

# National Farmed Animal Health and Welfare Council

## TERMS OF REFERENCE



Updated: 01/13/2011  
09/09/2013  
03/13/2015  
05/09/2019  
04/01/2020  
04/20/2021

# National Farmed Animal Health and Welfare Council - Terms of Reference

## 1 Vision

- Canada values and supports the health, care, and welfare of the farmed animal population and its contribution to the well-being of people, the environment, and the Canadian economy To bring together industry, federal, provincial, and territorial government partners to provide collaborative guidance on a cohesive, functional, and responsive farmed animal health and welfare system in Canada

## 2 Purpose

- To establish a harmonized and integrated approach to the management of the broad animal health and welfare program continuum and system in Canada;
- To provide scientific, strategic and policy advice and recommendations on animal health and welfare matters to the public and private sectors;
- To undertake such other activities that advance animal health and welfare in Canada; and
- To do all such other things as are incidental or conducive to the attainment of the above objects.

## 3 The Council:

### 3.1 Membership

- The Council membership consists of stakeholders that are committed to advancing the animal health and welfare system in Canada and are supportive of the use of farmed animals as food
- Council members will pay annual dues determined annually by the Council Board of Directors
- The Council membership consists of:
  - Industry and non-government primary and associate members
  - Provincial/territorial governments Advisory Committee members
  - Federal government Advisory Committee members
  - New members interested in furthering the purposes of the corporation and whose application for admission as a member has received the approval of the board of directors of the Corporation (a majority of the directors at a meeting of the board of directors and sanctioned by a two thirds majority vote)
- Council members should reflect a diversity of relevant expertise and broad perspectives. (Appendix 4)

### 3.2 The Council Board

#### 3.2.1 Council Board Roles and Responsibilities:

- Primary function of Council is to offer sound advice based on collective experience and knowledge, and not to represent any particular stakeholder group. (Notwithstanding, knowledge of the business of a particular stakeholder may be sought from Council members to assist in its deliberations)
- Council Board Members will declare any real or potential conflicts of interest to the Council

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- The work of the Council will be advanced through an extensive consultation process with all of its stakeholders
- Council materials and documents will not be considered finalized for publication until approved by the Council Board in compliance with the Council confidentiality agreement
- The Council Board will be composed of members designated as follows:

### 3.2.1.1 Council Advisory Committee

The Advisory committee will consist of seven provincial and federal government representatives who will provide the Council Board of Directors with scientific, strategy and policy advice and guidance considering government mandates and priorities. The Advisory Committee will consist of:

- Three members from the federal government (AAFC, CFIA and PHAC)
  - Four members from the provinces or territories (three from the Council of Chief Veterinary Officers and one from the Canadian Council of Chief Medical Officers of Health)
  - The Canadian Chief Veterinary Officer
  - The Advisory Committee is not entitled to vote on Corporation business
- The mandate of the advisory committee is to advise the board of directors on all matters and decisions relating to legislation, finances, regulations, program activities, new initiatives and other Council related activities that affect animal health and welfare

### 3.2.1.2 Council Corporation and Board of Directors

- The Council Corporation is the incorporated body of the Council, and the Council Board of Directors will represent the Council industry membership in Council operational and financial decision making
  - As per the Articles of Incorporation a minimum and maximum of seven Industry and non-government member stakeholders will represent the council corporation as directors and form the Council board of directors
  - The Council members may nominate one person to sit on the Council Board of Directors, but only if satisfied that the person has substantial experience or expertise in fields relevant to animal health and welfare (see Appendix 4)
  - The Council Board of Directors is entitled to vote on Council operational and financial decisions
- The Council Board will be led by two elected co-chairs who will be elected annually from within the Council Board - one from the Corporation and one from the Advisory Committee
- In the absence of an appointed chairperson at any meeting of the Council, the members present shall appoint one of their numbers to co-preside at

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that meeting

- The Council Board may make changes to the terms of reference, membership or procedures
- The Council Board may co-opt persons with relevant experience to provide additional expertise. Co-opted members of the council do not have voting rights or final say.
- The Council Board will act in accordance with the roles and responsibilities as defined in Appendix 3.
- Directors will be appointed to the board in accordance with Section 8 and Section 9 of By-Law No. 2. Primary Membership fees are currently set by the board at a minimum of \$10,000, while Associate Membership is \$9999 or less.

