



the alliance for healthy food & farming

Terms of Reference for Sustain Ontario

Approved by the Advisory Council June 9, 2014

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VISION, MISSION, GUIDING PRINCIPLES, AND ROLES

1.1 VISION

We envision food systems throughout Ontario that are healthy, ecological, equitable and financially viable.

1.2 MISSION

Sustain Ontario's mission is to provide coordinated support for the development of food systems throughout the province that are healthy, equitable, ecological and financially viable through collaborative action.

1.3 GUIDING PRINCIPLES

1. The diversity and collaborative nature of Sustain Ontario is a source of strength
2. Sustain Ontario operates on a Membership-driven model
3. Sustain Ontario accomplishes its mission through coordinating its members

1.4 ROLES

1. Strengthen the healthy food and farming sector by providing opportunities for Members to share their experiences, knowledge and ideas to support our collective mission,
 2. Bring Members together to bridge differences, create a better understanding of diverse viewpoints and reach agreement on collaborative action
 3. Turn policy ideas into concrete action, through research, writing, strategy development and effective advocacy, with a credible province-wide base of support.
 4. Engage with Supporters and non-Members to find areas of mutual benefit and opportunities for collaboration
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STRUCTURE

2.1 ORGANIZATIONAL DIAGRAM

2.2 MEMBERSHIP

Membership is open to not-for-profit organizations or groups and to for-profit businesses and social enterprises that are located and owned in Ontario. Members must be primarily involved in food and/or farming.

National organizations and groups are welcome to join Sustain Ontario as Members, provided they have substantial activity within Ontario, and are primarily involved in food and/or farming.

Members pay an annual Membership fee and must sign a pledge to the following statement:

“We commit to working collaboratively with diverse groups from across the province to help create food and farming systems that are healthy, ecological, equitable and financially viable.”

2.2.1 Roles and Responsibilities of Members

Members of Sustain Ontario elect the Advisory Council. Members are expected to communicate their support of Sustain Ontario’s work to their constituents (clients, customers, Members, etc.) through, for example:

- Occasional communication and updates via newsletters or social media
- Indication of support on the Member’s website
- Support of fundraising activities

Members are also expected to participate in some aspect of Sustain Ontario’s activities a minimum of 5 hours/year. Examples include:

- Participating in one or more Working Groups
- Helping to organize an event
- Serving on the Advisory Council or a committee

2.2.2 Biennial Meeting of Members

A meeting of the Members will be held once every two years. The meeting will be made accessible to all Members through the use of electronic as well as in-person venues and means.

2.3 SUPPORTERS

Supporters are non-Members that lend their voice, skills, financial support and time to the work of Sustain Ontario. Supporters do not have voting privileges. Supporters agree to the same pledge as Members and may participate on Working Groups.

2.4 ADVISORY COUNCIL

2.4.1 Role

The role of the Advisory Council is to recommend policy and advocacy priorities and strategy for Sustain Ontario.

2.4.2 Responsibilities

In order to support the role of the Advisory Council, Advisory Council members will:

- identify key and emerging policy issues
- approve strategic directions and policy statements for Sustain Ontario
- support staff in Membership development
- act as liaisons to or lead one or more Working Groups within their area of expertise where appropriate
- elect a chairperson from among the Council members
- elect a Steering Committee from among the Council members
- report to the Steering Committee through the Advisory Council Chair and/or Vice-Chair

Advisory Council members are required to attend Council meetings, which may be in person or by conference call (generally four per year), plus respond in a timely fashion to email requests. Reasonable accommodations will be made by Sustain Ontario to ensure that representation from across the province is possible if meetings are called in person. If a member misses three Advisory Council meetings in a row, the member will be asked to reconfirm their commitment to the Council. If the member does not reconfirm and attend the following meeting, a vacancy will be declared until the next regular election and the required numbers for a quorum will be adjusted accordingly.. If the membership of the Advisory Council falls below $\frac{3}{4}$ of a full complement, an election will be held to fill the vacancies, in the same manner as regular elections.

