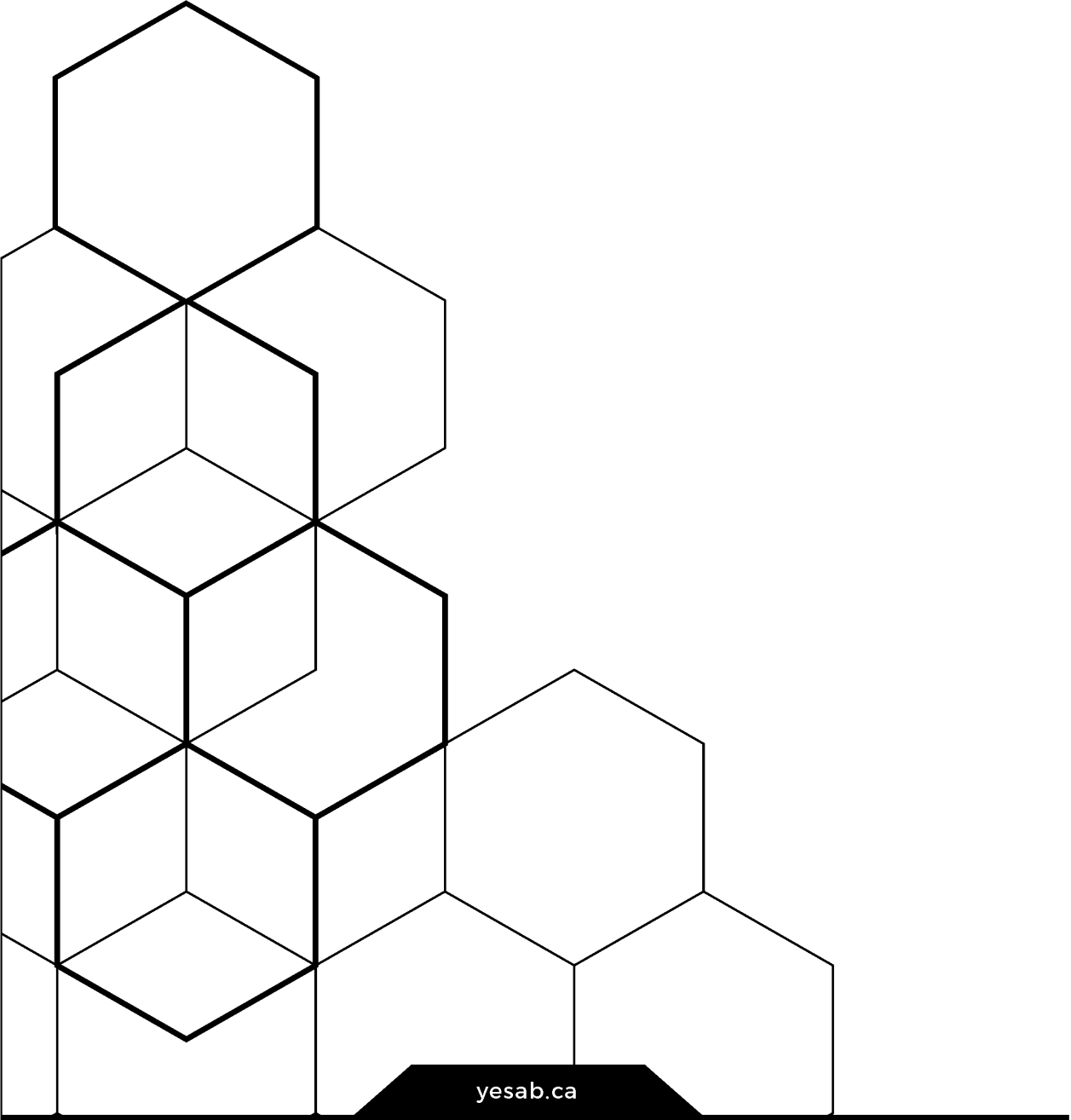


YESAB Governance and Structure

October 2023



Version History

Version 1.0 September 4, 2017 - First Release

Version 2.0 February 21, 2022 - Update

- Board Committees updated - removal of Finance & HR Committee; updated Strategic Review Committee Terms of Reference

Version 3.0 October 2023 - Update

- Revisions to document to update 2017 version.

