

Purpose:

The Climate Innovation Fund Executive Advisory Committee (CIFEAC) is an Administrative Committee reporting directly to the Chief Executive Officer. An Edmonton CIFEAC and a Calgary CIFEAC will be established. The Alberta Ecotrust Foundation (AEF) Board, by delegating authority through the Chief Executive Officer will allow the CIFEAC to undertake activities and make decisions in a manner consistent with the achievement of the mandate of the Foundation and the Climate Innovation Fund in the respective cities in which they operate. The CIFEAC is responsible for advancing the strategic direction of the CIF and providing regular progress reports via the CEO and Committee Chair to the Board of Directors with respect to the local activities.

Roles and Responsibilities:

Consistent with the bylaws, policies and mandate of AEF, the CIFEAC will:

- Be chaired by the participating member of the AEF Board. The committee may decide to elect a co-chair. The chair (or co-chairs) are responsible for establishing the agenda and facilitating the decision-making processes with support from staff
- Utilize the respective city's climate change plan(s) as a basis, while also considering other stakeholder input, to develop the strategic direction of the Climate Innovation Fund through the establishment of a rolling 3 year business planning process
- Provide strategic level input into the overall direction of local CIF granting and social mobilization efforts
- Periodically review CIF program goals and outcomes, and provide strategic advice for improvements
- Monitor the progress of the Climate Innovation Fund (programming, grants, and investments) with the support of staff and progress reports
- Provide strategic input, through consultations with the investment committee and other experts, into investment priorities including direct impact investing
- Collaborate with other Low Carbon Cities Canada (LC3) Centres and Federation of Canadian Municipalities National LC3 Office
- Within the context of the budget limits and process of the AEF board, review and make recommendations on local budgets.
- Review and approve the Annual Statement of Plans and Objectives prior to submission to the Federation of Canadian Municipalities in accordance with the timelines and schedules within the applicable negotiated agreements
- Periodically review administrative policies and procedures and make recommendations to the CEO and Board of Directors if changes are required
- Provide guidance on local market conditions and external influence to inform AEF staff
- Champion the CIF with colleagues, other levels of government and community leaders to build the reputation and reach of the CIF
- Champion the CIF with colleagues, other levels of government and community leaders to assist in attracting donations, investments and grants to meet the leveraging requirements of CIF's funding agreement with the federal government.

The CIFEAC will be supported by a secretariat made up of the Program Director of the Climate Innovation Fund and other Alberta Ecotrust Foundation staff (as applicable) and informed by subject matter experts (multi-sectoral), municipal staff, and the already established climate change committees of the municipalities. The roles and responsibilities outlined here may be amended by a motion of the Board on receipt of a formal recommendation by the CEO on behalf of the CIFEAC.

Meeting Frequency

The following will guide meeting frequency:

- The CIFEAC will meet at least four times per year. A standing agenda will be developed for these meetings with consideration for the following business plan updates including business planning, budget updates, and the progress of funded projects, and CIF grants and programs priorities, outreach, communications, investment committee/endowment and policies and procedures. The Chair (or co-chairs) may modify the agenda to reflect current needs.
- An agenda and materials for consideration will be distributed at least one week in advance of the meeting. Distribution of meeting materials by electronic means is permitted.
- The Chair (or co-chairs), with support from the CIF Program Director, will convene the meeting considering any upcoming application or reporting deadlines in the context of the AEF Board of Directors meetings.
- The CIFEAC may be invited to participate in periodic strategy and evaluation meetings organized by staff, make site visits, and attend presentations or press conferences organized by successful proponents outside of the planned four meetings per year.

Membership

- The two CIFEAC committees will individually be composed of not fewer than (5) and not more than twelve (12) members.
- As per the Memorandum of Understandings (MOUs) established between the City of Calgary and the City of Edmonton with AEF, one seat on CIFEAC will be reserved for a municipal representative on each of the respective CIFEAC.
- One seat will also be reserved for a currently sitting member of the AEF board (to be appointed by the board.).
- The AEF Chief Executive Officer is a non-voting, ex officio member of both CIFEAC committees.
- Other than the aforementioned, no other sectoral quotas will be set. Members shall reflect a range of perspectives and professional expertise relevant to the CIF mandate and strategic priorities
- An initial competency matrix will be developed by the CIF Program Director for approval by the AEF Board. An annual recruitment plan will be developed to obtain new membership.
- Members will be active participants in the meetings and are expected to act in the shared interest of the achievement of AEF and CIF's mandate and not lobby or campaign for individual interests. The members will be held to the AEF's Conflict of Interest policy.
- Members will attempt to attend all meetings and attendance will be recorded in the meeting notes. Member removal for lack of participation will be considered as a committee on a whole if circumstances warrant.
- Members are expected to operate in a manner consistent with AEF's Code of Conduct policy
- Quorum will be reached when 51% members of the Committee are in attendance.

Term of Committee Members

With the exception of the municipal representatives whose term will be determined based on the process of their respective municipalities, all members will serve for two years with the possibility of being appointed for two more consecutive terms. Attempts will be made to stagger membership to ensure business continuity.

Remuneration and Disbursements

Members of the Committee may be reimbursed by AEF for reasonable out-of-pocket expenses, such as travel costs, but are generally not otherwise entitled to any remuneration in connection with AEF-related activities. In addition, in the interests of justice, equity, diversity, and inclusion, committee members from non-governmental organizations, indigenous communities, or those that request financial support (to be determined on a case by case basis) will be offered an honorarium as per AEF's compensation schedule.

Decision-making:

All decisions will be made utilizing a Consensus Decision Making Model. If after significant attempts, consensus cannot be achieved, a simple majority plus one will be sufficient. If there is disagreement with a recommendation or direction emerging from the CIFEAC discussions, members will have the opportunity to have their perspective noted in the meeting notes at the time of the discussion to enable full transparency of decisions and support.

Communication and Media Contact

- Meeting notes will be taken and distributed to the committee with the agenda package of the subsequent meeting. Notes will generally be non-attributed (unless requested by a member for the purposes of disclosing a formalized opinion). It is expected that at times confidential conversations or materials will be shared. If confidential data is going to be shared, it is up to the member (or staff member) to clearly articulate the expectation for confidentiality prior to materials being distributed and the topic discussed.
- The Chair (and co-chair, if applicable) and/or the CEO will be the de facto spokespersons for the committee, unless otherwise discussed and approved at a meeting of the CIFEAC. Members should refrain from speaking publicly on behalf of the committee unless the position of the committee has been clearly articulated in a formal, noted discussion/decision.

Conflict of Interest, Code of Conduct, Confidentiality:

All members are expected to maintain confidentiality of the Committee's decisions, directing all inquiries and questions to the CIF Program Director, CEO or Committee Chair (and co-chair). All members will act in accordance of AEF's Conflict of Interest, Code of Conduct, and Confidentiality policies.

Terms of Reference Review Schedule

The Terms of Reference will be reviewed annually with the update of the 3-year rolling business plan.

Approved by the Board of Directors: December 3, 2020