise currently on the board, with the hiring of the new full-time geoscientist, and in the broader community in the region. Route the sometimes necessarily detailed discussions around Geoscience to a forum with experts and undiluted by the primary policy-focused work of the board, while providing the board with recourse to expert counsel.

Functions: Meet quarterly, or more frequently at the call of the Chair and on the advice of the Geoscientist.

Report to the Board after each meeting. Provide input, advice and expertise to Cliffs’ Board and staff. It could also be treated in part as a forum to mentor younger Geoscientists, including the employee of the COFG, and introduce them to the challenges and opportunities in a Geopark setting. Existing terms of reference to be reviewed by the Board in light of this report.
Structure: Chaired by the volunteer Geoscientist on the board, staffed by the COFG Geoscientist and – where the agenda warrants – the ED of Cliffs. Ensure existing terms of reference include time-limited membership, to encourage turn-over and new ideas.

Community Education & Engagement

Purpose: Expand the scope of expertise currently available to the board, and provide a forum to create more ambassadors for the organization and strengthen links with educational and community service organizations, while allowing the board to focus on policy governance & oversight.

Functions: Meet quarterly, or more frequently at the call of the Chair and on the advice of the ED. Report to the Board after each meeting. Provide input, advice and expertise to Cliffs’ Board and staff. Full terms of reference to be developed and approved by the Board, on the basis of the existing Education Committee ToR.

Structure: Chaired by the current “Education Rep” on the board, but if this designated board spot is eliminated then to be chaired a board member, and staffed by the Executive Director, and supported by the Administrative Assistant.
Board and Staff Roles

Who speaks on behalf of the organization?

• It should be the case that the ED is the only person who is hired with authority to speak on behalf of the COFG.

• The Board Chair speaks on behalf of the Board – from the perspective of governance matters.

• Individual Board members do not speak on behalf of the organization, unless expressly asked or designated to do so.

Role of Committee Chairs

• Chair meetings, help set agendas, report back to the full Board on discussions and work of the committee, with the support of the relevant staff.

Role of Advisory Committee Chairs

• Chair meetings, help set agendas, report back to the full Board on discussions and work of the committee, with the support of the relevant staff.

• Be mindful of ways to further include “outside” perspectives so as to garner input and expertise from outside the organization, within the scope of the Strategic Plan, and the support of the full-time staff.
Board Operation

Evolving Board Operations

As per the above on Board Role, confirming the approach of the board as a “policy board” will come with changes in the practical function of the board.

This does not imply a detachment or disinterest in the work or day-to-day of the organization; far from it. It will, however, require a shift in how the board relates to staff, and how it structures itself to support the mission and work of the organization.

The terms “management” and “operation” of the organization should be firmly entrusted to the professional employees of the organization. There should be limited-to-no instances where this becomes a board function.

The terms oversight and policy-setting are terms that should begin to characterize the work of the board of the Cliffs of Fundy Geopark, and by early 2022 should become fully operationalized. This will also necessitate changes and streamlining of the structure of the board, its committees and advisory bodies, to achieve this balance.

Executive Committee:
Beware the “Board within a Board”

“Some organizations have an Executive Committee to handle important board matters, often because the board is too large to deal with them effectively and efficiently on short notice. There are risk in this because it can divide the board into “in” and “out” groups. The non-executive committee directors may be held liable for the decisions and actions of the Executive Committee over which they have little influence or control. Directors should always be kept apprised of, and be involved in key matters on an ongoing basis. In the corporate world, having an Executive Committee is no longer considered good governance practice for the above reasons which are equally valid in the not-for-profit sector. However, if members of a not-for-profit board agree that they need one, the committee’s role and power to deal with confidential or sensitive issues should be limited.”

- As a board, you should consciously choose to have one, with a clear, limited and focused mandate. It should not simply exist as a standing committee by default. Does it add value? If so, itemize the value to be added and make it clear, and broadly agreed by the full board.

