



## **Fundy Energy Research Network (FERN) General Governance Policies**

### **Official Version**

**Approved by Executive Committee March 2013 (revised May 31, 2013)**

#### **Name and Mission**

The organization is called the Fundy Energy Research Network (hereinafter referred to as FERN), and is an independent unregistered non-profit organization initiated by academic and government researchers as a forum to:

*Coordinate and foster research collaborations, capacity building and information exchange to advance knowledge, understanding and technical solutions related to the environmental, engineering & socio-economic factors associated with tidal energy development in the Bay of Fundy.*

#### **1. Objectives**

- 1.1. To identify and provide objective guidance on emerging and priority issues related to tidal energy proposals and developments;
- 1.2. To facilitate research collaboration and information sharing among government scientists, academia and tidal energy developers to address environmental, socio-economic and engineering issues and challenges associated with tidal energy development;
- 1.3. To foster collaborative research and partnerships, and training of the next generation of highly qualified people;
- 1.4. To promote investment in tidal energy research and optimization of its use by enhancing communication and cooperation among those involved;
- 1.5. To develop and maintain productive relationships with regional, national and international groups involved in tidal energy research;
- 1.6. To communicate information and research progress through meetings, seminars, conferences, reports, FERN website, and/or other forms of public presentation.

## **2. Organization**

- 2.1. FERN shall have a general membership and standing subcommittees representing core priority research themes. Subcommittees may be added or restructured as needed.
- 2.2. FERN will be led by an Executive Committee.
- 2.3. FERN may retain a Program Coordinator.
- 2.4. There will be an annual general meeting of members, usually in association with an annual research conference or workshop.

## **3. Host Institution**

- 3.1. As an unregistered organization, FERN operates under a larger Host Institution. The Host Institution shall provide in-kind support for its base of operations and support for the Coordinator, including office space, furniture, phone and internet access, administrative assistance, supervision of staff, and financial management.

## **4. Impartiality**

- 4.1. FERN's mission, objectives and activities are to be independent and impartial in respect of the host institution, member affiliations or any other partner associations.
- 4.2. As a network of diverse interests, FERN is neither an advocate for nor against tidal energy development in the Bay of Fundy. Communications made on behalf of FERN by any general member or committee member must reflect FERN's commitment to collaborative, credible, objective research.

## **5. General membership**

- 5.1. Membership in FERN is open to all involved in tidal energy research related activities, including, but not limited to, universities and colleges; Federal agencies; Provincial agencies; NGOs; the private sector; and individuals. Membership shall consist of any such individual or representative of an organization that is recorded in the FERN Register of Members, and supports the Mission of FERN, and reconfirms such membership from time to time as required by the Executive Committee.
- 5.2. Only members serving on FERN committees (Executive or Subcommittee) have voting rights.
- 5.3. Membership may be revoked from any individual whose actions or statements are inconsistent with the mission and objectives of FERN by a two-thirds (2/3) vote of all members of the Executive Committee. The individual under review will be given the opportunity to present their case to the Executive Committee prior to a vote.

## **6. Representation**

- 6.1. With the exception of Executive Committee co-Chairpersons, FERN members, including Subcommittee members, are not agents of FERN and accordingly cannot enter into agreements or make representation on behalf of FERN, without the prior consent of the Executive Committee.

## **7. Role of the Executive Committee**

- 7.1. The Executive Committee is accountable to the Subcommittees and general membership and is responsible for:
- a. Ensuring the activities of the overall network and Subcommittees are in line with the mission and objectives;
  - b. Creating, adopting and implementing strategic and operational policies and plans;
  - c. Assisting in the development of partnership agreements;
  - d. Seeking funding opportunities and reporting to funding agencies, as required;
  - e. Facilitating cross-communication and collaboration between Subcommittees;
  - f. Establishing special committees, as needed;
  - g. Evaluating organizational, program, Subcommittee and staff performance;
  - h. Identifying and addressing internal and external opportunities and problems, as they arise;
  - i. Overseeing the efficient management of resources and assets, communications, staff and other operational tasks in a fair and transparent manner; and
  - j. Overseeing the relationship with the host institution.