Advisory Council decisions will be made by consensus of the members. In the absence of consensus, a decision will require a 75% majority. The Council will refer to the Decision-Making Process outlined in Appendix A for guidance. Minutes will be kept of all Advisory Council meetings and archived for future reference.

2.4.3 Selection Process

Membership on the Advisory Council will be comprised of a maximum of 40, and a minimum of 20 representatives of the Sustain Ontario membership. Only voting members may be elected. Supporters of Sustain Ontario are not eligible to vote and are not eligible to be elected to the Advisory Council.

Advisory Council members will serve a term of two years, until the following election, held prior to the following Biennial General Meeting. Members may be re-elected and serve a maximum of six consecutive years, with the option of running for election again following a break.

At least 5 months prior to each Biennial Meeting, a Nominations Committee will be formed. The Nominations Committee will be composed of 3-5 existing Advisory Council members. Advisory Council members may self-nominate and the Chair of the Advisory Council may recruit AC members to run for this Committee. The Chair of the Advisory Council should serve on the Nominations Committee. An effort will be made to constitute this committee with members from a diversity of sectors and regions. Should more than 5 Advisory Council members be willing to serve this role, the Council will elect the committee by secret ballot.

The Nominations Committee will seek out Members to run for the following two-year term on the Advisory Council.

The Nominations Committee will invite Members to self-nominate and will proactively seek nominees representing diverse geographical areas and sectors of Sustain Ontario's Membership. This Committee may seek ideas and advice from staff and Members.

For the purpose of nominations, staff, working with the Nominations Committee, will prepare and circulate to the Membership a nominations package that supports prospective nominees in providing written submissions addressing their qualifications, and sets out the role and responsibilities of the Advisory Council. Nominee member organizations will designate a lead representative and may designate an alternate, who will attend meetings and vote on their behalf, in their nomination package.

The Nominations Committee will use best efforts to obtain nominations of at least 45 candidates in order to prevent creating a slate that will be acclaimed, and will attempt to ensure an election that is based on merit as decided by the Membership of Sustain Ontario. The Nominations Committee will use best efforts to present a group of candidates in which at least one third of nominees are returning members of the Advisory Council in order to ensure institutional memory. If the Nominations Committee is unsuccessful in obtaining 41 candidates they may seek the approval of the Advisory Council to reduce the total number of representatives to be elected in the upcoming election.

The Nominations Committee will appoint two scrutineers prior to the election, who are

not members of the Nominations Committee, are not running for election and are not on staff.

The Nominations Committee will set an election date at least two weeks prior to the Biennial General Meeting, by which Membership will have completed the election of the new Advisory Council using an electronic process. At least two weeks prior to the election date, the voting Members will be provided with the slate of nominees, their written submissions and access to the electronic balloting system. Voting will be by secret electronic ballot overseen by the scrutineers. Each voting Member will be entitled to cast a vote for up to the maximum number of seats available on the Advisory Council during the present election. The Members receiving the most votes will be declared Members of the Council. If there is a tie for the last position(s) on the Council, the Nominations Committee shall use its judgment in selecting one or more Members that will round out the geographical and sector-based diversity of the Council.

The results of the election will be announced prior to the Biennial Meeting.

2.5 ADVISORY COUNCIL CHAIR AND VICE-CHAIR

2.5.1 Election of Advisory Council Chair and Vice-Chair

Prior to the first meeting of the newly constituted Advisory Council, nominations and self-nominations for the position of Chair and Vice-Chair will be invited. Efforts will be made to achieve turnover in these positions. Descriptions of the roles of the Chair and Vice-Chair will be provided to the Members in writing. Only members who have served a previous term on the Advisory Council will be eligible for nomination. Nominees will be requested to speak to their interest in and qualification for the position in writing and these written expressions of interest will be circulated to all Council members. The election of the Chair and Vice-Chair will be by secret ballot at the meeting or electronically, and Members will vote for only one candidate for each position.