- In general, Executive Committees are no longer considered a best practice; in part because they inevitably create a “two-tier” board where other board members feel isolated, and there is an “inner” and “outer” board.
As a functional alternative, the officers of the Board can form an “informal” Executive (e.g. CEO/ED, Chair, Vice Chair, Secretary, Treasurer) to support the ED in between board meetings on matters that arise or require direction; “in lieu” of the board when that is impractical or impossible.

Standing Committees: Current Situation Future Options

A strict interpretation of the “Carver model” would say that the board should have no standing committees; only ad-hoc, purpose-built and time-limited committees. This is an approach the COFG should consider after a few more years’ experience and of maturity as an organization.

COFG currently has eight formal committees of the Board; although some have not actually met as yet. Those are:

- Executive
- Education
- Geo-conservation
- Scientific
- Finance
- Infrastructure
- Arts & Culture
- Marketing.

Committees should report at Board meetings only when there is a material update, and a brief Committee Report was circulated with the agenda. Exceptions to this can include: when urgent business arises between circulation of agenda and documentation for the meeting

Recommendations: Future Standing Committee Structure Options

Option A (4)
- Marketing
- Infrastructure & Sustainable Development
- Executive
- Arts & Culture.

Recommended Option B (4)
- Nomination & Governance
- Infrastructure & Sustainable Development
- Arts & Culture
- Marketing.

Option C (3)
- Nomination & Governance
- Infrastructure & Sustainable Development
- Arts, Culture & Marketing
Board Reporting

ED Reporting

In order to ensure that the board is briefed on the broad strokes of the ED’s work, a written report should be circulated to the board ahead of each meeting of the board. It is my understanding that this is already in place; and it should be noted this is a best practice.

If the Board finds itself asking detailed operational questions of the ED during board meetings, it should be a sign that one of two things needs to be addressed:

• The format and timing of the ED reports should be reevaluated to meet the needs of the board, while allowing the ED to perform within their scope of practice; or,

• The Board needs to re-examine whether it is “micro-managing” its professional staff, and needs to adjust its posture in this regard.

Financial Reporting

The financial responsibility of a board is often one aspect of the fiduciary responsibility that directors take most seriously. There is a fine line, however, between approving budgets and crossing-over into detailed financial management of the organization (a staff responsibility). For example, monthly, bank balance-based reporting lacks context and trends—it is transactional, as opposed to strategic.

Recommendations to ensure thorough but strategic financial management and reporting:

• That the board hold annual budget discussions in the lead-up to annual budget approval (February-March timeframe);

• That the board establish clear, reasonable approval thresholds below which the ED operates without approval of the Board; and,

• That the primary financial reporting process to the board be undertaken on a quarterly basis by the Treasurer and Executive Director, on the basis of circulated quarterly results (see Indicative Timetable, next page).

NOTE: this excludes extraordinary or extra-budgetary expenditures, which should be brought to the board as required.
### Indicative Timetable: Key Reporting Functions

<table>
<thead>
<tr>
<th>Month</th>
<th>Annual Event(s)</th>
<th>Financial Reporting</th>
<th>Geoscience Advisory</th>
<th>Community/Education Advisory</th>
</tr>
</thead>
<tbody>
<tr>
<td>January</td>
<td></td>
<td>Q3 current year</td>
<td></td>
<td></td>
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<tr>
<td>February</td>
<td></td>
<td></td>
<td>First Meeting: Mid-winter review</td>
<td></td>
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<tr>
<td>March</td>
<td>Budget Meeting</td>
<td></td>
<td></td>
<td>First meeting: Yearly planning</td>
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<tr>
<td>April</td>
<td></td>
<td>Q4 results previous year</td>
<td></td>
<td></td>
</tr>
<tr>
<td>May</td>
<td>Annual General Meeting*</td>
<td></td>
<td>Second: Peak-season preparation</td>
<td></td>
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<tr>
<td>June</td>
<td></td>
<td></td>
<td></td>
<td>Second meeting: Summer planning</td>
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<tr>
<td>July</td>
<td></td>
<td>Q1 current year</td>
<td></td>
<td></td>
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<tr>
<td>August</td>
<td></td>
<td></td>
<td>Third: Mid-season check-in</td>
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<tr>
<td>September</td>
<td></td>
<td></td>
<td></td>
<td>Third: Fall season prep</td>
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<tr>
<td>October</td>
<td></td>
<td>Q2 current year</td>
<td></td>
<td></td>
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<tr>
<td>November</td>
<td></td>
<td></td>
<td>Fourth: Season review</td>
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<tr>
<td>December</td>
<td></td>
<td></td>
<td></td>
<td>Fourth: Year in review</td>
</tr>
</tbody>
</table>
Relations
Board/Staff Relations

