

BC Oil and Gas Research and Innovation Society

# Terms of Reference

July, 2015



**The BC Oil and Gas Research and Innovation Society (BC OGRIS)  
is an industry-sponsored fund overseen by  
the BC Oil and Gas Commission (OGC);  
the Canadian Association of Petroleum Producers (CAPP); and  
the Explorers and Producers Association of Canada (EPAC).**



## Document History

<b>Version</b>	<b>Date of Issue</b>	<b>Brief Description of Change</b>
1	July, 2015	Initial Terms of Reference for the BC OGRIS is based on the adoption of the Terms of Reference from the SCEK Fund.

# BC OGRIS Terms of Reference

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## 1 Introduction

The BC Oil and Gas Research and Innovation Society, formerly the Science and Community Environmental Knowledge (SCEK) Fund, is an industry-sponsored fund overseen by the BC Oil and Gas Commission (OGC), Canadian Association of Petroleum Producers (CAPP), and the Explorers and Producers Association of Canada (EPAC). The BC OGRIS is administered by the OGC.

The BC OGRIS serves to enable relevant applied research to inform environmental matters related to oil and gas exploration and development in British Columbia. The Fund is results-based and generates improvements in conducting efficient, effective and transparent regulation of oil and gas activities in BC.

Research priorities are defined from knowledge gaps identified in conjunction with our stakeholders. Research priorities are addressed through BC OGRIS funded projects. Extension of research findings are a key component of each project.

A history of the BC OGRIS is contained in Appendix 1.

## 2 Strategic Direction

### Vision

To continuously improve the understanding and management of the impacts of oil and gas activities in BC.

### Mission

The BC OGRIS supports practical studies that develop credible and relevant information to address knowledge gaps in the understanding and management of high priority environmental matters related to oil and gas exploration and development in BC. Research findings from BC OGRIS funded projects are shared with organizations in the oil and gas industry as well as regulators and government agencies, First Nations and other stakeholders.

## Strategic Objectives

The BC OGRIS has three objectives:

1. **Identify high priority knowledge gaps**—in high priority environmental matters directly relevant to the understanding and management of oil and gas activities in BC;
2. **Fund and deliver projects to address knowledge gaps**—through conducting focused scientific and knowledge based research projects; and
3. **Communicate results**—to disseminate relevant findings to industry, regulators and government agencies, First Nations and other stakeholders.

## Management Strategy

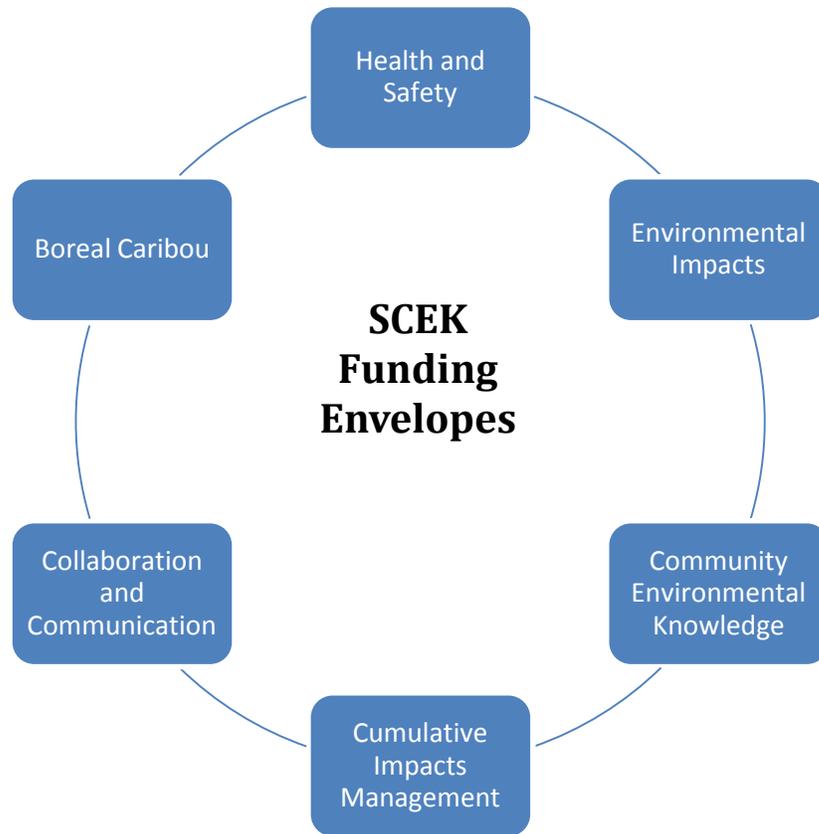
The BC OGRIS will aim to achieve its strategic objectives through the following strategies:

### **Strategy 1— Undertake and promote studies that support sustainable oil and gas development**

Undertake and promote research studies that improve the understanding of environmental issues; measure and monitor impacts; inform public policy and contribute to best practices; to support sustainable oil and gas development.

