

Terms of Reference – Governance Board, Global Water Futures Observatories

Adopted: May 8, 2025

To be reviewed annually and updated by vote of the Board, when and if necessary

Purpose

The Global Water Futures Observatories (GWFO) facility is Canada's premier national freshwater research facility, funded in part through the Canada Foundation for Innovation (CFI) and its Major Sciences Initiative (MSI) from 2023–2029. GWFO is led by the University of Saskatchewan (USask) and is a partnership amongst USask, the University of Waterloo (UW), McMaster University (MU), Wilfrid Laurier University (WLU), the University of Windsor (Windsor), Trent University, Carleton University, the University of Western Ontario, and the University of Toronto. Governance and oversight of GWFO is overseen by a Governance Board (herein referred to as the Board). The Board is composed of representatives of prominent data user organisations, prominent experts on freshwater data collection and management, and the Associate Vice-President Research of USask and a rotating Vice-President Research from among the other partner institutions. The Board ensures that the vision, mission, and objectives of GWFO are achieved, monitors activities and progress, holds the facility to the highest standards of operational excellence, promotes broad engagement across the partner universities as well as other national and international partners and key stakeholders, ensures that finances are well-managed, that the facility is optimized for supporting research and training, and that the facility fully adheres to CFI, university, other major funding partners' policies and procedures.

Duties and Responsibilities

The Board provides meaningful oversight over GWFO management and is autonomous in its functioning. The Board reports up to the Vice President Research of the MSI host institution (USask), which assumes ultimate responsibility and liability for operational and financial aspects of GWFO. As such, the Board acts as an oversight and advisory committee. Legal and financial liability does not rest on the Board or its individual members for any of the operations or project finances, including any budget shortfalls. Specifically, the Board:

- Oversees financial management and accountability of the facility and its participating institutions. To achieve this, the Board reviews, modifies (if necessary), and approves recommendations from the Strategic Management Committee (SMC) for annual funding allocations, and any proposed significant modifications from the approved budget, taking into account other funding and in-kind contributions and the budget approved by CFI-MSI. This includes reviewing and approving quarterly and annual financial reports.

- Oversees the integrity, quality, relevance, and effectiveness of the facility and its coordination and operations. The Board receives quarterly updates on GWFO activities and operations from the GWFO Director, and from these, provides feedback and guidance to the Director, SMC, and Secretariat to ensure they are meeting their specific responsibilities. The Board reviews and approves annual progress reports before these are sent to the funding agencies.
- Liaises with stakeholders represented on the Board and other partners and cooperates with the facility and its committees on engagement and outreach to the broader communities. The Board facilitates linkages amongst partner institutions and organizations, and assists, where possible, with the broad engagement of faculty, staff and students across universities.
- Reviews and approves any proposed changes in facility policies, development of formal agreements or memoranda of understanding, changes in management structure and senior personnel (i.e., SMC membership), and new facilities and partners brought in to formally collaborate with or join GWFO.
- Adopts and implements a code of conduct for the Director, SMC, facility leads, and staff to prevent real or perceived conflicts of interest, and mediates, as required, conflicting situations that may emerge in the activities, operations, and financial management of GWFO.

Meetings, Communications, and Information to the Board

The Board meets on a regular basis and is provided the necessary information and materials to fulfill the duties and responsibilities above. In particular, the Board:

- Meets on a quarterly basis in person or by hybrid format (including teleconference or web conference), and at other times as necessary.
- Is invited to attend and participate in other major network events and meetings (e.g., the Operations Team).
- May be asked or invited to attend, in whole or in part, other meetings or discussions on management or strategic initiatives with the SMC and CFI-MSI.
- Is provided with quarterly updates with detailed information on users, activities, operations, management, finances and spending, and personnel changes. The Board receives advice and recommendations from the GWFO Director on behalf of the SMC at regular Board meetings or at other times as necessary. When approvals of updates and reports are needed, these are provided in advance at the earliest possible and no less than three full business days. The Board Chair, and potentially other members, may be invited to participate in CFI hosted events as a representative of GWFO.

Conflicts and Resolutions:

The Board implements mechanisms to mitigate single-interest influence and identify and manage conflicts of interest. These include:

- Ensuring adherence to the conflict-of-interest policy, which clearly defines what constitutes a conflict, outlines disclosure requirements, and specifies consequences for non-compliance.
- Implementing a disclosure process for committee members and those in management and oversight roles to declare potential conflicts, and a recusal procedure for conflicted members, requiring them to excuse themselves from discussions and decision-making processes related to the conflict.
- Appointing independent committees to oversee conflict management and provide unbiased evaluation of potential conflicts and conducting thorough due diligence before major approvals to ensure fair and unbiased decision-making.
- Fostering a culture of transparency, integrity, and accountability within GWFO.

Membership and Support Personnel

The composition of the Board is as follows:

- Chair: to be determined by vote
- Members: Associate Vice-President Research and Chief Financial Officer of University of Saskatchewan and one other Vice-President Research from amongst the partner institutions; Representatives from User and Partner Organisations, Prominent experts on freshwater data collection and management.

The Board is aided by the following individuals who provide the necessary expertise and assistance as required:

- Director of GWFO
- Director of Operations and Science, GWFO (Secretary to the Board)
- Director of Finance, GWFO
- Director, Research Profile and Impact, University of Saskatchewan
- OVPR Senior Financial Officer, University of Saskatchewan
- OVPR Senior Executive Assistant, University of Saskatchewan
- Vice-Provost Faculty Relations, University of Saskatchewan

Specific Roles and Responsibilities

The support staff (i.e., Secretary to the Board) will help the Chair develop agendas, distribute information and materials to the Board, produce meeting summaries after each Board meeting, and after review by the Chair, send these out to the members.

The Board Chair leads and ensures the effective functioning of the Board. The Chair presides over Board meetings, sets and approves agendas (in consultation with the GWFO Director), ensures meetings are productive and timely, and guides the Board toward decision-making. The Chair ensures the Board fulfills its responsibilities with transparency and sound governance practices.

Official spokespersons for the Board include the Director of GWFO and the VPR of USask. There should be coordination with the USask communications officer for media engagement at times when speaking on behalf and as representative of the national facility, GWFO. A formal communications policy is in development.