Table of Contents

Purpose	1
Background	1
Composition of the Board	1
Regulations.....	2
Rules.....	2
Bylaws	2
Organizational structure	2
The Board	3
Specific member responsibilities	4
The Staff	4
Executive Director	5
Conducting assessments	6
Level of assessment	6
Designated Office evaluations.....	7
Executive Committee screenings	7
Panel of the Board reviews	8
Assessment Architecture	8
Accountability	9
Policy development.....	10
Role of the Board, policy development.....	10
Role of staff, policy development.....	11
Financial management.....	11
Role of the Board, financial management	11
Role of staff, financial management.....	11
Human resources management.....	12
Role of the Board, human resources management	12
Role of Staff, human resources management	12
External communication	13

Definitions

Assessment Architecture	the requirements set out in the Act, regulations and rules, as well as YESAB's policies, procedures and guidance material
Assessors	staff and Board members authorized to conduct assessments under the <i>Yukon Environmental and Socio-economic Assessment Act</i>
Consensus	a decision that all Board members are willing to accept. Each Board member's view has been heard and each member understands the sides of the argument. A member may not completely agree, but that member accepts the decision.
Decision bodies	federal departments, and the territorial and First Nation governments
Designated Office	the Act divides the Yukon into six districts, each with a Designated Office
Evaluation	an assessment carried out by a Designated Office
Executive Committee	comprises the chair and two Board members; responsible for conducting Executive Committee screenings and specific roles in Panel reviews
Panel of the Board	responsible for conducting Panel of the Board reviews
Reviews	an assessment carried out by a Panel of the Board
Rules	part of the architecture for conducting assessments
Screening	an assessment carried out by the Executive Committee
Staff	YESAB administrators, managers, assessors, and policy and legal support
the Act	the <i>Yukon Environmental and Socio-economic Assessment Act</i>
the Board	Board members appointed in accordance with the Act
YESAA	the <i>Yukon Environmental and Socio-economic Assessment Act</i>
YESAB	the Yukon Environmental and Socio-economic Assessment Board, specifically, the entire organization (Board and staff)

Purpose

This document describes governance of the Yukon Environmental and Socio-economic Assessment Board (YESAB), including how the organization is structured, roles and responsibilities, and the relationship between the Board and staff. This document does not address Joint Panel Reviews as their form and structure will be constituted by the parties at the time of formation.

Background

The Yukon Environmental and Socio-economic Assessment Board (YESAB) is an independent, arms-length body created by the Yukon Environmental and Socio-economic Assessment Act (YESAA). The Act requires YESAB to carry out comprehensive, neutrally conducted assessments to examine the environmental and socio-economic effects of proposed development projects in the Yukon. Generally, a project that takes place in Yukon will require an assessment if a permit or authorization is required and it includes an activity that is listed, and not exempted, in the Assessable Activities, Exceptions and Executive Committee Projects Regulations.

YESAB is an administrative tribunal with the authority to make recommendations to regulatory decision bodies (federal, territorial and First Nation governments) whether a project should proceed, and if so, the terms and conditions under which it should proceed. Decision bodies, First Nation, federal departments, and/or territorial governments, are the final decision-makers in the YESAA process.

YESAB is not a regulatory agency and does not issue authorizations that allow projects to proceed.

The Act came into effect in 2003 to implement Chapter 12 of the Umbrella Final Agreement, on development assessment. The assessment process established under the Act applies throughout Yukon.

Composition of the Board

The Board consists of a minimum of seven members appointed in accordance with the Act. The Minister of Crown-Indigenous Relations and Northern Affairs Canada (CIRNAC) appoints the Board after seeking the views of the federal Minister of Environment and Climate Change Canada.

Nominations to the Board are made as specified in the Act.

The Board has a full-time Chair appointed by the Minister of CIRNAC. The Board has an Executive Committee; one member of the Executive Committee is nominated by the Council of Yukon First Nations (CYFN) and one member is nominated by the Government of Yukon. The Chair is the third member of the Executive Committee, and is appointed after the Minister of CIRNAC consults with the other two members of the Executive Committee.

Two of the four remaining Board members are nominated by CYFN; one is nominated by the Government of Yukon; and one is appointed by the Minister of CIRNAC. See Figure 1.

As YESAB is an arms-length agency, all Board members act independently of the body that nominates or appoints them.