## **8. Structure of the Executive Committee**

- 8.1. The Executive Committee consists of two (2) Executive co-Chairpersons and the co-Chairs of the Subcommittees. Past Executive Committee Chairpersons and Subcommittee Chairs may serve as ex-officio members for the one (1) calendar year immediately following the end of their term as co-Chair at the discretion of the Executive Committee.
- 8.2. The Executive Committee shall hold meetings at least twice a year, which shall be called by the co-Chairpersons. Additional meetings may be held as required.
- 8.3. One Executive co-Chairperson and at least one co-Chair from each Subcommittee must be in attendance at each Executive Committee meeting. The Coordinator may also be invited to attend as deemed appropriate by the co-Chairs.

## 9. Appointment and Duties of Executive Committee Chairpersons

### 9.1. Duties of the Executive co-Chairpersons:

- a. To maintain oversight of the activities of the network;
- b. To act as official representatives of the network;
- c. To preside as co-Chairpersons at meetings of the Executive Committee;
- d. To oversee general operational and strategic policy and management on behalf of the Executive Committee;
- e. To regularly communicate with the Coordinator on behalf of the Executive Committee;
- f. To monitor Executive Committee activities and ensure Executive Committee members carry out their agreed tasks; and
- g. To ensure all Executive Committee members are kept informed and consulted, where appropriate, on management issues related to the network.

9.2. To provide continuity, terms for the two Executive co-Chairpersons shall be staggered. To achieve staggering one of the initial Executive co-Chairpersons will serve a term of two (2) years and one a term of three (3) years. The terms of the initial co-Chairpersons are considered to have commenced on May 31, 2011. Subsequent terms for Executive co-Chairpersons are three (3) years or until the Chairperson's successor is elected.

9.3. Executive co-Chairpersons can serve no more than two (2) consecutive terms.

9.4. The process for Executive co-Chairperson elections will be as follows:

- a. The Executive Committee will call an election for the Executive co-Chairperson position at least two (2) months prior to the end of a term.
- b. A Nominations Committee consisting of three (3) Executive Committee and/or Subcommittee members will be struck to coordinate the nomination of new co-Chairpersons.
- c. Nominations for candidates may be made by Executive Committee members, Subcommittee members and the Coordinator.
- d. The Nomination Committee will contact candidates to affirm acceptance of nomination and to request a statement of interest and qualifications for the position.
- e. The Nominations Committee will assess all candidate applications against the eligibility requirements (see 9.6) and position description and develop a short-list of qualified candidates.
- f. All affirmed candidate names and statements will be presented to eligible voters prior to the voting period.
- g. Executive Chairpersons will be elected through a majority vote. Only Executive Committee and Subcommittee members in position for at least four (4) months at the

time the election is called are entitled to vote.

- h. Voting will take place at a FERN Annual General Meeting (either in person or via tele-/web-conference) or electronically (via email or online poll), as appropriate. Eligible members may assign a proxy to vote on their behalf, with approval of the Executive Committee.

9.5. In the event an Executive co-chairperson position becomes vacant prior to the end of a designated term, the Executive Committee may appoint an interim Executive co-Chairperson to serve out the remainder of the term. If the remainder of the term is more than one (1) year, an election will be called.

9.6. Eligibility of Executive co-Chairpersons

- a. Executive co-Chairpersons must have a record of research or research management related to marine renewable energy.
- b. One Executive co-Chairperson must be a recognized researcher from an academic institution.
- c. Executive co-Chairpersons must be able to represent and act on behalf of FERN in an objective manner that is independent of any other institutions or companies he/she is employed or associated with.
- d. Any other qualifications specified by the Executive Committee in a position description prior to the declaration of an Executive co-Chairperson election.

**10. Dismissal of an Executive co-Chairperson**

10.1. An Executive co-Chairperson may be removed from office if:

- a. His/her actions or statements are inconsistent with the mandate and purpose of FERN and has resulted or may result in the misrepresentation or destabilization of FERN;
- b. He/she misses two (2) consecutive meetings in a calendar year. Exception may be given for special circumstances;
- c. He/she is otherwise unable to fulfill their duties.

10.2. Dismissal of an Executive co-Chairperson requires a two-thirds (2/3) vote of all other members of the Executive Committee. The individual under review will be given the opportunity to present his/her case to the Executive Committee prior to the vote.