### **3.3 Replacement of Council Director**

- In the event of a director being obliged or electing to retire or resign during the Council's term, a temporary replacement may be nominated and appointed by the members represented by the departing Director or the vacant position may be filled in the next call for nominations for the next term of appointment.
- In the event of a member electing to retire or resign during the Council's term, they shall do so in writing and addressed to the Council

### **3.4 Absentee Council Board Member**

- Where a member fails to attend two (2) consecutive Council meetings without reason, the Council may remove the member and a replacement appointed

### **3.5 Alternates**

- Council board members may send an alternate to sit as an observer on Council meetings with the approval of the Executive Director
- A Council Board Director or voting member shall by means of written proxy appoint a proxy holder to attend and act at a specific meeting of members in a manner and to the extent authorized by the proxy. A proxy person must be a person designated by resolution of the member for such purposes.

### **3.6 Reappointment of the Council**

- Not less than four (4) months prior to the expiry of the term appointment of the specific Council Director and subject to the review process (see 9.0), the Council shall call for nominations for the next term of appointment aligned with the annual year end.

### **3.7 Terms of Appointment:**

- the Council's Director terms of appointment shall be four (4) years in duration.
- The appointments will be offsetting by two (2) years, thereby allowing half of the members to remain on the Council at any one time.
- An outgoing member may be re-nominated to a maximum of two terms unless otherwise determined by the Council Board of Directors and the Council Advisory Committee.

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## 4 Business Operations:

### 4.1 Scheduling of Meetings

- Formal general member meetings shall be conducted at a time and venue to be determined and advised by the Council within 6 months of fiscal year end with notification and sufficient material not less than 21 days prior to the meeting.
- The Council may elect to conduct special meetings, if circumstances or the nature of the business is urgent or warrants it
- Council Full Day Board meetings are typically held quarterly, with monthly videoconferences held in between full day meetings. Amendments may be made to the length and frequency with agreement of the Council Co-Chairs and the Council Board of Directors
- Special meetings may be called, or the length of meetings may be extended should circumstances warrant and as deemed necessary by the Council Co-Chairs.

### 4.2 Preparation for Meetings

- The Management Committee shall develop the draft agenda, setting out the standing business for the general or special meeting, to be circulated not less than 21 days prior to Council member meetings and not less than 7 days prior to Council Board meetings.

### 4.3 Meeting Procedures

- Meetings shall be conducted in accordance with accepted procedures and in accordance with rules of the co-chairpersons
- Motions or decisions at a Council meeting shall normally be determined by agreement or consensus
- With the approval of the chairperson(s), member(s) or any other person(s) entitled to attend a Council meeting may participate in the meeting in person, virtually or by telephone as long as all persons participating in the meeting are able to hear each other, and a person participating in such a meeting by alternate means is deemed to be present at the meeting

### 4.4 Documenting Meetings

- Meeting minutes shall be circulated by the co-chairpersons as soon as possible after each meeting, specifying each business item discussed, summarizing the essential items of discussion and recording the meeting recommendations or advice resolved
- The monthly meeting minutes will be approved by the Council Board of Directors electronically
- Quarterly and Members meeting minutes will be sent electronically to the meeting participants and formally approved at the following quarterly or Members meeting.

### 4.5 Correspondence

- Correspondence from and to the Council between meetings may be circulated to all board and advisory committee members as and when received at the discretion of the Executive Director

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- Correspondence conveying the Council's advice to the FPT Reg. ADMs or industry and academia will be completed as soon as possible after each meeting during which the advice was resolved

### **4.6 Reporting Requirements:**

#### **The Council will:**

- Report to the stakeholders
- Provide an annual report in writing to stakeholders six (6) months following the reporting period
- The annual report will contain, but not be limited to the following:
  - List of Council members and the council board
  - Information on activities and milestones achieved during the fiscal year
  - Fiscal year-end audited financial statement

Once the report has been reviewed and accepted by the Council Board, the reports will then become a public document and will be subject to distribution on request, or posted on a specified website.