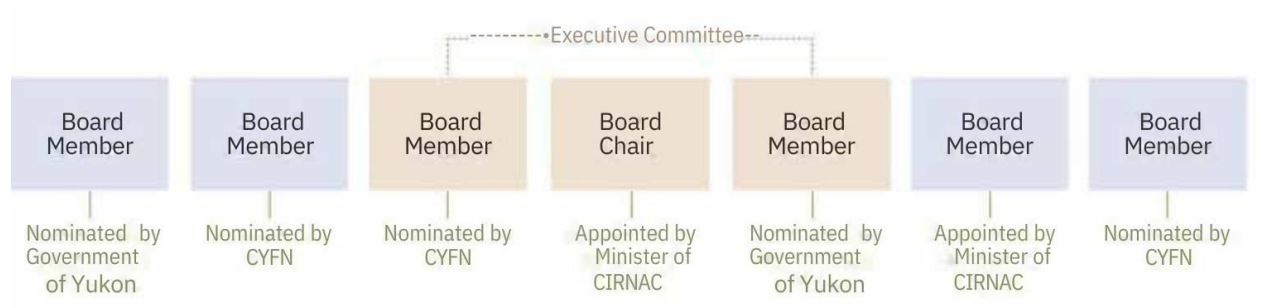


Figure 1: Board composition

Regulations

YESAA establishes two regulations: the [Assessable Activities, Exceptions and Executive Committee Projects Regulations](#), which stipulates project triggers for assessment and at the level where they are to be assessed, and the [Decision Body Time Periods and Consultation Regulations](#), which provides timelines for decision bodies in relation to issuing decision documents, and the conduct of decision bodies' statutory consultation obligations.

Rules

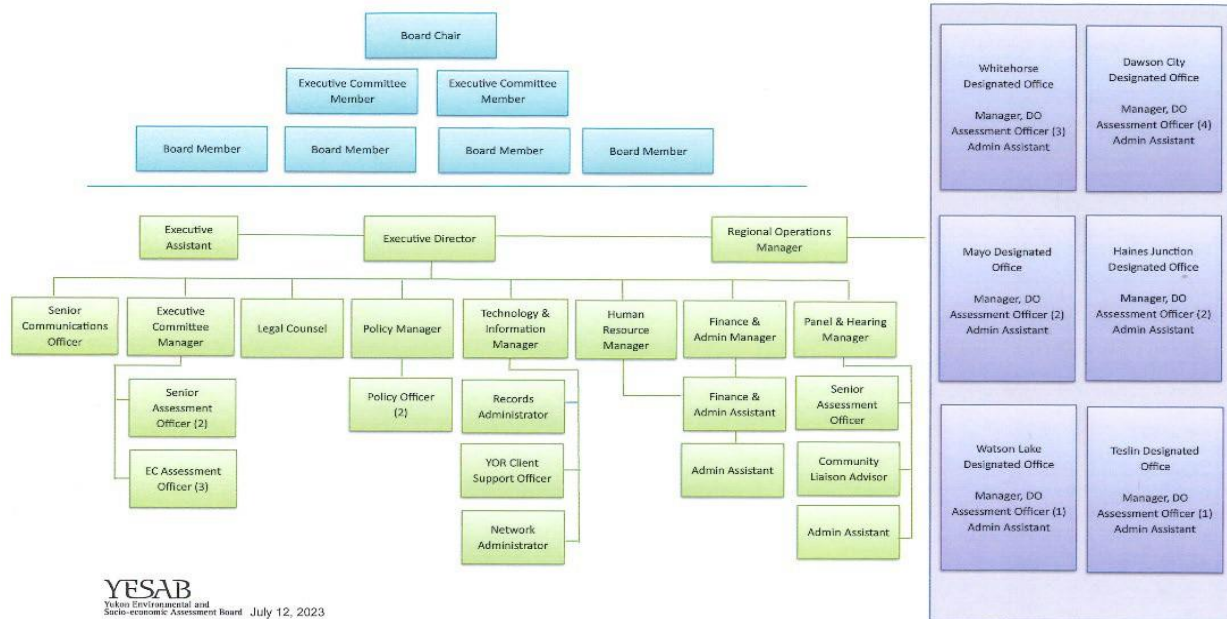
Pursuant to the Act, the Board developed the [Rules for Evaluations Conducted by Designated Offices](#), the [Rules for Screenings Conducted by the Executive Committee](#) and [Rules for Reviews Conducted by Panels of the YESAB](#).

Bylaws

The Board has established bylaws relating to the management of internal administrative affairs.

Organizational structure

Figure 2 shows the overall structure and relationship between the Board and staff. The Executive Director provides the primary link between the Board and staff



Board members and staff must comply with Board YESAB’s Conflict of Interest Policy and Staff Conflict of Interest Policy, respectively

Figure 2: YESAB organizational structure

The Board

The Board governs YESAB consistent with the Act and the regulations, and works in the public interest to provide the organization with strategic direction and to oversee its human and financial resources. The Board also oversees the conduct of assessments via the Assessment Architecture, as described below. Certain Board members have responsibilities related to conducting assessments at the Executive Committee and Panel levels of assessment.