The relationship of the board to staff is the key function to the successful management of a non-profit organization. In general, non-profit staff compensation is lower than in the private or public sector, work hours and expectations are more demanding and less ‘proscribed’, and staff spend time managing relationships with many volunteers.

Attracting and retaining staff in rural communities – while certain advantages exist – is also a consideration. It has been established by leading recruiters in the US that failure to retain senior staff can cost an organization ~15x their annual salary, in terms of severance, recruitment, lost productivity, institutional capacity, and other organizational impacts. At the same time, directors volunteering their time often walk the balance between providing oversight and well-meaning attempts to support the organization that can be characterized as “micro-management”.

Recommendations:

• Establish a formal contract with the ED and senior staff; an executed letter of offer is not sufficient. The contract should outline the job description against which the ED will be performance-managed. The rest of the staff are performance-managed by the ED.

• Ensure the annual performance review process is clear, and is adhered to. It can be unnecessarily and unintentionally disconcerting to staff not to have this process be regularized, documented and that this constitutes the primary “employer-employee” relationship. Note: Individual Board members are not the employer, it is the organization which employs the staff.

• Establish a professional development budget – for both the Board, and for the ED and staff. The staff budget is approved for allocation by the ED. The ED should submit a plan for the approved budget amount, but be given discretion to spend on items as they see opportunities arise during the year, or priorities shift. The Board should ensure they expend their annual PD.
CPA Canada Framework: Effective Governance

Other tools: Memberships & Professional Development

Some suggestions for resources for the Senior Staff, and Board, for Professional Development Opportunities include:

- CPA Canada Not-for-Profit Forum Conference: February 9-10, 2021
- Director’s Education Program; Non-Profit Stream (bursaries available)
- NP Governance Program
- Executive Education (various)
Indigenous Relations

The importance of the relationship with the Mi’kmaq cannot be understated; other Canadian Geoparks were not as forward-looking as COFG in this regard.

Their patronage and support of the COFG is one of the key factors that led to a successful Geopark designation.

The Confederacy of Mainland Mi’kmaq (CMM) remains a key relationship for the COFG, and is an important primary relationship with the region’s Mi’kmaq.

There are rising demands on the formal, and informal, consultation and engagement requests and requirements being directed to Indigenous communities, of which the COFG should remain cognizant and respectful when considering engagement and requests of the CMM and its members.

*Their presence on the Board, and in the work of the COFG, remains essential.*

A Symbiotic Partnership

Possible opportunities for the COFG to continue collaboration with the Mi’kmaq and CMM:

- **Networking:** Fundamentally this is not about the future cultural centre, or the Geopark site, alone. It should be a symbiosis. When there are, for example, conferences, gatherings or events (Geoscientific, Cultural or otherwise), continuing to **integrate the story-telling aspects** as landscapes, cultural sites, important materials, etc, will build a long-term partnership. Investigating the creation of a joint marketing and knowledge-building plan could be a key aspect of this, which may find funding support from senior levels of government.

