

Clean Energy Initiatives Task Force

Terms of Reference

1. Purpose

- 1.1. The purpose of the Clean Energy Initiatives Task Force (Task Force) is to develop recommendations to the Trust on clean energy initiatives that benefit the Basin and its residents.
- 1.2. Within the scope of the Task Force's work as defined in the Scope of Work in these terms, the Board of Directors delegates authority to the President & CEO to implement on behalf of the Board all recommendations and decisions of the Task Force.

2. Scope of Work

- 2.1. The scope of work for the Task Force includes the following:
 - Objective 1: Provide guidance on how the Trust can support the Basin's transition to a clean energy future.
 - Objective 2: Provide guidance on clean energy opportunities in the Basin – spanning generation, to transmission, to energy demand at residents' doorsteps.
 - Objective 3: Provide feedback on how the Trust can support the affordability, availability and reliability of clean energy.
- 2.2. The work of the Task Force and participation of Task Force members shall be consistent with the Columbia Basin Management Plan 2024-34.
- 2.3. Trust Staff support the Task Force, directly oversee initiative and program management and associated budgets, and facilitate communication between the Task Force and the Board of Directors (e.g., recommendations and feedback on decisions).

3. Membership

- 3.1. The Board of Directors will make all appointments to the Task Force.
- 3.2. The Board of Directors will appoint a Board Liaison who will also serve as Task Force Chair. In this role, the Board Liaison/Chair will facilitate Task Force meetings, report to the entire Board and share any updates from the Board with the Task Force that are relevant to the Scope of Work of the Task Force. In the absence of a Board Liaison/Chair, staff may serve as Chair for any particular meeting.
- 3.3. Members will be appointed by the Board of Directors for a one-year term. In the event the Task Force completes its work as defined in the Duration in these terms, all member terms will be concluded.
- 3.4. The Task Force shall be composed of not more than eight members, excluding the Board Liaison/Chair comprised of individuals with appropriate expertise and knowledge.
- 3.5. The Task Force will strive for diverse representation.

- 3.6. The Task Force will seek to include the voices of First Nations and Métis Peoples in the Basin so that their distinct perspectives help guide activities.
- 3.7. A majority of the members of the Task Force shall constitute a quorum.
- 3.8. The Board Chair may elect to attend Task Force meetings from time to time.
- 3.9. The Board Liaison and the Board Chair are not voting members of the Task Force, and their attendance shall not be counted toward quorum.

4. Meetings

- 4.1. The Task Force typically meets four times per year.
- 4.2. In-person meeting locations will vary throughout the Basin. Meetings may also be held by teleconference, videoconference and other means that do not require travel.
- 4.3. Assigned Task Force member(s) may be asked to attend additional meetings.
- 4.4. Task Force members shall prepare for meetings by reviewing meeting materials in advance of each meeting.
- 4.5. The Task Force shall keep regular minutes of its meetings.

5. Expense Reimbursement and Compensation

- 5.1. Expenses incurred by Task Force members as a result of carrying out their Task Force roles shall be reimbursed as set out in the Trust's financial management policies.
- 5.2. Task Force members who are not being paid by an employer while participating in Task Force meetings may claim meeting fees at rates set out in the Trust's financial management policies.
- 5.3. At the Trust's discretion, meeting preparation fees may be provided to Task Force members who are required to spend a significant amount of time preparing for Task Force meetings as set out in the Trust's financial management policies.

6. Task Force Policies

Task Force members shall abide by the Task Force Policies as set out in Appendix 1.

7. Reporting and Performance

- 7.1. The Task Force will report to the Board of Directors on a regular basis through the Board Liaison. The report will include progress on objectives as defined in the Scope of Work in these Terms, key decisions made, challenges encountered, and any recommendations for further action.
- 7.2. Each year, a questionnaire regarding the Task Force's performance will be completed by each Task Force member. The input of Task Force members will be summarized on a confidential basis, provided to the Task Force and reviewed by the Task Force and the Board.

8. Duration

8.1. The Task Force will complete its objectives as defined in the Scope of Work in these Terms within three years of its formation.

8.2. The duration may be reduced or extended if necessary, with the approval of the Board of Directors.

9. Review and Amendment

9.1. These Terms of Reference will be reviewed annually or as needed.

9.2. Amendments to the Terms of Reference must be approved by the Board of Directors.

Date Approved:

Approved by:

APPENDIX 1

COLUMBIA BASIN TRUST TASK FORCE POLICIES

1. CONFLICT OF INTEREST

1.1 Definition for Conflict of Interest:

A conflict of interest is defined as an actual or perceived interest by a Task Force member in an action that results in or has the appearance of resulting in, personal, organizational or professional gain. More generally, conflict of interest can be defined as any situation in which an individual is in a position to exploit a professional or official capacity to advance:

- (a) their personal interests; or
- (b) the interests of a related person; or
- (c) the interests of their business associate, corporation, union or partnership; or
- (d) the interests of a person to whom the individual owes an obligation.