The Board may establish committees and working groups to fulfill its obligations. These committees and working groups are advisory to the Board and have no delegated authority unless the Board explicitly gives them such authority. Staff participate on Board committees and working groups in a non-voting capacity when requested by the Board.

The Board makes decisions by consensus, as defined in this document. If a consensus decision is not possible, the Board will take a vote and the majority vote will determine the decision.

The Board uses a consensus decision-making model. YESAB defines consensus as a decision that all Board members are willing to accept. Each Board member’s view has been heard and each member understands the sides of the argument. A member may not completely agree, but that member accepts the decision.

Specific member responsibilities

Chair – provides leadership to the Board and to the Executive Director to ensure that YESAB meets its responsibilities. The Chair is responsible for general day-to-day management of Board matters and sees that all resolutions of the Board are put into effect; primary day-to-day contact and supervision is with the Executive Director. The Chair is a link between the Board and YESAB staff (via the Executive Director) and, in accordance with the Communications Protocol, may be a representative of and spokesperson for YESAB for external parties, the media and the public. The Chair is accountable to the Board.

Executive Committee – members have separate functions from those of regular Board members. The Executive Committee’s primary role is to conduct Executive Committee screenings, and carry out the Pre-Submission Engagement process. The Committee also has responsibilities, set out in the applicable rules, with respect to Panel of the Board reviews, and minor responsibilities related to some Designated Office evaluations.

Regular Board Members – the Chair and Executive Committee members and all other regular Board Members make up the Board. Collectively, as the Board, they are responsible for ensuring that the organization fulfills its responsibilities under the Act and in accordance with YESAB’s Bylaws, policies and procedures.

The Staff

YESAB staff members are led by the Executive Director. Figure 3 shows an overview of the staff organizational structure.

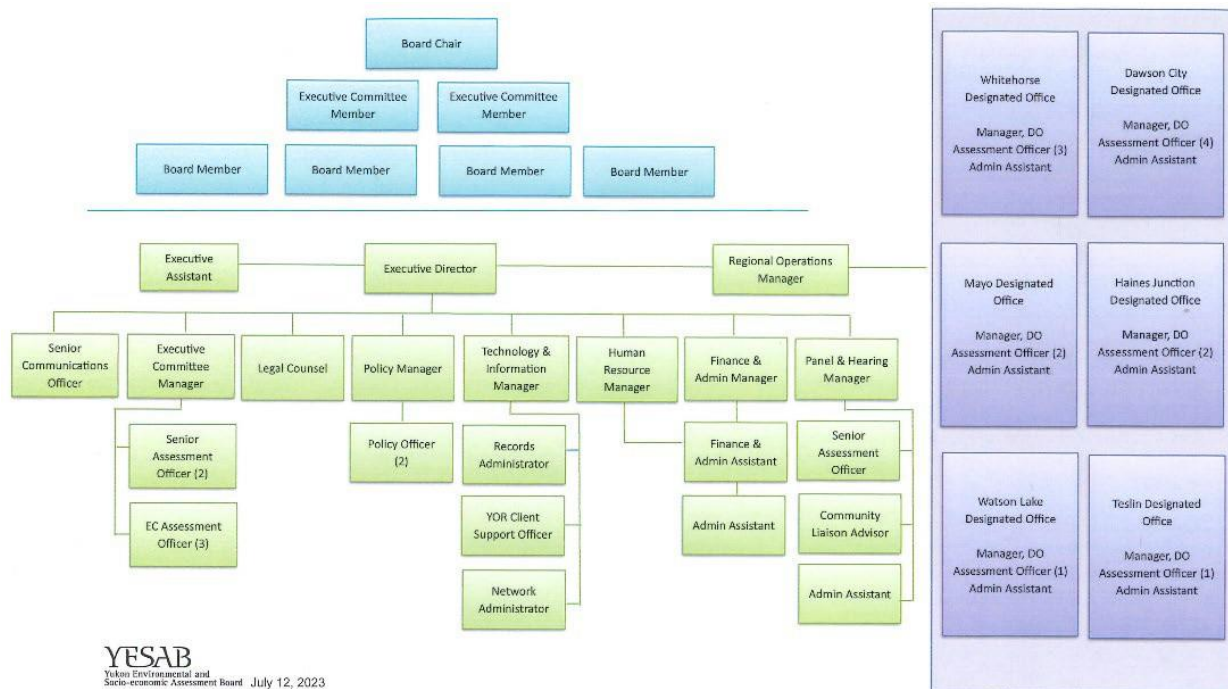


Figure 3: YESAB staff organizational structure

Under the Act, the Yukon is divided into six districts: Dawson City, Haines Junction, Mayo, Teslin, Watson Lake and Whitehorse. Each district has a Designated Office. YESAB staff are located in the YESAB Head Office in Whitehorse, or in the six Designated Offices.