- **Continued presence/integration of the CMM,** and other Indigenous community representatives, **into the full geographic scope of the Geopark.** There is not, for example, as much Mi’kmaq presence in Cumberland County as there may be in or near Colchester County; but there is a very strong history and connection. If opportunities like the Eatonville site, for example, are to be realized, ensuring possible partnerships are explored would represent a deepening of the relationship.

- **Finding tangible ways to support the construction, opening and work of the planned Mi’kmawey Debert Cultural Centre.** Can, for example, cross-promotion in marketing be an aspect of this work? If it is substantially completed in 2023, and the COFG is successful in its bid to **host a future GGN International Conference,** could this be a **key site in those proceedings?**
The organization’s relationship with its funders and supporters will now be a key focus as an annual budget is developed and adopted.

**Recommendations:**

- **Put in place a contract or contribution agreement (CA) with all key funders.** The more monies that are being given/donated will mean the scope of the CA may be more detailed. With that being said, the trend in many non-profit circles is toward unrestricted funding. This is not to be confused with lower accountability or performance reviews, however, and speaks more directly to the confidence funders are expressing in strategic plans and business plans of well-governed non-profits.

- **Annual donor/funder meetings with key funders** (government, foundation, private sector. Agenda well understood, chance to go over contribution agreement(s), review the strategic plan progress and annual plans for the coming year. In the first year or two, it may be advisable to move to twice-annual meetings until rapport and trust can be further built.

- **Budget for a third-party stakeholder and funder “audit” to be conducted on a regular basis** (~every 24-36 months, after the first one at the end of year 1, in 2022) which can provide useful insight and feedback.

- **When funding relationships end, undertake exit interviews/experience reviews with the organization as a best practice**, and integrate the findings into current relationships and future approaches.
Board Involvement

Deloitte’s best practice guide (p. 11) has this to say re: Strategy:

**Board members need to understand the key factors responsible for the organization’s success since one of the board’s primary responsibilities is to ensure that the organization has developed a strategy that aligns its mission with the short- and long-term vision of its stakeholders.**

The board does not need to develop a strategic plan for the NPO on its own. Instead, its responsibility is to satisfy itself that a planning process has been established for the organization, that the process is used to develop a strategic plan and that the plan is being implemented effectively. Usually, boards delegate the responsibility for carrying out these planning activities to management. In smaller organizations, however, strategic planning is often a collaborative effort between the board and management.

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How will you win?

**Framework for Vision & Goal Development**

- **Vision Statement**: What is your long-term ambition? How will you help your organization?
- **Supports**: What simplifies, resists or supports your vision?
- **Bold Steps**: What action steps will enable you to make your vision happen?
- **Challenges**: What obstacles will hinder you while working to realize your vision?

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How will you grow?

**Attaching Meaning to Aspirations, to remain purposeful and goal-directed**

1. **Your Aspirations**: List your aspirational. What are you aiming to achieve, realize, create, produce, and own? Arrange them in rough sequence.
2. **Your Meaning**: Associate your aspirations with their significance. What meaning do they give to your new purpose? Assemble the meaning.
3. **Integrate Growth and Meaning**: Look at the big picture and ask yourself if you want to.
By-laws: Recommendations

Underpinning the implementation of strategy, is often the “bones” of the framework of an organization. It is understood that the by-laws are currently undergoing revision.

Recommended changes that should be made in this process include:

• Create a definition of “members” of the society that provides the board power to further determine criteria for membership, and define who keeps the register of members;
• Amend the quorum for AGMs to a reasonable aggregate number of people rather than a % of members;
• Clarification of #10, ensuring the ability to leverage expertise within the local area while maintaining a broad net for members;
• Change sections 22-25 re: number of, and designation of, Directors;
• Extension of the period within which the AGM must be held, to six months from three following the end of the fiscal year;
• Section 25: 10 years is too long a term of service on a volunteer board. The terms in sections 24-25 should be staggered in 1-3 year timelines, to ensure institutional memory, with a longitudinal term limit of 6 years in total;
• Sections 30-31 should be replaced with a Board conflict of interest policy, this language is unnecessarily restrictive.

