

# Tumbler Ridge Community Forest Corp.



<b>Company Guideline</b>		<b>Department:</b>	Management	<b>Guideline #:</b> GUID-01	
		<b>Revision #:</b>	0	<b>Page #:</b>	1 of 3
		<b>Implementation Date:</b>		<b>September 01, 2012</b>	
<b>Subject:</b>	<b>Responsibilities for Board or Leadership Positions</b>	<b>Last Reviewed/Update Date:</b>		Aug 14, 2012	
<b>Approval:</b>	<b>Original signed by</b>	<b>Author:</b>		Duncan McKellar	

## 1. Purpose

To provide establish clear unambiguous responsibilities for the appointed TRCF Directors of the Board and key leadership positions of the company.

## 2. Scope

This guideline applies to all current TRCF director and key leadership positions of the company. This guideline includes components typically or often required for Company board members and leadership positions but does not provide an exhaustive, comprehensive list of responsibilities for all situations. The company will update guidelines as required.

## 3. Prerequisites

It is the responsibility of all TRCF Directors and Management to act in good faith and follow the intent of these guidelines.

## 4. Responsibilities

### Key Responsibilities of a Chairperson

- a) ensures that the Board follows the rules set down in its constitution and in policies transparently and fairly;
- b) chairs meetings of the Board and public meetings;
- c) ensures that the Board meets on a regular basis according to its constitution (in partnership with Secretary who usually sends out the notices of meetings);
- d) establishes a calendar for holding meetings of and arranges the agendas for the meetings (in consultation with the Board) of the Board and public meetings;
- e) coordinates the schedule of meetings of any Committees with the Committee Chairs;
- f) ensures that agenda items for all Board, Committee, and public meetings are ready for presentation and that adequate information is distributed to Directors, members or the public in advance so that people may properly inform themselves on matters to be considered;
- g) acts as liaison and maintains communication with all Directors and Committee Chairs to co-ordinate input from Directors, and to optimize effectiveness of the Board and Board

# Tumbler Ridge Community Forest Corp.



<b>Company Guideline</b>		<b>Department:</b>	Management	<b>Guideline #:</b> GUID-01	
		<b>Revision #:</b>	0	<b>Page #:</b>	2 of 3
		<b>Implementation Date:</b>		<b>September 01, 2012</b>	
<b>Subject:</b>	<b>Responsibilities for Board or Leadership Positions</b>	<b>Last Reviewed/Update Date:</b>		Aug 14, 2012	
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Committees;

- h) ensures that the Board receives adequate and regular updates from management on all issues important to the welfare and future of the Organization;
- i) represents the Organization with external organizations or government to promote specific organizational objectives;
- j) is the spokesperson for the Company;
- k) orients the new Chairperson;

#### Key Responsibilities of a Vice Chairperson

- a) acts in the absence of the Chairperson;
- b) learns the duties of the Chairperson and keeps informed on key issues;
- c) works closely as consultant and advisor to the Chairperson;
- d) prepares to serve a future term as Chairperson;
- e) chairs at least one major committee;
- f) acts as a signing officer for cheques and other documents;
- g) orients the new Vice-Chairperson;

#### Key Responsibilities of a Secretary

- a) keeps copies of the organization's bylaws and the Board's policy statements;
- b) maintains the register of shareholders/members;
- c) notifies Board Members of meetings (in partnership with the Chairperson);
- d) brings official minute book to meetings, and keeps record of Board attendance;
- e) makes sure that there is a quorum at Board meetings;
- f) keeps accurate minutes of meetings, including recording all motions and decisions of meetings;
- g) distributes copies of minutes to Board Members promptly after meetings;
- h) conducts general Board correspondence and keeps records of all Board correspondence;
- i) signs Board minutes and corrections to confirm their accuracy and signs official documents of the organization as required;
- j) files the annual return, amendments to the bylaws and other incorporating documents with the Corporate Registry, or other authority;
- k) looks after of the common seal of the Company;
- l) makes sure members are notified of General Meetings;
- m) in the absence of the Chairperson and Vice-Chairperson, chairs Board meetings until the

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		<b>Revision #:</b>	0	<b>Page #:</b>	3 of 3
		<b>Implementation Date:</b>		<b>September 01, 2012</b>	
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- election of an alternate Chairperson;
- n) orients the new Secretary.

## Treasurer

- a) keeps the financial records, including books of account, necessary to comply with the law and gives financial statements to the directors, members and others when required;
- b) keeps financial reports on file;
- c) chairs the Finance Committee (if applicable);
- d) orients the new Treasure;
- e) acts as signing officer, with another officer or Manager for cheques and other documents.

## 5. References

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Sunshine Coast and Valemount Community Forests and the Muttart Foundation. *Key Responsibilities of the Board of Directors Executive or Leadership Position 2011.*

## 6. Definitions

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TRCF - Tumbler Ridge Community Forest Corporation.