The assessment staff comprise the teams led by the Regional Operations Manager, Executive Committee Manager, and Panel and Hearing Manager, respectively. Figure 4 shows the supervision and reporting structure of those teams.



Figure 4: Organizational structure of assessment staff

Executive Director

As the head of the staff, the Executive Director is responsible for managing and overseeing staff and for providing a link between the Board and staff (via the Chair or committees of the Board). The Executive Director communicates Board direction to the staff and ensures that this direction is carried out. The Executive Director also ensures that the staff provide sound advice and recommendations to the Board that support it in fulfilling its responsibilities under the Act. More generally, the Executive Director is responsible for keeping the Board apprised of key emerging issues for the organization and its assessments, potential risks to the organization, and outcomes of key external engagement. The Executive Director is accountable to the Board; the Chair is the Executive Director’s supervisor.

The Executive Director is responsible for oversight of administrative and operational practice of the organization. They have numerous decision-making authorities related to financial and organizational management and human resources. Some of these decisions require input from or approval by the Board. The Executive Director also directs policy development and implementation and is ultimately responsible for ensuring that Designated Office evaluations are conducted in accordance with the Assessment Architecture. The Executive Director, in a non-voting capacity, as the Board’s chief advisor, collaborates with the Board in setting direction and making policy.

The Executive Director also plays a key role in YESAB's engagement with external parties.

Conducting assessments

The Board is responsible for setting organization-wide direction relating to assessments as a critical part of the Assessment Architecture. While the Act and associated regulations are enacted by Parliament, the Board ultimately approves the policies, procedures, guidance and rules that guide conduct of assessments. The Board expects that all assessments are conducted:

- in accordance with the Act and regulations;
- considering and applying Board approved policies and guidance, being part of YESAB's Assessment Architecture (described below), and
- in a manner consistent with relevant professional standards.

YESAB's assessment processes and outcomes, including the rationale for its recommendations, must be easily understood, defensible and must conform to the requirements of YESAA and the principles of natural justice, including procedural fairness. The evidence and logic on which assessors' conclusions are based must be clear in assessment reports.

The Act identifies the specific positions within the organization that have authorities to carry out assessments.

Level of assessment

The level of assessment required for a project is determined by [the Assessable Activities, Exceptions and Executive Committee Projects Regulations](#).

YESAB project assessments are undertaken at one of three levels (see Figure 5):

- Designated Office evaluations;
- Executive Committee screenings; and
- Panel of the Board reviews.

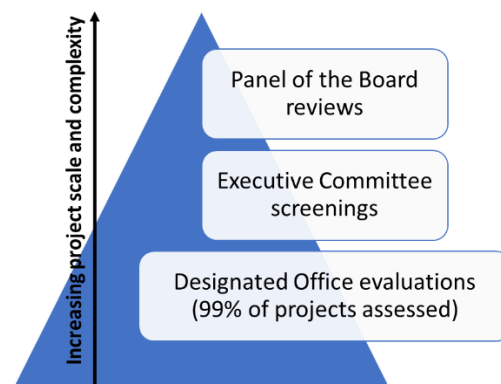


Figure 5: YESAB's three levels of assessment

Upwards of 99% of projects are assessed at the Designated Office level; these projects are generally smaller-scale. About 1% of projects are assessed at the Executive Committee level. They tend to be larger, more complex projects. YESAB has not yet completed a Panel of the Board review. The roles, authorities and accountabilities differ for each of these three levels of assessment.

Designated Office evaluations

An assessment conducted at the level of the Designated Office (DO) is called an evaluation. The DOs are responsible for carrying out evaluations and making recommendations for proposed projects located in their respective districts. The Manager of each DO has the authority to complete evaluations in that district. Assessment Officers in DOs support the Manager in conducting evaluations, but the Manager retains final decision-making authority for evaluations.

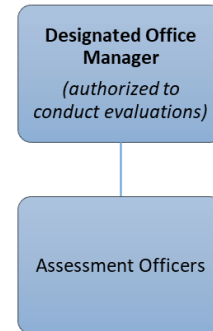
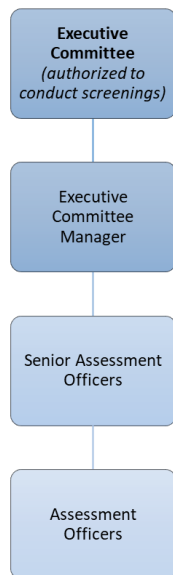


Figure 6: Organizational structure for conducting evaluations

Figure 6 shows the organizational structure for conducting evaluations. As shown above in Figure 2, Designated Office Managers are supervised by the Regional Operations Manager, who reports to the Executive Director.