### **4.7 Business Planning**

- The Council shall establish a planning framework for its business, incorporating strategic and operational plans
- The Council shall coordinate its activities to promote, support and monitor the Priorities and Strategic Outcomes of the Plant and Animal Health Strategy

## **5 Committees and Working Groups**

- Council may convene committees, working groups or sub-committees for the purpose of investigating specific issues to assist it in carrying out its functions which shall function as a committee of the Council at large

### **5.1 Management Committee:**

- A Management Committee will provide general oversight of the management affairs of the Council including reviewing and responding to correspondence and making timely decisions that cannot be held over for review and discussion by the greater Council in support of the Council purpose and mandate as defined under 1.0
- The Management Committee will be comprised of:
  - The Council Co-Chairs
  - One advisory committee member appointed by the advisory committee and agreed to by the Council
  - The past chair or one director appointed by the board of directors
  - The Council Executive Director
- The Council Management Committee:
  - Will ensure Management Committee decision and action updates will be provided to the Council

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- Will be accountable to the Council Board of Directors and the Advisory Committee
- Will operate under the terms of a mandate issued from the Council board of directors

### **5.1.1 Roles and Responsibility of the Management Committee**

- Review correspondence and respond as required
- Review approve and distribute council meeting agendas
- Oversee the day-to-day operations of the Council
- Will carry out the policies that have been established by the Board of Directors and make financial and business decisions on behalf of the Council provided that, when at the discretion of the Management Committee, a special meeting of the Board of Directors is not required, the Management Committee may take such action in the area of policy, finance and business as would in its opinion be taken by the Board of Directors so long as:
  - such action is reported to the Board of Directors; and
  - a majority of the voting Board Members have not voiced an objection to the action taken within fourteen (14) of delivery of the report;
  - the finance committee has been consulted on financial decisions

## **6 Divisions (Appendix 2)**

- Council Divisions will report to the Council Corporation and will have terms of reference specific to each division reflecting the business and operational relationship between the Division and the Council
- Divisions will provide regular updates to the Council Board of Directors and Advisory Committee at a mutually agreeable frequency.

## **7 Resourcing/Financial Arrangements:**

- Costs associated with operating the Council and the secretariat will be shared equitably between industry, provincial/territorial and federal governments, subject to the necessary internal approval process for each stakeholder.
- Non-government Council members may be paid an honorarium (covering travel time, preparation work, meetings and conference calls) with all travel and accommodation expenses being paid for by the Council according to the NFAHW Council Financial and Expense Claim Policy
- FPT government employee Council members' salaries will be borne by their home departments/governments (an honorarium will not be paid to them) and their travel and accommodation expenses will be paid for by the Council according to the federal government treasury board guidelines

## **8 Duration and Entry into Effect:**

- This Terms of Reference will come into effect on the date of the final signature and will remain in effect for three (3) years from that date, unless terminated, changed and/or

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extended by agreement of the Council Board

- Duration of the Council and any continuation thereof shall be contingent upon the availability of funds appropriated by all parties

Signed on the

For the NFAHW Council:

Original Signed by:

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Co-Chair

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Co-Chair



# National Farmed Animal Health and Welfare Council - Terms of Reference

## Appendix 1: Council Vision and Purpose

### Council Vision:

Canada values and supports the health care and welfare of the farmed animal population and its contribution to the well-being of people, the environment and the Canadian Economy.

- The Council was formed in 2010 as an outcome of the National Farmed Animal Health and Welfare Strategy (2009). It is a unique advisory group which is funded jointly by federal, provincial and industry/non-government stakeholders. The Council provides advice on topics of importance to animal agriculture to the FPT Regulatory ADMs of Agriculture Committee and all other stakeholders.

### Statement of Purpose

- (a) To establish a harmonized and integrated approach to the management of the broad animal health and welfare program continuum and system in Canada;
- (b) To provide scientific, strategic and policy advice and recommendations on animal health and welfare matters to the public and private sectors;
- (c) To undertake such other activities that advance animal health and welfare in Canada;  
and
- (d) To do all such other things as are incidental or conducive to the attainment of the above objects.

### Goals

- To provide scientific, strategic and policy advice and recommendations on animal health and welfare matters to federal, provincial and industry/non-government members from both animal health and welfare and public health sectors in a One Health Context
- To function as a Committee of the Federal/Provincial/and Territorial Regulatory Assistant Deputy Ministers (FPT ADM) by working collaboratively with the Council of Chief Veterinary Officers and the Traceability Task Team to reduce overlap and duplication to increase alignment, enhance collaboration, implement measures to support the sector in animal health emergency management, and prioritize the Plant and Animal Health Strategy
- To be accountable to the FPT Regulatory ADMS, industry and non-government stakeholders
- To ensure oversight of national animal health and welfare strategies

### Key Activities:

- Strategic Direction -The Council and its stakeholders are engaged in achieving progress on the strategic outcomes and priorities of the Plant and Animal Health Strategy.
- Work areas – Council identifies work areas annually which are important to the animal health and welfare system and contribute to the priorities of the FPT Regulatory ADM of