The definition of conflict of interest includes any bias or the appearance of bias in a decision-making process that would reflect a dual role played by a Task Force member(s).

1.2 Principles for Conflict of Interest:

Task Force members shall avoid conflict of interest or the appearance of conflict of interest, either directly or indirectly. Their personal interests must not be in conflict with the interests of the Trust and/or the Task Force. For example, Task Force members must be alert to such situations as:

- (a) participating in decisions which will substantially influence the probability of obtaining a contract as an administrative agent with the Trust or a project of interest being funded through the Trust. This could occur when:
 - i. a Task Force member (or immediate family member of a Task Force member) is also a member or employee of a proponent organization; or
 - ii. when implementation of an administrative agent contract or project will result in a personal or business benefit or advantage for a Task Force member (or immediate family member); or
 - iii. when implementation of an administrative contract or project will result in an increase or decrease in the value of real or personal property of a Task Force member (or immediate family member); or
 - iv. when implementation of an administrative contract or project will result in an advantage, gain, profit, reward or perquisite of any kind, whether financial or otherwise, and whether direct or indirect, for a Task Force member (or immediate family member).
- (b) disclosing Trust information for personal gain; and/or
- (c) advocating local or organizational interests rather than the broad geographic or Trust core interests of the Basin.

In addition, Task Force members should recognize that their membership on the Task Force provides them with information, which could be used or seen to be used to the advantage of their own organizations or those they have contact with. Task Force members must respect the confidentiality of any information which could be used or seen to be used for the advantage of some individuals or organizations until that information is made public.

1.3 Conduct Regarding Conflict of Interest

1.3.1 Disclosure

A Task Force member shall declare a possible conflict of interest or the appearance of a conflict of interest as soon as practicable. Task Force members are required to maintain a sense of fairness, civility, ethics and personal integrity while making decisions as a Task Force member. Accordingly a declaration of conflict should be made:

- (a) If on review of the agenda of the Task Force meeting, they see an item where they feel they may be in conflict; or
- (b) At the beginning of any discussion relating to a decision which will substantially influence the probability of a contract or project of interest being funded through the Trust, and in which the member has a disqualifying interest.

1.3.2 Absent themselves from the discussion

Following a declaration of a possible conflict of interest by a Task Force member, the Task Force shall consider the information regarding the conflict and determine if the Task Force member in potential conflict should leave the meeting for the duration of the discussion and any related decision-making.

Further, after having declared a conflict of interest and left the discussion, no further information pertaining to that item shall be distributed to the Task Force member.

1.3.3 Failure to Comply

In the event that a Task Force member knowingly fails to declare a conflict of interest, they will be subject to dismissal from the Task Force immediately. In addition, the Task Force will consider termination of any administrative contract or project of interest awarded or considered with the participation of the Task Force member in conflict.

2. CONFIDENTIALITY

2.1 Conduct Regarding Confidentiality:

Members should also avoid the perception that their access to privileged Task Force information might give the organizations of which they are part an unfair advantage over other project proponents. This can occur even when there is a delivery agent involved in the selection of the projects, which get funded.

Members can avoid this perception of unfair advantage by:

- (a) Ensuring that the information Task Force members are privy to by being part of the Task Force is kept strictly confidential until such time as it is released to the public; and
- (b) Informing others in their organizations in writing that they cannot take part in any

discussions around proposals which may be coming forward from their organizations because of their role on the Task Force.

3. BULLYING AND HARASSMENT

3.1 Objective:

The objective of the Bullying and Harassment Policy is to ensure that the Trust will not accept or tolerate bullying and harassment and to ensure that all persons will be treated in a fair and respectful manner.

3.2 Definition of Bullying and Harassment:

- (a) Includes any inappropriate conduct or comment by a person towards another person or group that the person knew, or reasonably ought to have known, would cause someone to be humiliated or intimidated; and excludes any reasonable action taken by an employer relating to the management and direction of its personnel.
- (b) Examples of conduct or comments that might constitute bullying and harassment include but are not limited to:
 - using verbal aggression or insults
 - calling someone derogatory names
 - using harmful hazing or initiation practices
 - vandalizing personal belongings
 - spreading malicious rumours.

3.3 Conduct Regarding Bullying and Harassment:

Task Force members must:

- (a) Not engage in the bullying and harassment of other persons acting on behalf of the Trust.
- (b) Report, in writing, to a Trust staff member if bullying and harassment is observed or experienced.
- (c) Apply and comply with the Trust's policies and procedures on bullying and harassment.
- (d) Annually review the policy and procedures on Bullying and Harassment.

3.4 Application:

This policy applies to all Task Force members and to interpersonal and electronic communications, such as email and all social media.