2.5.2 Role of Advisory Council Chair

The responsibilities of the Chair include:

- ensuring that the Advisory Council carries out its responsibilities
- working with Council members and staff in developing Advisory Council agendas
- fulfilling the role of Chair at all Council meetings
- providing a liaison between the Council and the Director
- working with Advisory Council members and staff to identify appropriate subject matter experts to represent Sustain Ontario as needed, especially on policy matters
- representing Sustain Ontario at public events and functions where appropriate
- acting as signatory on behalf of Sustain Ontario where appropriate, and
- sitting as a member of the Steering Committee

The Vice-Chair will also sit on the Steering Committee and will assist the Chair and fulfill the roles of the Chair should the Chair be unavailable.

2.6 STEERING COMMITTEE

2.6.1 Role

The Steering Committee is a Committee of the Advisory Council. It is responsible for planning for and ensuring, the financial and legal well-being and accountability of Sustain Ontario.

2.6.2 Responsibilities

In carrying out its role, the Steering Committee will

- carry out the responsibilities laid out in the Tides Canada Initiatives Operations manual, as amended from time to time
- approve the job description for the Director of Sustain Ontario
- ensure that a qualified Director of Sustain Ontario is in place, and provide overall supervision to the Director
- support the Director in ensuring that effective financial and human resources strategies are in place to ensure the well-being of Sustain Ontario
- ensure that decisions of the Advisory Council on behalf of the Membership are incorporated into management planning
- report regularly to the Advisory Council regarding operations
- ensure adherence to these Terms of Reference, and
- ensure that the project is in good standing as a project of Tides Canada Initiatives.

Steering Committee members are required to attend Steering Committee meetings. If a member misses three meetings in a row, the member will be asked to reconfirm their commitment to the Committee. If the member does not reconfirm and attend the following meeting, a vacancy will be declared until the next regular election of Steering Committee members, and the required numbers for a quorum will be adjusted accordingly. If the vacancy results in a total membership on the Committee of fewer than four members, an election will be held to replace the retiring member or members.

Steering Committee decisions will be made by consensus and the agreement of members not in attendance will be obtained through confirmation of minuted decisions. In the absence of consensus, a decision will require a 75% of the members. The Committee will refer to the Decision-Making Process outlined in Appendix A for guidance. Minutes will be kept of all Steering Committee meetings and archived for future reference.

2.6.3 Selection Process

At their first meeting, the newly-elected Advisory Council will set a date within two weeks for election of the Steering Committee members.

The Steering Committee will be comprised of 4-7 representatives from the Advisory Council. If possible, Steering Committee members will be selected from among Advisory

Council members who have served at least one term to ensure that they bring knowledge and experience about the governance of Sustain Ontario, and are known to Advisory Council members.

As soon as the election of the Advisory Council is complete, the Nominations Committee will invite returning members to self-nominate and will proactively seek nominees representing the skill sets required to carry out the functions of the Steering Committee. Expertise in the areas of non-profit governance, law, human resources management, fundraising and financial management will be sought in Steering Committee membership. Written submissions will be sought from nominees addressing their qualifications. The Nominations Committee will use best efforts to prevent creating a slate that will be acclaimed, and will attempt to ensure an election that is based on merit as decided by the Membership of the Advisory Council. Advisory Council members will be provided at least one week prior to the election date with the slate of nominees and the background information provided by them. Election will be by secret ballot and may be held electronically.

Steering Committee members will serve a term of two years, until the following general election. Members may be re-elected and serve a maximum of six consecutive years with the option of running for election again following a break. The Director may attend Steering Committee meetings but will not have a vote.

The Committee may canvass the skills of its members, and consider identifying individuals to take on particular support roles for the Director in the areas of financial, legal and/or human resources management. The identification of support roles from time to time will not affect the reporting relationship of the Director to the entire Steering Committee, nor decision making processes.