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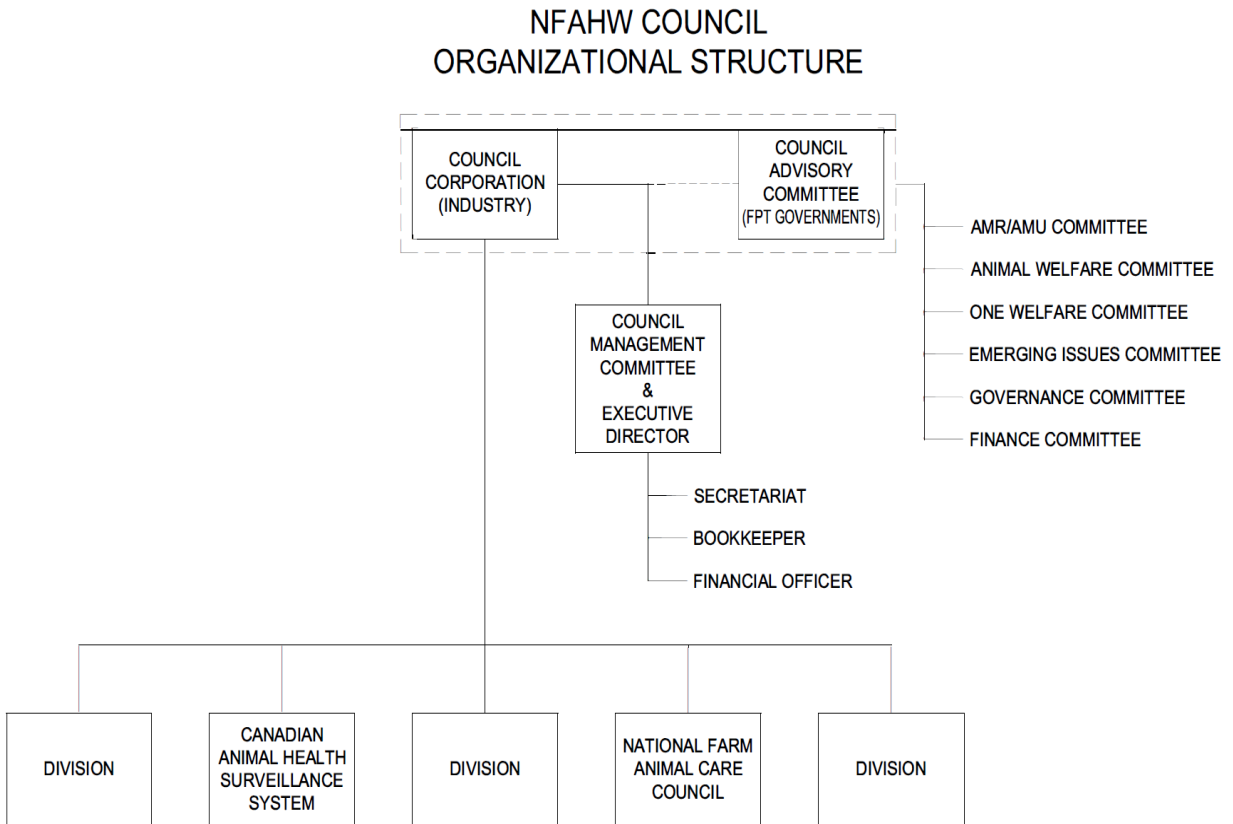
Agriculture Committee. The work areas are developed by working groups which may be enhanced with the addition of external representation which technical or policy expertise. Council is engaged by the working group during development and has final approval of the document and recommendations.

- Annual Forum - The annual Council Forum is a vibrant meeting place for stakeholders in Canada's animal health and welfare system providing an opportunity for all stakeholders to participate in the work of Council. More importantly, the Forum also provides an opportunity for stakeholders to update participants on their organization's activities which impact the strategic outcomes and priorities of Farmed Animal Health and Welfare 2020 and the Plant and Animal Health Strategy.
- To provide leadership in the planning and implementation of the Plant and Animal Health Strategy.
- To give non-partisan and visionary advice to the FPT governments and industry sectors on animal health and welfare legislation, policy, strategies, programs and system issues to improve Canada's animal health and welfare system and disease status.
- To promote commitment to and to advise on cost and responsibility sharing.
- To advance a broader approach to animal health and welfare education and awareness programs.
- To contribute to animal health and welfare planning and priority setting activities.
- To enhance communication effectiveness and information sharing.
- To build consistent relationships between governments and industry, taking existing collaborative arrangements into account.
- To render advice on and prioritize animal health and welfare research needs.
- To provide considered advice on any animal health and welfare matters referred by stakeholders.
- To consider, and where appropriate render advice on, submissions from animal health and welfare organizations or agencies, industry or individuals concerning animal health and welfare issues.
- To assist and/or advise the provinces and federal government in reviewing its legislation, regulations, program activities and new initiatives that affects animal health and welfare.
- To support stakeholders to work toward achieving the strategic outcomes described in the National Farmed Animal Health and Welfare Strategy.
- To provide advice on the respective roles of various parties, with the objective of improving efficiency of delivery, taking advantage of synergies and avoiding unnecessary duplication of effort.
- To consult with appropriate expert groups in order to facilitate optimal input from a full complement of stakeholders.