Executive Committee screenings



An assessment conducted at the level of the Executive Committee is called a screening. Projects to be screened are triggered under the regulations or referred to the Executive Committee by one of YESAB's Designated Offices. The Executive Committee is responsible for conducting screenings and making recommendations for proposed projects to decision bodies. The Executive Committee is the ultimate decision-maker for all matters concerning the screening process and is accountable to ensuring that it is operating within the Assessment Architecture established by the Board.

While the primary role is to conduct screenings, the EC has additional responsibilities under YESAA. These include:

- Reviewing plans and existing projects;
- Preparing an annual report;
- Designating Traditional Knowledge and other information as confidential under the Act;
- Establishing panels of the Board and developing terms of reference;
- Negotiating agreements for joint panel reviews;
- Providing advice about audits and effects monitoring in the circumstances set out under the Act; and
- Carrying cumulative effects studies or research into the assessment practices when requested to do so by a minister or a First Nation and in accordance with s. 112 of the Act.

Figure 7: Organizational structure for conducting screenings

The Committee is closely supported by its staff team. The Executive Committee Manager and Senior Assessment Officers are responsible for providing the Executive Committee members with the information they need to make informed decisions for project screenings. Further, the staff team is responsible for drafting key screening documentation for consideration by the Committee. In this regard they are the primary advisors to the Executive Committee.

Figure 7 shows the organizational structure for conducting screenings. As shown above in Figure 3, the Executive Committee Manager reports to the Executive Director.

The members of the Executive Committee may, at their discretion, provide general project updates to the rest of the Board, but other Board members do not have a role in screenings, and do not oversee the work of the Executive Committee.

Panel of the Board reviews

An assessment conducted at the level of the Panel of the Board is called a review. A project may be referred for review in accordance with the Act. The composition of a Panel depends on the details of the proposed project, as set out by the [Rules for Reviews Conducted by Panels of the YESAB](#). The Panel is responsible for conducting reviews and making recommendations for proposed projects. The Panel is closely supported by the Panel Manager and staff team. Each Panel has a designated Chair.

The Executive Committee establishes the Panel of the Board and develops the terms of reference for the review. The Executive Committee’s responsibilities in panel reviews are set out in the [Rules for Reviews Conducted by Panels of the YESAB](#).

The Panel Manager oversees other staff involved in the review, and reports administratively to the Executive Director. See Figure 8. The Panel Manager is responsible for providing the Panel (and Executive Committee) members with the information they need to make informed decisions for project reviews. Further, the staff team is responsible for drafting key review documentation for consideration by the Panel. In this regard they are its principal advisors.

The members of the Panel may, at their discretion, provide general project updates to the rest of the Board, but other Board members do not oversee reviews, nor have a role in them.

Assessment Architecture

YESAB relies on the Assessment Architecture to guide the conduct of assessments. The Assessment Architecture comprises the requirements of YESAA, its Regulations and Rules, as well as YESAB’s policies, procedures and guidance material.