2.6.4 Election of Steering Committee Chair

At the first meeting of the new Steering Committee, a Chair will be elected by the Steering Committee members to chair future meetings and undertake certain functions as indicated in the Tides Canada Initiatives Operations Manual.

2.7 QUORUM

For the purposes of decision-making in all cases within Sustain Ontario's working structure, a quorum will be 60% of the members of the Council or Committee at that time.

2.8 WORKING GROUPS

Working groups are self-organizing teams led by interested and engaged leaders. The structure enables emergent leaders to take initiative, and identify and work on strategic activities that harness converging “mutual self-interest” as well as the expertise, time, and energy of groups of people within the network.

Working Groups are made up of Members and Supporters around a particular topic. A member of the Advisory Council should be identified to act as a liaison with each Working Group and will report regularly on the activities of the Working Group to the Council, to allow for feedback on general strategy and direction.

Working Groups develop their own terms of reference and action plans, and decide who has the organizational capacity to be a financial lead if funding is required and to elect a Chair. They may have as their purpose or purposes any activity that falls within the scope of Sustain Ontario’s Vision, Mission and Roles, and must have regard to its Guiding Principles.

2.9 STAFF

A staff person will be hired as the Project Director, reporting to the Steering Committee, as required by Tides Canada Initiatives. The duties and responsibilities of the Director and any other staff members will be aimed at facilitating and accomplishing the specific Roles outlined in these Terms of Reference, and carrying out the requirements specified in the Tides Canada Initiatives Operations Manual, as amended from time to time (Appendix C).

2.9.1 Annual Report

The staff will prepare an annual report of activities, accomplishments, and financial statements and ensure that it is provided to all Members.

2.10 TIDES CANADA INITIATIVES

Sustain Ontario is a project of Tides Canada Initiatives Society (TCI). TCI is a registered Canadian charity dedicated to providing uncommon solutions for the common good by leading and supporting actions that foster a healthy environment and just Canadian society. TCI is a shared administrative platform, providing governance, human resource, financial, and grant management, for 40 projects across Canada, allowing projects to more effectively achieve their missions.

AMENDMENTS TO THE TERMS OF REFERENCE

Suggestions for changes to the Terms of Reference may be received at any time by the Steering Committee, who may convene a Governance Committee to review them and make recommendations. The Governance Committee will include the Director and the Chair of the Advisory Council, as well as a minimum of two members of the Steering Committee. If the Steering Committee accepts the recommendations, or an amended version, as being in the interests of Sustain Ontario to consider as a whole, a proposal will be drafted for presentation to the Membership.

All Members shall be advised of the proposed changes and given an adequate opportunity for comment. Member comments will be assembled and provided to the Advisory Council prior to a vote. The Terms of Reference of Sustain Ontario may then be amended, based on the recommendations and taking into consideration the comments of Members, by Advisory Council in accordance with its normal decision-making processes.

APPENDIX A: DECISION-MAKING

Step 1: Acknowledge divergence

Acknowledging differences comes first when building consensus. When dealing with decision making over geographical distances, it may be helpful to acknowledge over email when you have identified a divergence. Then people can bring forward solutions and the group should consider each one at a time. In consensus decision-making, the individual is responsible for expressing their concern, and the group is responsible for resolving the concern (if deemed aligned with SO's principles and objectives). A principle of consensus decision-making is that differences will strengthen the proposal on the table. It is important that all group members take this to heart.

Step 2: Determine who is responsible

Considering one proposal at a time, we must ask: 1. Is the concern within SO's guiding principles? 2. Have we involved the necessary decision-makers or is this an issue for another group within Sustain Ontario?

Step 3: Attempt to Reach Consensus

Since consensus decision-making must embrace differing ideas and perspectives, knowing how to deal with lack of consensus is vital. Three major questions should be asked: which concerns can be resolved? Which need more attention? Which are blocking consensus? Differences should be dealt with immediately if it is blocking further decisions. Consider one proposal at a time.