All advice rendered must have taken into consideration other relevant matters such as good practice, national and international standards and trends, practicalities, public and industry opinion, scientific knowledge and the economic/environmental/public health implications for those concerned.

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## Appendix 2: Organizational Chart



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## Appendix 3 – Duties and Responsibilities of Members, Directors and Officers

### Duties of the Members

1. The NFAHW Council Members shall:
  - a) elect the Directors pursuant to Article 19 By-Law No 2;
  - b) approve the audited financial statements of the NFAHW Council;
  - c) appoint the auditor for the ensuing year;
  - d) approve the report of the Board of Directors; and
  - e) may consider and transact any business either special or general at any meeting of the members

### Duties of the Board of Directors

2. The Directors shall be responsible for:
  - a) supervising the management of the business, activities and affairs of the NFAHW Council including authorizing expenditures on behalf of NFAHW Council and overseeing the finances of the NFAHW Council;
  - b) approve the annual fees payable by Primary and Associate Members;
  - c) review applications for membership in the NFAHW Council in a manner as determined by the board and approve those accepted by resolution;
  - d) approve the annual budget for the NFAHW Council and submitting same to the Board Members for approval;
  - e) approve the budget for the NFAHW Council and each Division of the NFAHW Council with Board Member approval;
  - f) determining the terms and conditions of the Executive Directors employment;
  - g) overseeing and providing guidance to the Executive Director of the NFAHW Council;
  - h) establishing standing and ad-hoc committees; and
  - i) doing all such acts and things as are not, by this Terms of Reference, required to be done by the Board Members.

### Duties of the Co-Chairs

3. The Co-Chairs shall:
  - a) when present, preside at all meetings of the Board Members, the Directors and the Officers; and
  - b) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Co-Chair from time to time by the Directors.

### Duties of the Vice Chair

4. The Vice President shall:
  - a) in the absence of the Chair, preside at all meetings of the Board Members, the Directors and the Officers;

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- b) be vested with all the powers and shall perform all the duties and exercise the powers of the Chair in the absence or inability or refusal of the Chair to act; and
- c) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Vice Chair from time to time by the Directors.

### **Duties of the Past Chair**

- 5. The Past President shall:
  - a) act in an advisory capacity to the Chair and the Directors; and
  - b) perform such other duties and responsibilities and exercise such powers as may be directed or delegated to the Chair from time to time by the Directors.

### **Duties of Other Officers**

- 6. The duties of all other Officers of the NFAHW Council shall be such as directed by the Board of Directors.

### **Delegation of Duties of Officers**

- 7. In case of the absence or inability to act of the Chair, Vice Chair or any other Officer of the NFAHW Council or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such Officer to any other Officer or to any Director for the time being.

### **Duties of the Advisory Committee**

- 8. The advisory committee shall:
  - a) exercise such powers as are authorized by the Board of Directors
  - b) advise the board of directors on all matters relating to legislation, finance, regulation, project, division and program activities, new initiatives and other Council activities related to animal health and welfare
  - c) The members of the advisory committee shall attend all board of directors' meetings.
  - d) The members of the advisory committee are not entitled to vote at board of directors' meetings and are not directors.
  - e) The advisory committee may direct the board of directors to conduct a special meeting if circumstances warrant or the nature of the business is urgent.

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## Appendix 4 – Suggested skill sets for Council Directors and Advisory Committee Members

- Animal health or public health science
- Veterinary science
- Biological science
- Biotechnology
- Community advocacy
- Public communication
- Production livestock or another animal industry
- Agricultural science
- Environment/ecological science
- Animal health and welfare policy
- Animal health and welfare program activities
- International standard setting bodies, trends and drivers
- Knowledge of the NFAHWC
- Other skills deemed acceptable by the Council Board of Directors and the Council Advisory Committee