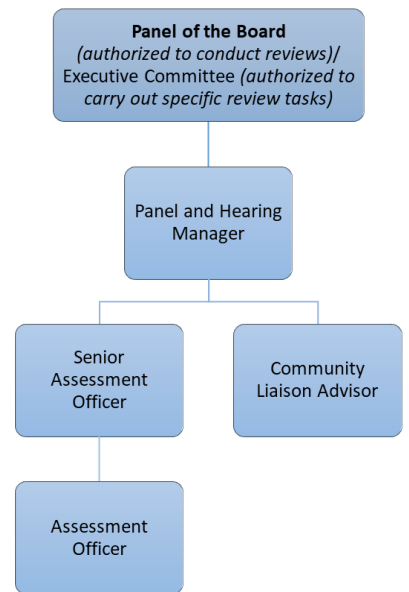


Figure 8: Organizational structure for conducting panel reviews

YESAB – Governance & Policy Structure

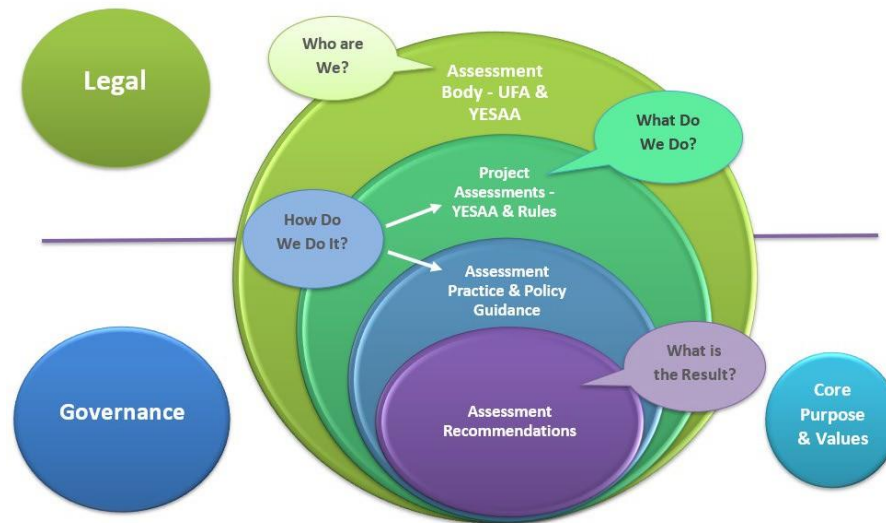


Figure 9: YESAB – Governance & Policy Structure

The Assessment Architecture sets out the processes and procedures for assessments, providing opportunity for:

- the proponent to describe and clarify the details of the proposed project;
- affected First Nations, regulatory and technical government agencies, special interest groups and the public to participate meaningfully in assessments; and
- assessors to gather, understand and analyze information, make decisions about the potential effects of projects and make recommendations to decision bodies. This includes the methodologies used by assessors to conduct environmental and socio-economic assessments.

Although the Act, regulations and rules may be amended, they are relatively static aspects of the Assessment Architecture. In contrast, YESAB’s policies may be updated in accordance with evolving practice and circumstances:

Accountability

Accountability is a critical component of the transparency and credibility of YESAB’s assessments. The Board emphasizes the importance of, and expects assessors to demonstrate, accountability in the following aspects:

- *Process accountability.* In conducting assessments the Board expects assessors to apply the Assessment Architecture. Where an assessor must vary from YESAB’s standard processes or methods because of particular project circumstances, the reasons for doing so and the details of the alternative processes and methods used must be sound and clearly explained in formal assessment documentation.

- *Context accountability.* The environmental and socio-economic characteristics of one area in the Yukon are distinct from another. Each First Nation in whose Traditional Territory a proposed project is located is unique in terms of their culture, language, governance, history and community(ies). Accordingly, assessments will reflect the unique characteristics of the area in which a project is proposed.
- *Outcome accountability.* Context accountability, as described above, means that similar projects proposed in different areas in the Yukon may have different assessment outcomes (i.e., recommendations to decision bodies). As such, the Board does not necessarily expect consistent assessment outcomes among similar projects across the territory. The Board does expect that assessors are accountable for assessment outcomes in terms of being aware of factors such as: potential precedent for other assessments, consistency with similar projects where there are comparable contexts, and implications for regulatory permitting/licensing and enforcement of projects. Such factors should be considered in assessors' decision-making while maintaining YESAB's role as an independent agency conducting assessments in a neutral manner. In all cases the rationale and explanations in assessment documentation must be thorough and understandable.

Policy development

YESAB has policies and procedures for administration of the organization. It also has outward- looking policies and procedures pertaining to how it conducts assessments.

Policy provides the foundation for ensuring assessments are conducted effectively and consistently, while recognizing varying contexts. YESAB has formal policies and procedures (both internal and external) that articulate its positions on key issues, clarify practices and lay out the expectations and requirements of proponents and assessment participants.

The Board and staff have various responsibilities with respect to policy development.

Role of the Board, policy development

The Board is responsible for overseeing the development and implementation of YESAB's governing policies. The Board's role in policy development includes the following:

- identification of policy needs;
- initiation of policy development;
- review and approval of policy, procedures and guidance related to the Assessment Architecture;
- review and approval of financial and human resource administrative policies;
- review and approval of rules and bylaws;
- review of internal and external audits;
- making decisions regarding the interpretation of YESAA; and
- approval of communication plans and materials.

The Board applies the following criteria to guide policy development and related decision making:

- risks to YESAB (reputational, legal, financial, operational);
- significant changes in assessment practice;
- any new and emerging issues;
- setting a precedent; and
- actions or decisions that target an external audience (decision bodies, proponents, the public) or require external communications.

The Board is responsible for establishing formal priorities for the organization, which inform policy development. The Board updates its established priorities at least every three years.