Funds are allocated by the BC OGRIS Board of Directors to priority projects in six BC OGRIS funding envelopes listed below. Apportionment under each of the funding envelopes may change from year to year to reflect changing priorities. The BC OGRIS's business plan will identify the current funding priorities.

## BC OGRIS Funding Envelopes



- Boreal Caribou—funds and delivers research on Boreal Caribou and their habitat to support the Government of British Columbia’s implementation plans for the ongoing management of Boreal Caribou in BC;
- Health and Safety—supports projects that advance oil and gas practices related to human health and safety.
- Environmental Impacts—supports projects that demonstrate past or future methods to avoid, minimize, or mitigate the impacts of oil and gas activities on terrestrial and aquatic ecosystems.
- Community Environmental Knowledge—supports projects that document, demonstrate and improve the application of community environmental knowledge to oil and gas planning, development and restoration activities.
- Cumulative Impacts Management—supports projects that advance the understanding and management of the cumulative impacts of oil and gas projects in the context of landscape level management.

- Collaboration and Communication—supports projects to improve collaboration and communication between industry, regulators and government agencies, First Nations and other stakeholders (e.g., communities, members of the Public).

### **Strategy 2—Develop and maintain an efficient and effective planning and implementation framework for the BC OGRIS**

This framework includes the following:

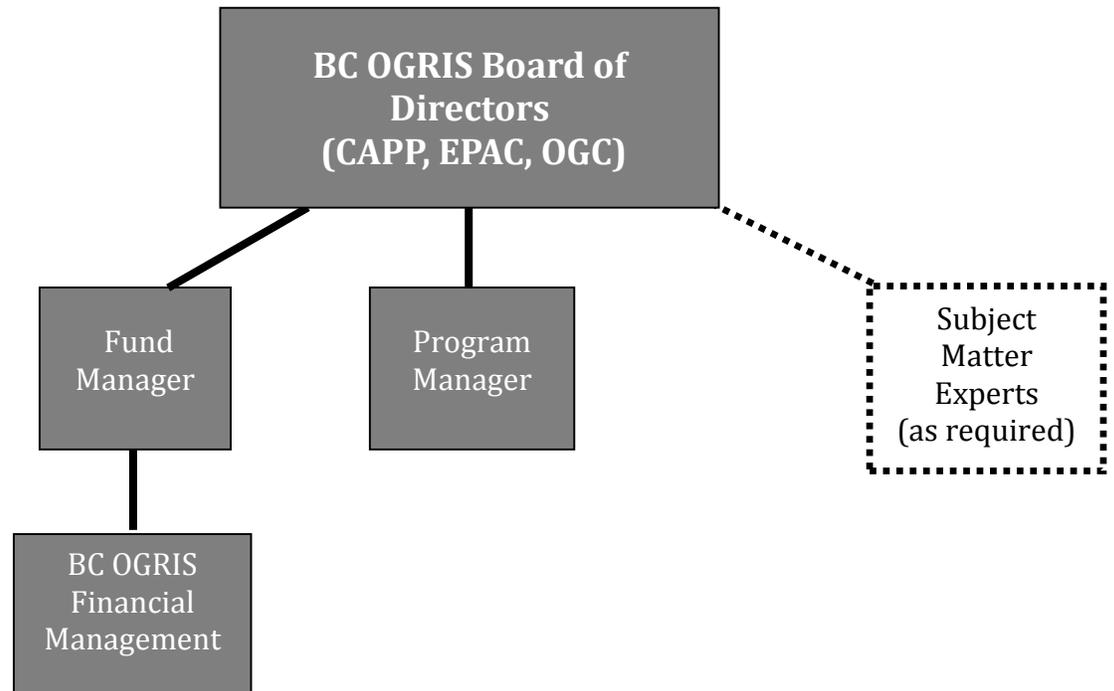
- processes and tools for identifying funding priorities and optimizing the allocation of funds;
- processes and tools for soliciting and selecting proposals that meets funding priorities;
- processes and tools for monitoring the BC OGRIS funded projects to ensure project objectives and commitments are met and results are disseminated to applicable stakeholders;
- organizational structure, principles and policies for allocating, administering, and monitoring the effectiveness of project funds; and
- a rolling 3 year business plan that outlines the funding priorities, approach to soliciting and selecting projects and extension activities to communicate the activities and findings of the BC OGRIS.

