

Tumbler Ridge Community Forest Corp.



Company Policy		Department:	Management	Policy #: POL - 01	
		Revision #:	1	Page #:	1 of 5
		Implementation Date:		Sept 01, 2012	
Subject:	Directors Code of Conduct	Last Reviewed/Update Date:		Jan 15, 2014	
Approval:	Original signed by	Author:		Duncan McKellar	

1. Purpose

To establish clear and unambiguous guidelines for the expected conduct of both current and past appointed TRCF Directors.

2. Scope

This policy applies to all current and past TRCF directors. This policy includes components typically or often required for corporate directors but does not provide an exhaustive, comprehensive list of procedures for all situations. The TRCF will update policies as required.

Directors are accountable to the TRCF. The board exists to govern on behalf of those who have delegated to it the power and authority to act on their behalf and in the best interest of all who make up the organization. The Board is responsible for the overall direction of the community forest, defining corporate objectives and policies, approving financial and business plans, financial control of the funds, hiring and setting direction for the Forest Operations Manager.

The primary role of the Board is to govern. Governing consists of the following six elements:

- Providing leadership and direction
- Setting the conditions for organizational functioning
- Oversight of all aspects of governance
- Protecting the best interests of the organization and the persons it exists to serve
- Ensuring the financial viability of the organization
- Having knowledge of stakeholder needs, interests concerns and expectations

The Board consists of seven directors. Of the seven directors, the shareholders will elect six directors from the community at large. The seventh director will be the Tumbler Ridge's Mayor elect or the Mayor's designate.

Tumbler Ridge Community Forest Corp.



Company Policy		Department:	Management	Policy #: POL - 01	
		Revision #:	1	Page #:	2 of 5
		Implementation Date:		Sept 01, 2012	
Subject:	Directors Code of Conduct	Last Reviewed/Update Date:		Jan 15, 2014	
Approval:	Original signed by	Author:		Duncan McKellar	

Appointments to the TRCF Board of Directors will be for two or three year terms. Four Directors will be appointed for a two year term and the remaining three Directors will be appointed for a three year term, in order to provide continuity of Board Members.

3. Prerequisites

It is the responsibility of all TRCF Directors to act in good faith and follow the intent of this policy.

4. Conduct

The Directors shall:

- a) act honestly and in good faith with the primary consideration being the best interest of TRCF;
- b) act ethically and with integrity;
- c) act in a professional, courteous and respectful manner;
- d) deal fairly with all of TRCF stakeholders;
- e) comply with all applicable laws and regulations including the TRCF Articles, and all TRCF policies, guidelines, and Board decisions;
- f) recognize that the role of the Directors is to manage or supervise the management of the business and affairs of the TRCF;
- g) Hire a Forest Operations Manager to carry out and administer the day-to-day operations of the TRCF. The Board delegates to the Forest Operations Manager as its leadership partner and as the person responsible for managing, administering and operating the organization. In doing so it delegates to this position the power and authority necessary to execute the relevant duties and responsibilities;
- h) Recognize the power and authority of the Board only exists when it acts as a whole. As individuals, the Directors exercise no power or authority in the organization, and cannot act or speak for the Board unless specifically delegated to do so by the Board;
- i) recognize that the only decisions or positions of the Board are those made by the Board through the accepted decision-making process set out in the Articles of Incorporation;

Tumbler Ridge Community Forest Corp.



Company Policy		Department:	Management	Policy #: POL - 01	
		Revision #:	1	Page #:	3 of 5
		Implementation Date:		Sept 01, 2012	
Subject:	Directors Code of Conduct	Last Reviewed/Update Date:		Jan 15, 2014	
Approval:	Original signed by	Author:		Duncan McKellar	

- j) commit to working with each other, and with the Forest Operations Manager to engage in actions and decisions that contribute to building and maintaining a healthy, effective and functioning Board and organization;
- k) understand the Forest Operations Manager reports to the Board;
- l) to respect and adhere to all laws regarding conflict of interest, and to also be alert to issues that are perceived as a “conflict of interest” and take action to mitigate any harm that could be detrimental to the Directors, the TRCF, or the Board;
- m) be obligated to act in the best interests of the TRCF. This may require a Director to set aside other interests and responsibilities so as to be able to meet this obligation.