Post-COVID Considerations

Business Continuity

• Upgrade IT infrastructure
• Ensure online account, file and personnel access across operations
• Protocols for: COVID-19 exposure events at COFG sites/facilities and/or events
• Consider creating interpretive signage and digital ambassador programming to allow for remote enjoyment of COFG facilities in restricted or lock-down scenarios

Risk Mitigation

The Board, its committees, its members and all staff of the COFG must adhere – and be seen to adhere – to the advice and directives of all levels of government, in particular Nova Scotia Public Health.

As volunteers, there is Directors & Officers (D&O) Insurance in place to cover board members in the regular course of their business. There have not been, however, notable test cases of director liability for breach of public health orders or directives (in good faith or out of ignorance of their existence), and therefore the organization must maintain a great degree of caution and prudence as it navigates continuation and resumption of activities.

Governments that have rung-up record deficits will be soon encountering “fiscal hangovers”. Putting in place multi-year funding agreements will help to mitigate any flow through challenges to COFG.
Opportunities: Federal funding and the strategic positioning of Geoparks

In an article by the Canadian Commission for UNESCO (CCU) in August 2020, in the online media source *iPolitics*, the following was put forward as a policy proposition to support/invest in Geoparks:

“Federal Government Contribution Agreements are not simple to negotiate or maintain, and governance is a key factor.”

Policy Considerations

While many great achievements have been made by the growing Canadian Network of UNESCO Global Geoparks, the opportunity for new work with even bigger impact is clear. Canadian Geoparks are ideally placed not only to help Canada reach its national and international commitments to sustainable development, but also to building sustainable economic development at a community level. They contribute to community resilience and can help attain the goal of building back better post-COVID-19 by convening community stakeholders, working with Indigenous Peoples, and growing sustainable tourism.

Policy considerations for the involvement of Geoparks in the post-COVID-19 economic recovery include the following:

- **Invest in sustainable tourism in Geoparks:** Working with Geoparks to expand the sustainable tourism offerings will increase local and domestic tourism and boost local economies in these remote and rural regions.

- **Leverage the expertise and networks of Geoparks to pilot and develop new models of resilient communities:** Canada’s growing network of designated and aspiring UNESCO Global Geoparks has a proven track record of finding innovative ways to increase local and regional resilience to natural hazards, and of helping to rebuild former resource-extraction infrastructure.

- **Provide support for engagement and reconciliation with Indigenous communities:** Canadian Geoparks collaborate directly with Indigenous communities to build intercultural understanding, enhance food security, and promote Indigenous tourism.
Consolidated Recommendations
Board Focus: Policy, not Operations

**Recommendations:**

- Move from **Working Board** (start-up) to a **Policy Board** model.
- Establish a **Founder’s Circle** of organizations and individuals whose contribution were indispensable to the organization’s inceptions.
- **Board Size:**
  - The Cliffs Board be reduced not to a fixed number, but to a range of 10-13 members including the ED and any ex-officio members);
  - There be no ‘designated seats’ for elected members or staff of municipal, provincial or federal government agencies, or other partner or supporter agencies
  - The only mandated/designated skill-set under the by-laws that be required on the board is to be a qualified Geoscientist (see slide 46 for additional deployment of expertise in this area), with the other skill-sets or constituencies being an appropriate balance of expertise according to a board skills matrix that can evolve over time and be included in the Board mandate. As noted later, the presence of Indigenous peoples on the board should remain central to the approach of the COFG; and,
  - That these changes be enacted as soon as practical, maintaining stability and institutional memory, with full implementation by the AGM of 2022.