### **Strategy 3—Build support for participation in the BC OGRIS**

This involves the following activities:

- Undertake extension activities to communicate BC OGRIS activities and findings to sponsors, industry, and other stakeholders.
- Undertake delivery processes and extension activities to maintain the BC OGRIS's reputation as a well-managed fund with strong governance, principles and effective processes to fund and deliver research projects.
- Demonstrate the contribution of BC OGRIS funded studies to improving understanding and management of the impacts of oil and gas activities.

### 3 BC OGRIS Organization



#### BC OGRIS Board of Directors

The BC OGRIS Board of Directors is responsible for overseeing the management and administration of the BC OGRIS. This includes the following responsibilities listed below. Additional details are provided in the next section labelled BC OGRIS Processes and Tools:

- Govern BC OGRIS activities to ensure the Society's objectives are met. This includes committing and managing BC OGRIS funds in a professional and fiscally responsible manner and ensuring policies, processes, tools and principles are in place for the cost effective and efficient management and operation of the Society;
- Maintain relations with funding organizations on the role of the BC OGRIS in addressing environmental matters related to oil and gas exploration and development. This includes obtaining stakeholder input and providing communications on BC OGRIS activities and accomplishments to ensure the Society is responsive to the key challenges facing the oil and gas industry;
- Identifying and monitoring strategic partnerships with other organizations to leverage funding resources and provide additional services as necessary; and
- Provide functional direction/delegation to the Program Manager.

Directors must review and approve expenditures of the BC OGRIS:

- Requests for funds (e.g., proposals) must be approved by the directors representing the OGC, CAPP and EPAC.
- Requests for payment of BC OGRIS invoices. The Fund Manager may approve payment if the expenditure is under \$10,000, otherwise the Fund Manager and one other director representing CAPP or EPAC must approve payment.

Expectations and responsibilities for directors of the BC OGRIS Board of Directors are outlined in Appendix 2 of this document.

## Fund Manager

The Fund Manager is the OGC representative on the Board of Directors. The Fund Manager is responsible for overseeing the BC OGRIS Financial Management—including the BC Oil and Gas Commission’s resources assigned to administer the Fund. This includes the following:

- Spending authority on BC OGRIS commitments (e.g., signing off on recipient agreements and amendments, one of two signatories on approving payment of BC OGRIS invoices);
- Financial administration and management; and
- Technical support (e.g., website maintenance).

## BC OGRIS Financial Management

The OGC has agreed to financially administer the fund, and costs to administer the fund will be reimbursed from the BC OGRIS budget. Costs will be mutually agreed upon. Financial Management is responsible for the following:

- Supporting contract administration including working with the Program Manager in issuing recipient agreements and amendments to those agreements;
- Invoice processing (e.g., accounts payable);
- Financial management and reporting including tracking commitments and expenditures on each project; and
- Quarterly and annual financial reports.

In addition, the OGC provides technical support to the BC OGRIS (e.g., website maintenance).

## Program Manager

The Program Manager is accountable to the BC OGRIS Board of Directors. The Program Manager supports the BC OGRIS Board of Directors in program planning and development; is

responsible for the day-to-day operation of the Society; and liaises with subject matter experts where needed for the input and review of proposals and project deliverables.

The Program Manager is appointed by the BC OGRIS Board of Directors.

The Program Manager is responsible for the following listed below. Additional details are provided in the next section labelled BC OGRIS Processes and Tools:

- Establish and maintain sound and consistent business processes, principles and tools for project delivery and fund administration;
- Coordinate Board of Directors meetings and act as secretary;
- Coordinate Member's meetings (e.g., Annual General Meeting, extraordinary meetings) and act as secretary for those meetings;
- Lead and manage the project delivery processes—including setting funding priorities, soliciting proposals and issuing recipient agreements;
- Monitor the delivery of projects against commitments and raise issues to the BC OGRIS Board of Directors; and
- Lead and conduct administration processes—including developing and maintaining the business plan and leading and carrying out extension activities regarding the BC OGRIS.

## Subject Matter Experts (SME)

Subject matter experts (SME) are individuals outside of the BC OGRIS organization that may be called upon to assist the BC OGRIS with technical matters—on a temporary and as needed basis. They include professionals, specialists and technical experts from industry, OGC and government agencies. Subject matter experts will be identified, by the BC OGRIS Board of Directors, to support the BC OGRIS with specific proposals and projects.

SME's may support the BC OGRIS in the following ways:

- Advise the BC OGRIS Board of Directors and Program Manager in the development of Requests For Proposals (RFP);
- Aid in the scientific and technical screening of proposals;
- Make recommendations to the BC OGRIS Board of Directors and Program Manager regarding the technical design of research projects and the capability of proponents to deliver the project; and
- Review project deliverables and advise the BC OGRIS Board of Directors and Program Manager on the adequacy/utility of the research.

