

# Terms of Reference: NSERC PermafrostNet Board of Directors

**Purpose** To **reflect the interests and concerns** of the public, private and academic sectors involved in the Network.

**Responsibilities** Overall responsibility for the management, direction and fiduciary accountability of the Network.

The Board, with input from the Scientific Committee will:

1. Provide leadership by:
  - a. Overseeing management and decision making;
  - b. Implementing a framework and monitoring measures to advance equity, diversity and inclusion;
  - c. Maximizing the relevance of network research and its external support; and
  - d. Recruiting and approving new partners.
2. Provide scientific leadership through:
  - a. Monitoring of research progress on project milestones toward Network objectives;
  - b. Approval of annual research project plans;
  - c. Approval of additional projects or termination of projects within years;
  - d. Approval of additional Network Investigators as necessary;
  - e. Approval of research reports to NSERC, contributing partners and Research Network members; and
  - f. Allocation of funding to Network Research projects.
3. Provide financial accountability to NSERC and contributing Network Partners through:
  - a. Approval of annual Network budgets;
  - b. Approval of within-year reallocations between projects as requested by Network Researchers and/or the Scientific Committee; and
  - c. Approval of financial reports.

**Membership** The multi-sectoral and multidisciplinary network is represented by:

- Two directors external to PermafrostNet (Includes Chair)
- Seven directors from partner organisations representing
  - Indigenous organization or governments,
  - Industry,
  - Federal government,
  - Provincial governments,
  - Nunavut government,
  - Yukon government, and
  - N.W.T. government.
- Scientific Director.
- One co-Investigator of PermafrostNet who will rotate annually.

Exclusive of the co-Investigator position on the Board, **terms** are for two or three years and renewable. New members will be voted in by the Board of Directors. Members can resign at any time by writing to the Chair. Additional **ad-hoc members** may be invited by the Chair.

<b>Chair</b>	<p>The Chair must not be directly affiliated with the Network, see Terms and Conditions of the NSERC Award.</p> <p>This Is a multi-year term, to be reconfirmed annually, up to 5 years.</p>
<b>Meetings</b>	<b>Twice a year;</b> additional meetings may be held as required. At least one in-person meeting annually, others may be by video/teleconference.
<b>Confidentiality</b>	Members must sign and honour a confidentiality agreement which will be available on the website or from the Director of Operations.
<b>Voting</b>	<b>Quorum</b> will be more than half of the members entitled to vote. Voting members must be in attendance in person or via video/teleconference. For urgent decisions outside scheduled meetings an email vote may be held. There is no provision for proxy votes. In the event of a tie, the Chair may vote.
<b>Resources</b>	Director of Operations, as Board support.
<b>Reporting</b>	To the funding agency, Natural Sciences and Engineering Research Council (NSERC).
<b>Expenses</b>	Membership is not remunerated. Expenses of members representing partner organizations are considered an in-kind contribution; external members may claim appropriate expenses.
<b>Conflicts</b>	<p>Actual or perceived conflicts of interest must be communicated to the Chair in writing. The Conflict of Interest Policy will be available on the website or from the Director of Operations.</p> <p>It is recognized that the members of the Board were deliberately chosen to represent the diverse backgrounds of the Network’s stakeholders, and as such could be perceived as having conflicting interests. It is expected that the members of the Board will strike a balance between their own interests and the overall good of the broader network.</p>
<b>Minutes</b>	<p>Decisions only, non-confidential and distributed no less than one week after each meeting. Anonymized notes available upon request.</p>