Overall, the objective of consensus decision-making is to implement proposals on which everyone agrees and everyone is included in the decision-making process. Typically, this consensus process works well with a maximum of 15 to 20 people. Participation is a critical component of consensus decision-making since all ideas and concerns should be considered to create better solutions. The goal of consensus decision making is to grow community and trust within the group.

Discussion and expression of the ideas for improvement is likely to address the concern. A minor concern in the consensus model can take three forms. Standing aside happens when an individual that does not support the proposal but doesn't want to stop others from implementing it. A reservation in the consensus model is when an individual is not completely satisfied but is generally supportive, and would allow the idea to be implemented. Non-support is when an individual doesn't feel the proposal is needed, but they are willing to go along with it. With each of these minor concerns, it is crucial that they are openly expressed in the group to help to improve the final consensus that is reached.

Step 4: Consider the Approaches of Collaboration, Compromise and Capacity Building in working towards consensus

Collaboration can be used so that multiple objectives can be met, and a win-win resolution is established when consensus isn't reached on a proposal. A collaborative effort is when everyone's needs are met and nothing is taken away from the proposal. When decisions cannot be made because there is an idea that an individual does not agree with, this may result in a compromise. Compromise is defined as a strategy to achieve a decision whereby each party makes mutual concessions. Everyone may not get what they want, but they have a little less of what they don't want.

Other decision making strategies may include capacity building. Capacity building means to support skill and knowledge development, to raise awareness and increase Members' abilities to take appropriate action and make well-informed decisions. When a conflict is less pressing, further action can be delayed if the person(s) blocking consensus agrees that capacity building is a viable solution to the differences at hand.

Step 5: Deal with Consensus Blocks

Once a concern has been identified, a major concern (also called a veto or block) may end up blocking consensus, which means the individual aims to stop the group from undertaking the proposal at hand. When there is an outright rejection of the proposal, action, or decision on the table, the major concern must be aligned with the principles/objectives of SO, and thus legitimated by the whole group. If the group decides that the concern is not aligned with SO's principles, the conflict can be dropped. However, if the individual with the major concern wishes to exit the group due to the proposal, the group must carefully weigh this action.

When dealing with differences, this model allows Members interested in shifting their energy to do so, by either leaving the WG or being a catalyst for a new WG that takes on a new purpose. (However, too much crossover between WGs may cause resources to

be stretched too thin, so it is likely that nuanced differences should be addressed since maintaining one stronger group instead of two weaker ones is preferable.) Each Working Group or Network does not have fixed Members, so it is imperative that it keeps itself relevant, aligned with SO's guiding principles, have a clearly-stated goal, and remain active in order to gain the energy and support of Members. It is best to break up the Working Group once the goal of the Working Group or Network is met or energy on the project has dwindled. One of the signs of irrelevancy is lack of, or response to, emails or low attendance at group meetings. Before the Working Group or Network is dead, however, breathing new life into the movement may be possible by clearly defining the purpose or undertaking a successful small action to gain momentum.

Step 6: Majority voting

When a decision is blocked, the consensus process may be set aside and the group may choose to employ majority voting. In this context a majority of 75% or more of those voting must support the proposal. In addition, attempts to collaborate, compromise and build capacity must be wholeheartedly undertaken before majority voting is undertaken. This could be a vote for or against the proposal on the table, or for or against the original proposal being changed. Majority voting will only be used when there is a block on the proposal.

Communications Ideas

Since there are geographical constraints in many of SO's decision making processes, it is important to know how to communicate effectively when dealing with conflicts and decision making. Such issues may be as simple as determining when to rely on email and when to switch to telephone communication (such as group calling via Skype or conference calls). Assigning a neutral facilitator to coordinate communication may expedite the process.

It is a good idea to get a consensus on the best communication tool for your group, and under what circumstances to use the preferred method. For example, email communication can be delayed and thus more time consuming, so teleconferencing may be preferred for making quick decisions. Conversely, email is good for including all Members in the process and to communicate on a variety of schedules.