**CPA Canada Framework: Effective Governance**
**Recommendation:**

- The Board **expand the scope of work of Geoscience Advisory Committee, and create a Community Education & Engagement Committee**, to engage expertise in a context-specific setting. Meetings should be staggered to enable the Board to deal with Financial results, Geoscience and Community/Education advisory reports on a staggered basis (see Indicative Timetable, p. 39 and also Committee Structure, p.33)

- The Board **reduce its standing committee structure by half**.

- **Recommended future standing committee structure:**
  - Nomination & Governance
  - Infrastructure & Sustainable Development
  - Arts & Culture; and, Marketing.
Funder Relations

**Recommendations:**

• **Put in place a contract or contribution agreement (CA) with all key funders.** The more monies that are being given/donated will mean the scope of the CA may be more detailed. With that being said, the trend in many non-profit circles is toward unrestricted funding. This is not to be confused with lower accountability or performance reviews, however, and speaks more directly to the confidence funders are expressing in strategic plans and business plans of well-governed non-profits.

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• **When funding relationships end, undertake exit interviews/experience reviews with the organization as a best practice,** and integrate the findings into current relationships and future approaches.
**Recommendations:**

- **Establish a formal contract with the ED and Senior Staff;** an executed letter of offer is not sufficient. The contract should outline the job description against which the ED will be performance-managed. The rest of the staff are performance-managed by the ED.

- **Ensure the annual performance review process is clear, and is adhered to.** It can be unnecessarily and unintentionally disconcerting to staff not to have this process be regularized, documented and that this constitutes the primary “employer-employee” relationship. Note: Individual Board members are not the employer, it is the organization which employs the staff.

- **Establish a professional development budget for both the Board, and for the ED and staff.** The staff budget is approved for allocation by the ED. The ED should submit a plan for the approved budget amount, but be given discretion to spend on items as they see opportunities arise during the year, or priorities shift. The Board should ensure they expend their annual PD.
Recommendations:

- Create a definition of “members” of the society that provides the board power to further determine criteria for membership, and define who keeps the register of members;

- Amend the quorum for AGMs to a reasonable aggregate number of people rather than a % of members;

- Clarification of #10, ensuring the ability to leverage expertise within the local area while maintaining a broad net for members;

- Change sections 22-25 re: number of, and designation of, Directors;

- Extension of the period within which the AGM must be held, to six months from three following the end of the fiscal year;

- Section 25: 10 years is too long a term of service on a volunteer board. The terms in sections 24-25 should be staggered in 1-3 year timelines, to ensure institutional memory, with a longitudinal term limit of 6 years in total;

- Sections 30-31 should be replaced with a Board conflict of interest policy, this language is unnecessarily restrictive.
Financial Reporting

**Recommendations:**

- That the board hold annual budget discussions in the lead-up to annual budget approval (February-March timeframe);
- That the board establish clear, reasonable approval thresholds below which the ED operates without approval of the Board; and,
- That the primary financial reporting process to the board be undertaken on a quarterly basis by the Treasurer and Executive Director, on the basis of circulated quarterly results (see Indicative Timetable, next slide). It should be noted that this excludes extraordinary or extra-budgetary expenditures, which should be brought to the board as required.

See Indicative Timetable on p. 39.
Deepening Indigenous Partnership(s)

Possible opportunities for the COFG to continue collaboration with the Mi'kmaq and CMM:

• **Networking:** Fundamentally this is not about the future cultural centre, or the Geopark site, alone. It should be a symbiosis. When there are, for example, conferences, gatherings or events (Geoscientific, Cultural or otherwise), continuing to integrate the story-telling aspects as landscapes, cultural sites, important materials, etc, will build a long-term partnership. Investigating the creation of a joint marketing and knowledge-building plan could be a key aspect of this, which may find funding support from senior levels of government.

