



COAST CONSERVATION ENDOWMENT FUND FOUNDATION (CCEFF) TERMS OF REFERENCE FOR THE PROJECT REVIEW COMMITTEE

A. PURPOSE

The purpose of the Project Review Committee (the Committee or PRC) is to assist the Board in meetings its objective of supporting sustainable conservation management practices by Participating First Nations.

The Committee's focus is on approving or recommending for approval by the Board awards to First Nations that support the Funding Agreement's conservation outcomes. The Committee's responsibilities also include the development and maintenance of award policies, evaluation of completed awards, and compliance with the Funding Agreements and internal awards policy.

B. COMMITTEE MEMBERSHIP

- i. The Committee will have a minimum of three members, including the chair of the Committee. In addition to the minimum three members, the Chief Executive Officer is an ex-officio (non-voting) member of the Committee. Directors who are not Committee members are welcome to attend Committee meetings.
- ii. The Board will appoint the members and the chair of the Committee.

C. COMMITTEE MEETINGS

- i. The Committee shall meet at least quarterly, with additional meetings at the discretion of the Committee members.
- ii. Any member of the Committee may call meetings of the Committee.
- iii. A quorum for all Committee meetings shall be two voting Committee members. Quorum includes Committee members who have declared a conflict of interest with respect to one or more agenda items.
- iv. In general, a simple majority is required to pass a motion. In the event that Committee members have a conflict of interest with a resolution, majority is based on the number of Committee members not having a conflict of interest.

A resolution to approve an award or an amendment to an approved award requires a minimum of 3 votes from Committee members who do not have a conflict of interest.

D. DUTIES AND RESPONSIBILITIES

The Board hereby delegates to the Committee the following duties to be performed on behalf of and for the Board:

Award Approvals

- i. Review all award applications for compliance with Funding Agreements and support of conservation outcomes.
- ii. PRC has the delegated authority to approve all awards less than or equal to \$150,000. In the event that PRC considers an award application be a special case, PRC may defer approval to the Board.
PRC to provide summary report to the Board of all approved awards.
PRC to provide recommendation to the Board to approve all awards greater than \$150,000.
- iii. Review and approve all material requests for amendments to approved awards. PRC to provide summary report to Board of all approved material amendments.



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Award Evaluation

- iv. Periodically (but not less than annually) review a summary of outcomes for completed awards.
- v. Periodically (but not less than annually) provide progress report to the Board on the achievement of Conservation Initiatives and Incentives Agreement (CIIA) Schedule E Conservation Outcomes.
- vi. Develop and implement Coast Funds evaluation framework.

Award Policy

- vii. Develop awards policy to be approved by the Board. Update existing policy as issues are identified in prospective and current First Nation applications.

Compliance

- viii. Quarterly, review the Foundation's compliance with:
 - o CIIA (Sections 7, 8, 9, 10); and
 - o Internal award policies.

All material non-compliance to be reported to the Board.

Other

- ix. Periodically (but not less than annually) provide report to Board on the status of Participating First Nation allocations.
- x. Periodically review terms of reference and assess the Committee's effectiveness in meeting the needs of the Board.

E. ACCOUNTABILITY

The Committee shall report its discussion to the Board by oral or written report at each Board meeting.

The Committee will also maintain minutes of its meetings which are available upon request by any Director.