## 4 BC OGRIS Members (2015/16)

BC OGRIS members for the term of the Terms of Reference include the following:

Role	Member
BC OGRIS Board of Directors	Howard Madill (OGC)—CHAIR Geoff Morrison (CAPP) Gary Leach (EPAC)
Fund Manager	Howard Madill
Program Manager	Brian Thomson
BC OGRIS Financial Management	Corporate Services Division, OGC
Subject Matter Experts (SME)—as required	Subject matter experts (SME) are identified as required for specific proposals and projects.

## 5 BC OGRIS Processes and Tools

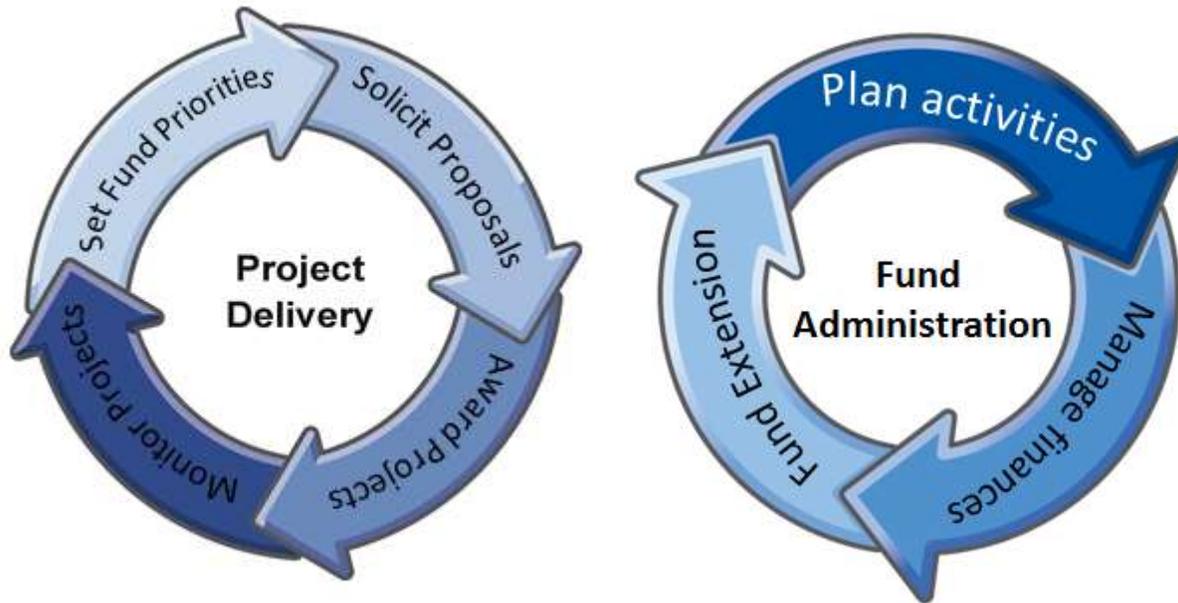
The management of the BC OGRIS will involve the processes and supporting tools listed below. The business plan will contain details on the activities and responsibilities in carrying out these processes in the context of the funding priorities.

### Principles

The administration of the BC OGRIS will reflect and balance the following principles:

<b>Principles</b>
Upstream Oil and Gas Activities—focused on the environmental impacts of upstream oil and gas activities in the northeast area of BC.
Transparent—open access to opportunities, fund priorities and processes, results of submissions and results of projects.
Collaborative—involving multiple stakeholders (e.g., government agencies, industry, First Nations, local communities, academia, other impacted stakeholders) to build support and collaboration amongst the groups and increase the credibility and usability of results.
Strategic—focused on funding projects that address knowledge gaps in high priority areas. Leveraged funding from strategic partners is encouraged to expand the funding capacity, leverage skills, reduce administration and build relationships.
Local community focused.
Professionally managed—reputable, value-based.

## Process Overview



## Project Delivery Processes

### Set Funding Priorities

This process involves two main activities (described in further detail below):

- Soliciting input to identify issues and priorities; and
- Establishing funding priorities.

### ***Soliciting input to identify issues and priorities***

Directors on the BC OGRIS Board of Directors are responsible for soliciting input for setting funding priorities based on their experience and understanding of oil and gas sector issues from their members and other contacts in the community. This will help to ensure the Society is responsive to the key challenges facing the oil and gas industry.

Surveys to identify knowledge gaps and priority funding areas may be conducted periodically. This may involve surveys to industry, regulators and government agencies, First Nations and other stakeholders. Results from these surveys will be collected and

reviewed by the BC OGRIS Board of Directors in order to identify the priority themes and topics within any of the six BC OGRIS funding envelopes.