**11. Role of the Subcommittees**

11.1. FERN Subcommittees bring diverse interests and expertise and work to identify and resolve priority issues related to tidal energy by:

- a. Strengthening relationships between academia, government and industry;

- b. Identifying potential project ideas and research teams; and
- c. Developing communication and information sharing tools aimed at fostering and facilitating research within and among FERN's research theme areas.

11.2. Each Subcommittee is to define its own scope and activity plans, in keeping with the mission and objectives of FERN.

## **12. Structure of the Subcommittees**

12.1. Subcommittees should aim to consist of between eight (8) and fifteen (15) members of FERN with research related expertise in the Subcommittee theme area. Two of these members shall be elected as co-Chairs (see 14.5).

12.2. Subcommittee membership composition must consist of representatives from at least three (3) different organizations, and at least one (1) member from each of three sectors - academia, government and industry.

12.3. Each Subcommittee will meet a minimum of two (2) times a year in person or by teleconference.

12.4. Subcommittees may create working groups on specific issues or projects, which may consist of Subcommittee and/or general members with expertise in that particular area.

## **13. Appointment and Duties of Subcommittee Members**

13.1. Nominations for new Subcommittee members may be made by an existing Subcommittee member or an Executive Committee member at any time. Selection will be made by the members of the Subcommittee through a majority vote of all Subcommittee members. Members may vote in a designated meeting or by email.

13.2. Any member may request a meeting of the Subcommittee, as reasonable and appropriate.

13.3. Any member may propose activities for the Subcommittee.

## **14. Appointment and Duties of Subcommittee Co-Chairs**

14.1. Each Subcommittee will appoint two (2) co-Chairs from among the existing Subcommittee members. One co-Chair should be a recognized researcher from an academic institution. In extenuating circumstances, exceptions to this policy may be made by a Subcommittee with approval from the Executive Committee.

14.2. The role of the co-Chairs is:

- To represent their Subcommittee at Executive Committee meetings and report back to their respective Subcommittee;
- To liaise with the Coordinator and with other Subcommittee co-Chairs on a regular

basis to ensure communication across the network;

- To direct and facilitate Subcommittee meetings and activities (i.e., call and facilitate meetings, and ensure that FERN governance policies are exercised);
- To monitor the timely execution of tasks agreed to by the members; and
- To review participation of Subcommittee members and make recommendations on member status to the Executive Committee, as necessary.

14.3. To provide continuity, terms for the two co-Chairs shall be staggered. To achieve staggering, one of the initial co-Chairs will serve a term of two (2) years and one a term of three (3) years. The terms of the initial co-Chairs are considered to have commenced on May 31, 2011. Subsequent terms for co-Chairs shall be three (3) years or until the co-Chair's successor is elected.

14.4. Subcommittee co-Chairs can serve no more than two (2) consecutive terms.

14.5. New co-Chairs shall be chosen from among existing members of the Subcommittee. A Nominations Committee will be struck to coordinate the nomination of a new co-Chair. Nominations for candidates may be made by any member of the Subcommittee. Co-Chairs will be elected through a majority vote of all members of the Subcommittee in position for at least four (4) months at the time the election is called. Voting may take place in a designated meeting or electronically, as appropriate (e.g. by email or online poll).

14.6. Past co-Chairs in good standing may continue as regular members of the Subcommittee.

## **15. Dismissal of Members from Subcommittees**

15.1. The Executive Committee will review the membership of each Subcommittee once a calendar year. The Executive Committee reserves the right to remove any individual from a Subcommittee:

- a. Who misses two (2) consecutive meetings in a calendar year or is otherwise unable to participate regularly and as needed. Exception may be given for special circumstances;
- b. Whose actions or statements are inconsistent with the mandate and purpose of FERN;
- c. By request of a Subcommittee (see 15.3); or
- d. For any other reason deemed valid by the Executive Committee.

15.2. Dismissal from a Subcommittee requires a two-thirds (2/3) vote of all members of the Executive Committee. The Subcommittee member under review will be given the opportunity to present his/her case to the Executive Committee prior to a vote.

15.3. A co-Chair will be expected to resign the position if they have been unable to fulfill their duties. The Subcommittee members may, following a two-thirds (2/3) majority vote, request the Executive Committee to dismiss a Subcommittee co-Chair for failure to carry out their responsibilities (see 15.2).