Role of staff, policy development

YESAB's Policy staff are responsible for developing the policy required by the Board. The unit conducts the required analyses, examines options, and presents options and recommendations for the Board to consider. The Policy team is accountable, through its Manager to the Executive Director. YESAB's legal counsel's role is to provide advice to both the Board and staff in regard to interpretation of the Act, regulations, and the overall Assessment Architecture. Legal counsel provides guidance on approaches that may be contemplated by both the Board and staff in regard to the Assessment Architecture.

Financial management

Management of YESAB's financial resources is ultimately the responsibility of the Board working with the Executive Director and finance staff.

Role of the Board, financial management

The Board's role in financial management includes:

- review and approval of annual and longer-term budgets that provide adequate resources for the organization;
- review, approval and oversight of YESAB's financial policies;
- review of financial statements and proposed budget adjustments;
- ensuring that an annual independent financial audit is completed;
- approval of audits conducted on performance; and
- review and approval of funding arrangements with CIRNAC, including (as required) engagement with the Department's representatives.

Role of staff, financial management

The Executive Director and Finance and Administration Manager are responsible for presenting the Board with a comprehensive draft budget for review and approval. The draft budget must reflect organizational priorities and address ongoing operational and administrative needs. The Executive Director and Finance and Administration Manager are also accountable to the Board for the responsible expenditure of financial resources in accordance with the approved budget. They prepare the financial

statements and any proposed budget reallocations and amendments for review by the Board. The Finance and Administration Manager reports to the Executive Director, who is ultimately responsible for the draft budget and for the responsible expenditure of financial resources.

The Executive Director is responsible for liaising with CIRNAC representatives on behalf of the Board regarding the budget and funding requirements and arrangements. The Executive Director is also responsible for briefing the Board and making strategic recommendations regarding the budget and funding arrangements.

Designated Offices submit a draft annual budget to the Finance and Administration Manager and the Executive Director reflecting the operational requirements of their respective offices. DOs are required under the Act to consult on their draft budget with any First Nation whose territory falls within their assessment district. First Nations' input is incorporated into the draft annual operating budget, which is recommended to the Board for review and approval.

Human resources management

Management of YESAB's human resources is the responsibility of the Board working with the Executive Director and human resources staff members.

Role of the Board, human resources management

The Board's role in human resources management includes:

- oversight and approval of human resource policies;
- periodic review of the compensation framework, and approval of any proposed changes;
- approval of any new positions not within the approved budget;
- designating a Board member(s) to participate in recruitment committees for certain positions within the organization (legal counsel, Finance and Administration Manager, and Human Resources Manager, and others, at the discretion of the Executive Director). The Executive Director has final decision-making authority regarding these hires.
- oversight and approval of any significant changes to organizational structure; and
- recruiting for, supervising and conducting an annual performance evaluation and goals- setting for the Executive Director (collaboratively via the Chair, as the Executive Director reports to the Chair).

Role of Staff, human resources management

The Executive Director, along with the Human Resources Manager and other managers, is responsible for overseeing staff and ensuring that human resource policies, practices and decisions are consistent with legal obligations and best practice. The Human Resources Manager and Executive Director are responsible for developing and implementing recruitment and retention strategies, and for engaging the Board on such strategies, as appropriate. Where necessary, the Human Resources Manager (with the approval of the Executive Director) or the Executive Director is expected to seek independent legal advice on any staff relations issues and to ensure that the Board is fully briefed on the advice received.

While the Human Resources Manager is responsible for managing human resources matters, the Executive Director is ultimately responsible and accountable to the Board for the overall function of the organization's human resources.

External communication

Designated Offices, the Executive Committee and the Panel may necessarily and routinely engage with governments and other participants in the assessment process regarding individual projects and other matters. The Board also plays an important role in engaging with governments and stakeholders. The Board is responsible for ensuring that the views and interests of assessment participants, governments and stakeholders are considered in the application of the Assessment Architecture, and that significant concerns about the assessment process are considered and addressed, as appropriate. The Board is also responsible for promoting awareness of YESAB's assessment processes.

When engaging with assessment participants and speaking to external audiences, a Board member should speak on behalf of the Board. A Board member may have discussions with participants for the purpose of building relationships and increasing communication, but any communication must be in keeping with YESAB's *Conflict of Interest Policy and Guidelines*.

The Chair (or designate) is the formal spokesperson for YESAB and is authorized to speak on its behalf to the media, as set out in YESAB's *Communications Protocol*. Authority to speak on YESAB's behalf is set out in YESAB's *Communications Protocol*.