### ***Establish Funding Priorities***

The annual business planning process will involve discussions amongst BC OGRIS directors to identify funding priorities and the allocation of funds across funding envelopes for the next 1-3 years. The allocation of funds across funding envelopes may change from year to year depending on funding priorities.

The BC OGRIS Board of Directors will approve the funding priorities. The Program Manager will facilitate the process to set, update and monitor the funding priorities.

### ***Tools***

There are no tools currently identified for this process.

### **Solicit Proposals**

The approach for soliciting proposals to address funding priorities and knowledge gaps will be determined based on the administrative effort to identify and award projects relative to the available funding. This approach will involve a combination of

- proactively encouraging full proposals for high priority topic areas recommended by our major stakeholders (i.e., oil and gas industry, BC government and regulator); and
- receiving Letters of Intent (LOI) for smaller and shorter duration projects that may be of interest to the BC OGRIS.

The business plan will describe the approach to soliciting proposals, specific proposal topics and timelines for soliciting proposals in response to the funding priorities for the fiscal year.

The BC OGRIS Board of Directors will approve the approach to soliciting proposals. The Program Manager will be responsible for the execution of the process.

### ***Request Full Proposals***

If full proposals are requested to meet high priority topic areas recommended by our major stakeholders, the process will involve the following:

- Define the key knowledge gaps to be addressed along with other relevant information such as objectives, deliverables and timeframe. The key knowledge gaps will be defined based on input from BC OGRIS Board of Directors and our major stakeholders;

- Solicit proposals to address the key knowledge gaps defined. Proposals must have a science-based research focus that addresses the knowledge gap. Proposals will be solicited by advertising the opportunity on the BC OGRIS website and sending the request to vendors pre-qualified to undertake similar projects;
- Receive and track proposals submitted;
- Assess proposals against the evaluation criteria. The BC OGRIS Board of Directors will be responsible for making decisions on proposals. SMEs and representatives from our stakeholders may be involved in the review. Proposal review packages will be prepared to aid the assessment of the proposals by the BC OGRIS Board of Directors. The evaluation criteria will include adherence to the BC OGRIS’s principles listed in this document and generic and proposal specific requirements that are described and maintained in the BC OGRIS Call for Proposals and LOI Guidelines document.

### ***Receive Letters of Intent (LOI)***

The BC OGRIS will react to small, interesting projects covering emerging issues or good community projects that are not high in the funding priorities. These opportunities will be handled through a Letter of Intent (LOI) application. The LOI application is a short summary of the opportunity, how it will be addressed and the approximate costs and timeframes. The BC OGRIS Board of Directors will review LOIs based on a consideration of funding levels and the consistency of the LOI against BC OGRIS objectives and priorities. If appropriate, a full proposal will be requested which will be reviewed using the full proposal process described above.

### ***Tools***

A Letter of Intent (LOI) Guideline template and a Full Proposal Guideline template will be used to aid the proposal process and help guide the submission of complete and consistently formatted and organized proposals—making the review process much easier.

Additional tools used in this process include the following:

- LOI Review Summary;
- Full Proposal Review Summary; and
- Assessment/evaluation criteria for each request for proposal.

## Award Projects

The BC OGRIS Board of Directors will be responsible for assessing proposals and accepting/declining proposals based on the generic and proposal specific evaluation criteria and parameters defined in the approved business plan (e.g., budget). The Program Manager will be responsible for completing the process including notifying proponents for accepted proposals and debriefing unsuccessful proponents. The Program Manager will also conduct any negotiations with the proponent for changes to proposals requested by the BC OGRIS Board of Directors.

The Program Manager will, with the assistance of the BC OGRIS Financial Management team, prepare a draft Recipient Agreement (RA) for successful proposals. The RA will describe the project schedule, budget, milestones, deliverables and payment schedules. The agreement also includes, where appropriate, plans for implementation of the results and an extension strategy to disseminate the results of the project upon completion.

### **Tools**

- Business process checklist for starting a project;
- Decision letter templates (e.g., notice of award—unmodified, with request for changes, denied); and
- Recipient agreement template.

## Monitor projects

This process involves the two activities listed below:

- Project tracking; and
- Quality assurance.

### **Project Tracking**

A signed recipient agreement will initiate the project monitoring process.

The BC OGRIS Board of Directors will govern the portfolio of approved projects to ensure that projects meet financial, scientific and technical standards and are implemented in an efficient, effective and accountable manner. The BC OGRIS Board of Directors will also confirm quality products are delivered and accepted, project issues are addressed in a timely manner and financial commitments are adhered to.

The Program Manager will monitor and track approved projects against the requirements contained in the Recipient Agreement. This includes monitoring

milestones, deliverables and financial activities to ensure commitments are met on schedule and budget in an efficient, effective and accountable manner. Issues and progress updates will be discussed at BC OGRIS Board of Directors meetings. Urgent issues that need to be addressed before the next BC OGRIS Board of Directors meeting will be addressed through conference calls and emails.

Project extension activities will also be monitored by the Program Manager to ensure project results are disseminated to members and other applicable stakeholders. This includes monitoring the application of the project's results. Appendix 3 of this document contains a listing of potential audiences for project related extension activities.

All administrative aspects of contract management, document preparation, records management and data entry will be the responsibility of the Program Manager.

The Program Manager will prepare and obtain approval from the Fund Manager for any amendments required to the Recipient Agreement. For example, extending the completion date to allow for unforeseen delays in the project (e.g., weather).

If the proponent has completed the project, the BC OGRIS Board of Directors will decide if all the terms of the Recipient Agreement have been met and the project should be closed. The Program Manager will then execute the project completion process which includes posting documents on the BC OGRIS website and archiving other project materials and deliverables as per the records management policy.

### ***Quality Assurance***

Project deliverables must be developed and submitted according to the terms of the Recipient Agreement and proposal. This includes the development approach, peer review, work plan and budget. The format and content of each deliverable must also adhere to the Project Deliverable Guidelines. The Program Manager will confirm these elements of the BC OGRIS quality assurance process.

Where appropriate, the Program Manager will forward the deliverable to a Subject Matter Expert (SME) for review. The SME will review the deliverable and determine if it meets the requirements of the agreement, is based on good science/research and has utility for the oil and gas industry.

The BC OGRIS Board of Directors will ensure the Quality Assurance process has been completed on each project. This acceptance will be based on the recommendations of the Program Manager and SME reviews.

If the deliverable does not pass any of the quality assurance reviews listed above, it is returned to the Researcher for revision.

The Program Manager will receive all project invoices and follow the BC OGRIS process for approving payment. Once approved, the invoice will be forwarded to the BC OGRIS Financial Management Team with a request for payment.

### ***Tools***

Tools used in this process include the following:

- Business process checklist for monitoring and closing a project;
- Project tracking sheet;
- RA amendment template;
- Project deliverable guidelines; and
- Final project administrative report template (e.g., invoicing summary, explanation of any project variances, lessons learned).

## **Fund Administration Processes**

### **Plan Activities**

A rolling 3 year business plan will be maintained outlining the funding priorities for the coming years, the approach to soliciting proposals for projects and extension activities to raise awareness of the BC OGRIS's activities and findings. The first year of the business plan will be more detailed than the second and third years.

The development of the business plan will consider the following:

- Total funding available which includes current funds on account minus future commitments plus anticipated revenue for the year;
- Six funding envelopes and funding priorities set by the BC OGRIS Board of Directors;
- An allocation for requesting full proposals on high priority topic areas and an allocation for smaller proposals submitted through the letter of intents (LOI) application; and
- Input from the BC OGRIS Board of Directors on feedback from members on the Society's activities, perceptions and opportunities.

The BC OGRIS Board of Directors will approve the business plan. The Program Manager will lead the development and maintenance of the business plan.

### ***Tools***

There are no tools currently identified for this process.

### **Manage Finances**

Managing finances includes the following:

- Track commitments and expenditures by project;
- Maintain financial records for the BC OGRIS;
- Accounts payable;
- Contract administration—prepare recipient agreements and amendments; and
- Produce financial reports on the Fund’s financial status and activities to the BC OGRIS Board of Directors and BC OGRIS members (through the BC OGRIS extension report).

The Program Manager will be responsible for working with the Fund Manager and the BC OGRIS Financial Management to ensure these activities are completed.

### ***Tools***

Tools used in this process include the following:

- BC OGRIS Project Commitments report listing commitments and payments (invoices) for each project;
- Project invoice request for payment form;
- BC OGRIS Statement of Operations and Net Assets; and
- BC OGRIS Statement of Financial Position.

### **Fund Extension (Outreach)**

Fund extension involves communicating BC OGRIS accomplishments and successes to BC OGRIS members and other applicable stakeholders. Extension on project specific findings is the responsibility of the individual projects and will not be addressed in this process.

Fund extension activities will focus on the following:

- Promote scientific research and community studies that improve understanding and management of impacts from oil and gas development in British Columbia;
- Increase awareness and understanding of the BC OGRIS and its objectives;

- Foster the participation of researchers, communities, government and industries needed to achieve BC OGRIS objectives and priorities;
- Communicate the current state of knowledge on key issues of concern identified by stakeholders;
- Communicate progress, findings, accomplishments, innovations and lessons learned from BC OGRIS projects;
- Implementation of the results, lessons learned and technical applications arising from BC OGRIS projects to applicable stakeholders; and
- Integrating and reporting on advances from the oil and gas industry.

The BC OGRIS Board of Directors will approve the extension activities and vehicles. The Program Manager will lead the development and execution of extension activities. This includes drafting the BC OGRIS extension report and other communications materials as well as responding to requests for information about BC OGRIS from potential applicants, industry, communities, First Nations, government, universities and other parties. The Program Manager will also be responsible for working with OGC technical support personnel to maintain the BC OGRIS website.

### ***Tools***

The business plan will identify specific extension activities that will occur in a given fiscal year. Activities could include the following:

- BC OGRIS extension report on the BC OGRIS's activities and accomplishments;
- Website updates;
- Fund information packages;
- Website whiteboards for Fund members on activities;
- Media briefings; and
- Industry and regulatory hot topics.

### ***Audiences for extension activities***

The key audiences for both BC OGRIS and project specific extension activities are listed in Appendix 3 of this document.

## 6 Deliverables

The BC OGRIS organization will develop and maintain the following deliverables:

### Terms of Reference

The BC OGRIS Terms of Reference (TOR) is a condition of the BC OGRIS bylaws.

This TOR describes the purpose and structure of the BC OGRIS including the objectives, roles and responsibilities and processes and tools to achieve the BC OGRIS's objectives.

The Terms of Reference will be reviewed yearly and describe the following:

- Strategic direction—vision, mission, objectives and strategies;
- Governance—roles and responsibilities;
- BC OGRIS processes and tools; and
- Deliverables.

### Business Plan

The BC OGRIS Business Plan (BP) is a condition of the BC OGRIS bylaws.

The Business Plan covers a 3 year planning horizon and will be updated yearly. It will describe the following:

- Funding priorities;
- Approach for soliciting proposals to match funding priorities;
- Extension activities; and
- Financial:
  - Changes in cash position, and
  - Project expenditures.

The business plan for the next fiscal year will be prepared and approved by March 31. The first year component of the business plan will be posted on the BC OGRIS website.

## Appendix 1—History of the BC OGRIS

In 1998, the Government of British Columbia entered into an agreement with the Canadian Association of Petroleum Producers (CAPP) and the Explorers and Producers Association of Canada (EPAC) to establish the Environment Fund (the Fund). The Environment Fund was funded through a portion of royalties paid by Industry and collected by the B.C. Government. The Fund was allocated \$5 million over five years to support studies concerning practical ways of addressing environmental issues related to oil and gas exploration and development in Northeast British Columbia. Findings of completed studies were made available to inform strategic, tactical, and operational decision makers.

In 2002, CAPP and EPAC (renamed from the Small Explorers and Producers Association of Canada—SEPEC) restated their support of the SCEK Fund. They also agreed to refocus and rename the Fund. The Steering Committee changed the fund from a purely researched-based, environment fund to a broader based fund which incorporates science and community environmental knowledge; thus the new name Science and Community Environmental Knowledge Fund (the SCEK fund) was created. Funding for SCEK was provided through directing a portion of well application fees and production levies paid by Industry and collected by the B.C. Government.

In July 2011, Industry entered into a 5 year MOU with the B.C. Government to direct funds to support the implementation of the B.C. Government Boreal Caribou Management Plan. The SCEK Fund provided funding, financial and contracting services for the implementation of the MOU.

In April, 2015, the SCEK Fund was superseded by the B.C. Oil and Gas Research and Innovation Society (BC OGRIS). BC OGRIS came into existence under the BC Societies Act on April 1, 2015 and assumed all the roles and responsibilities of the SCEK Fund.

## Appendix 2—Expectations and Responsibilities for Directors of the BC OGRIS Board of Directors

Directors of the BC OGRIS Board of Directors are expected to be well-informed about the needs, issues and priorities of their respective constituencies and share perspectives of priority knowledge gaps in operations, regulations, the environmental and community issues relating to oil and gas exploration and development. Directors are not bound to the views of any specific group, organization or research interest.

The following expectations and responsibilities for directors of the BC OGRIS Board of Directors builds on the requirements in the BC OGRIS bylaws.

### Terms of Service

Directors representing CAPP, EPAC and the OGC are appointed until they withdraw their membership from the BC OGRIS Board of Directors or are replaced by another representative from their organization.

Directors who are standing down and relinquishing their seat must work with their respective organization to nominate a replacement director.

Directors wishing to relinquish their membership must submit a written record stating the following:

- Recognition of voluntary dismissal from their position;
- Reason for not fulfilling their two-year term/ reason for leaving;
- Date of resignation; and
- Replacement director from their organization.