Finally, it can be helpful to revisit and evaluate the effectiveness of the decision and the decision-making process after decisions have been adapted. The group can reflect and note what worked and what didn't to aid in future decision-making processes.

APPENDIX B: FROM TIDES CANADA INITIATIVES OPERATIONS MANUAL APRIL 2014: WHAT ARE THE STEERING COMMITTEE'S RESPONSIBILITIES?

All TCI projects have a volunteer Steering Committee which acts as an advisory group to both TCI management and project staff. Although it has no legal or formal governing authority, it provides an important mechanism of accountability and support. Healthy and successful projects require the leadership, depth, experience, and technical expertise that an active and informed committee can provide.

The Steering Committee advises and makes decisions for the project in the following areas:

- Defining project purposes, goals and objectives
- Strategic planning including budget and work plan development
- Developing resources to ensure expenditures are met
- Evaluating success in achieving deliverables on all contracts
- Recruiting, selecting and supervising the Project Director including performance evaluation in accordance with TCI's human resources policies
- Advising TCI management of any concerns, irregularities, etc. as they may come to the attention of the Steering Committee
- Advising TCI management of the names and contact information for all Members of the Steering Committee from time to time

The Steering Committee may:

- Appoint one member as its chair
- Delegate portions of the first four responsibilities above to the Project Director

Each member of the Steering Committee should become familiar with Tides Canada's mission as well as TCI policies and procedures and ensure that all project activities are compliant.

APPENDIX C: FROM TIDES CANADA INITIATIVES OPERATIONS MANUAL APRIL 2014: WHAT ARE THE PROJECT DIRECTOR'S RESPONSIBILITIES?

Each project has its own Project Director who serves as the main contact between the project and the TCI Support Team and senior management. The best way to understand our relationship is to think of your project as a department of TCI. As a project, you conduct TCI's activity in the field and are responsible for your department's strategies, staffing, basic administration, financial planning, and fundraising. Meanwhile the TCI Support Team is responsible for the administrative functions of payroll, accounting, financial reports, insurance, benefits administration, human resource management, and governance support. All together, we are one organization working collaboratively towards collective goals.

The Project Director is delegated the authority and responsibility to oversee all aspects of the project's work including, but not limited to, the following:

General Management and Administration

- Defining and evaluating the long-term mission and short-term goals
- Planning for the successful achievement of project goals and implementing work plans
- Day-to-day operations and program delivery
- Supervising staff and contractors
- Fundraising to meet expenses
- Ensuring compliance with all grant agreements
- Ensuring that the project's activities comply with the project's description in its Terms of Reference
- Ensuring that the project's activities comply with all TCI policies and procedures
- Providing regular activity reports to the Steering Committee and to the TCI Support Team

Financial Administration

- Ensuring the financial health of the project
- Preparing an annual budget to review with the Steering Committee and submit to the TCI Support Team
- Monitoring expenditures in relation to budget limits
- Reviewing all invoices and expense reports and ensuring all necessary supporting documents and approvals accompany submission of invoices and expense claims to TCI Finance
- Ensuring invoices and expense claims are submitted in a timely manner, and per the schedule noted in contracts where applicable
- Reviewing monthly financial statements with the Steering Committee

Human Resources Management

- Communicating to project employees the goals, policies and principles of the project
 - Gaining familiarity with human resources guidelines, policies and practices
 - Supervising all project staff (unless an alternative supervisor has been formally designated)
 - Ensuring that paper work for new employees is completed and submitted to TCI Human Resources
 - Reporting vacation and sick time to TCI Human Resources
 - Ensuring that performance evaluations are carried out on a regular basis
 - Advising TCI Human Resources of any personnel issues as soon as they arise
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TIDEScanada
uncommon solutions for the common good

Sustain Ontario is a project of Tides Canada Initiatives.

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