The Directors shall not:

- a) engage in illegal activities;
- b) make public statements or take part in public demonstrations which may tend to reflect negatively on the TRCF without first discussing the activity with the Board as a whole;
- c) use information acquired in the course of duties except in the best interests of the TRCF, nor act in conflict with the TRCF’s interests;
- d) divulge the contents of work regarding sensitive and/or confidential issues performed for the TRCF under any circumstances without the prior approval of the Board;
- e) receive payment for duties conducted in their role as a Director, however out of pocket expenses will be paid as per the organizational policy.

5. Responsibilities

Directors must:

- a) be accountable to their responsibilities and powers as outlined in the TRCF’s Articles of Incorporation;
- b) establish and implement practices that enable the Board to maintain general oversight of the management, administration and operations of the organization;
- c) identify and address issues that are likely to have a material impact on the organization, the shareholder and the community;

Tumbler Ridge Community Forest Corp.



Company Policy		Department:	Management	Policy #: POL - 01	
		Revision #:	1	Page #:	4 of 5
		Implementation Date:		Sept 01, 2012	
Subject:	Directors Code of Conduct	Last Reviewed/Update Date:		Jan 15, 2014	
Approval:	Original signed by	Author:		Duncan McKellar	

- d) develop, in concert with the Forest Operations Manager, annual and long term strategic plans, goals and priorities for the TRCF;
- e) engage in risk management practices when reviewing work plans and when making major decisions;
- f) identify conditions and constraints for how the work of the TRCF will be carried out and establish governance policies to address them;
- g) recruit, hire, define the duties and responsibilities, monitor, compensate, evaluate and terminate the employment of the Forest Operations Manager;
- h) ensure a contract agreement with the General Manager is in place;
- i) periodically assess the performance of the Forest Operations Manager regarding achievement of results, compliance with policies, regulations, laws and other expectations established by the Board;
- j) ensure that budgets comply with organizational policies, meet operational requirements, strategic goal priorities and long term financial obligations;
- k) ensure the integrity of the financial statements and require the Forest Operations Manager to implement suitable internal controls and financial information systems;
- l) document and report on TRCF's performance to the community and its stakeholders on an annual basis;
- m) assess the Board's performance annually;
- n) develop and implement a plan for enabling effective communication with the community and other stakeholders on a regular and transparent basis;
- o) respond to or delegate responses, as appropriate, to inquiries, requests or demands from the community, regulatory agencies, the shareholder or other stakeholders

6. References

Burns Lake Community Forest Policy 2007-04 *Employee/Directors Code of Conduct 2007.*

Creston Community Forest Policy 04 *Organizational Structure.*

Tumbler Ridge Community Forest Corp.



Company Policy		Department:	Management	Policy #: POL - 01	
		Revision #:	1	Page #:	5 of 5
		Implementation Date:		Sept 01, 2012	
Subject:	Directors Code of Conduct	Last Reviewed/Update Date:		Jan 15, 2014	
Approval:	Original signed by	Author:		Duncan McKellar	

McBride Community Forest Corporation. *Board of Directors Code of Conduct and Conflict of Interest Policy (2010).*

Vince Battistelli, "The Governance Group, and the Sunshine Coast Community Forest, Burns Lake Community Forest, and UBC Alex Fraser Research Forest" (2011). *Job of the Board of Directors.*

Vince Battistelli, "The Governance Group, and the Sunshine Coast Community Forest, Burns Lake Community Forest, and UBC Alex Fraser Research Forest" (2011). *Wells Gray Community Forest Foundation Statements.*

Vince Battistelli, "The Governance Group" *Governing Effectively Essential Knowledge and tools for Boards & Board of Directors. 2012*

7. Definitions

TRCF means Tumbler Ridge Community Forest Corporation