### Conditions of Membership

Each Director undertakes to adhere to a number of conditions which include the following:

- Adhere to the basic requirements of attending meetings as scheduled (e.g., quarterly);
- Adhere to interim teleconference calls as required (maximum length 1 hour); and
- Provide time and services required by the BC OGRIS Board of Directors.

## Absences

Directors representing CAPP, EPAC and the OGC are expected to attend all meetings. As defined in the bylaws, quorum of at least two of the three directors is required at all BC OGRIS Board of Directors meetings.

Directors who are absent for two or more consecutive meetings may be terminated from their seat. The BC OGRIS Board of Directors may remove any director if reasons for their absence are not deemed reasonable. If a majority of the BC OGRIS Board of Directors requests that any director be removed it must be by a unanimous vote.

Any director who is absent from three (3) consecutive regular meetings without an approved leave of absence from the BC OGRIS Board of Directors meetings or without reason satisfactory to the Board of Directors shall forfeit their membership and cease to be a director of the BC OGRIS Board of Directors.

## Protocols for Approvals

The protocol for approvals if directors are absent due to illness or emergencies include the following:

- Fund Manager—approval of funding agreements, amendments and invoices that cannot wait until the Fund Manager’s return, require the approval of the directors representing CAPP and EPAC.
- Director representing OGC, CAPP or EPAC (without proxy)—approval of requests for funding (e.g., proposals) will be deferred until unanimous agreement can be reached, unless proxy has been pre-arranged with another director.

## Code of Conduct

In the course of undertaking BC OGRIS business, directors shall be mindful of the need to conduct themselves with appropriate decorum and in a manner that is neither confrontational nor disruptive in nature.

Directors are also expected to represent the BC OGRIS in a positive and professional manner at all times. This includes any interactions with stakeholders, members of the Public and media.

The BC OGRIS is committed to providing a safe, healthy and rewarding Committee business environment, one in which all persons are treated with dignity and respect. Any form of discrimination and harassment is prohibited by the B.C. Human Rights Code and will not be tolerated.

## Disclosure of conflict of interest

Directors must proactively state any conflict of interest between themselves and any matter being discussed. They must volunteer to remove themselves from voting on any decision on the matter in conflict. This disclosure must be done as soon as the conflict, or perceived conflict, is identified.

The remaining directors may decide to request the director in conflict to leave the meeting for the remainder of the discussion or to abstain from voting in the matter in conflict.

The director in conflict is expected to keep all conversations confidential and not communicate any BC OGRIS Board of Directors discussions with the conflicting party.

## Meeting Procedures

The BC OGRIS Board of Directors shall schedule quarterly meetings agreed to by the directors. At the end of each meeting a proposed time for the next quarterly meeting and location of the meeting will be discussed and agreed upon. Directors may also call additional special meetings on an as required basis. These special meetings do not have to be in person but can be by teleconference or through other methods.

The order of business is to be set out in an agenda to be provided to the directors in advance of the meeting date. Minutes shall be recorded in accordance with the BC OGRIS Board of Directors direction.

## Compensation

Membership on the BC OGRIS Board of Directors is voluntary. Directors representing CAPP, EPAC and the OGC shall serve without compensation. Expenses to attend steering committee meetings are the responsibility of the representative organization.

Directors may be reimbursed for business expenses incurred in carrying out the assigned duties of the BC OGRIS Board of Directors provided that such expenditures have received pre-approval by the BC OGRIS Board of Directors. This is intended to cover special projects and assignments. Such expenses shall be funded through the BC OGRISs budget.

## Amendment of Expectations and Responsibilities

These expectations and responsibilities of directors shall be reviewed by the BC OGRIS Board of Directors as necessary and may be amended at any time by the BC OGRIS Board of Directors provided that the amendments are limited to implementation process or clarification of intent.

If, however, changes fundamental to the purpose or direction of the BC OGRIS are required, a unanimous decision must be made by all directors prior to the change.

## Appendix 3—Extension Activities—Target Audiences

Audiences for consideration when conducting extension activities on BC OGRIS project findings as well as BC OGRIS overall activities and findings include the following:

### Sponsors

- CAPP, EPAC and the OGC;
- Proponents (those who wish to undertake projects under BC OGRIS);
- Industry;
- Government;
- Academic and research institutions;
- Consultants;
- First Nations; and
- Communities.

### Users

Those who wish to use the findings, tools, or technologies generated by projects—including the following:

- Oil and gas sector companies;
- Consultants;
- Government agencies; and
- Planners and land use decision makers.

### Other Stakeholders

Those with an interest in the oil and gas sector, or potential impact from oil and gas activities—including the following:

- First Nations;
- Trappers and tourism operators;
- Landowners and members of the Public;
- Communities including rural school boards;
- Forest companies; and
- Media.