• **Continued presence/integration of the CMM, and other Indigenous community representatives, into the full geographic scope of the Geopark.** There is not, for example, as much Mi'kmaq presence in Cumberland County as there may be in or near Colchester County; but there is a very strong history and connection. If opportunities like the Eatonville site, for example, are to be realized, ensuring possible partnerships are explored would represent a deepening of the relationship.

• Finding tangible ways to support the construction, opening and work of the planned Mi'kmawey Debert Cultural Centre. Can, for example, cross-promotion in marketing be an aspect of this work? If it is substantially completed in 2023, and the COFG is successful in its bid to host a future GGN International Conference, could this be a key site in those proceedings?
Appendix A
Documents Reviewed

• Current Bylaws
• Various Acts & pieces of Legislation
• Articles of Incorporation
• Annual Report
• Final Evaluators report from UNESCO
• Letter re Re-Validation Requirements for 2023
• Board of Directors listing
• Bios of most current Directors
• Minutes Board and Executive meetings
• Accelerated Market Readiness Final Report (TCPEP)
• GGN website
• CGN website
• Canadian Geopark websites
• Letter of Offer to ED
Appendix B
Sample Resources

Halifax and ICD-noted expert Grant MacDonald has a comprehensive website with templates:

http://www.governinggood.ca/resources/sample-policies

Deloitte Handbook: The Effective Not-for-Profit

Q1: I joined this board because:

- Of my work role/position...
- I was asked to bring a cert...
- I've been involved sin...

Q2: Given a choice, I would plan to serve on this board for:

- 1 more year
- 2 more years
- 3 more years
- 4 more years
- 5+ more years
Q3: In general, I believe non-profit Board members should serve for:

- 1-3 years: 60%
- 2-4 years: 30%
- 4-6 years: 10%
- No Limit: 0%

Q4: In my experience, the most efficient non-profit boards have been approximately this size:

- 5-7 members: 50%
- 8-10 members: 30%
- 11-13 members: 20%
- 13-15 members, 10+ members, No Limit: 0%
Q5: I believe organizations go through phases in their existence, and that the governance structure should evolve with the organization:

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>100%</td>
<td>0%</td>
</tr>
</tbody>
</table>

Q6: I think it is important for all “constituencies” (e.g. organizations that fund the COFG, or have a significant policy or operational impact/link) to have a designated representative/seat on community organization boards:

<table>
<thead>
<tr>
<th>Yes</th>
<th>No</th>
</tr>
</thead>
<tbody>
<tr>
<td>90%</td>
<td>10%</td>
</tr>
</tbody>
</table>
Q7: I think that boards should be made-up of representatives based on skill-set alone

Q8: Which of the following statements best represents your opinion about “funder representation” on non-profit boards like the COFG:

- Large funders should always...
- Large funders should never...
- Large funders may have some...
Q9: If I were building the COFG from “the ground up”, I would create a board of this many members:

- 5-7
- 8-10
- 10-12
- 12-14
- 15+

Q10: The minimum number of standing board committees I think the COFG should have is:
Q11: The maximum number of standing board committees I think the COFG should have is:

Q12: The best model for the COFG to model its governance structure on, is:
Q13: The word that first comes to mind when I think of the ideal role for a board of the COFG are:

- Manage
- Risk
- Oversight
- Audit
- Policy
- Implement

Q14: I believe it is the board’s responsibility to manage the organization:
Q15: I believe it is the staff’s responsibility (reporting to the Executive Director, who reports to the Board) to manage the organization:

Q16: The Board should receive detailed financial reporting:
Q17: The Executive Director should:

- Always consult the board...
- Manage the organization...
- Pursue board endorsement...

Q18: If the COFG decided to reduce its board size from the current number, I would:

- Be ready to "retire"
- Want to continue to...
- Be happy to join another...
- Be interested in serving others...
- Welcome the chance to...
Q19: In my view, UNESCO wants to be assured each designated Geopark has certain specific scientific skill-sets (e.g. Geoscience, Sustainability):

Q20: I believe any changes resulting from the Governance Review should be completed within: