

# Tumbler Ridge Community Forest Corp.



<b>Company Procedure</b>		<b>Department:</b>	Management	<b>Procedure #:</b> PRO - 01	
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		<b>Implementation Date:</b>		<b>September 01, 2012</b>	
<b>Subject:</b>	<b>Procedures for Board of Directors</b>	<b>Last Reviewed/Update Date:</b>		January 16, 2014	
<b>Approval:</b>	<b>Original signed by</b>	<b>Author:</b>		Duncan McKellar	

## 1. Purpose

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To provide establish clear unambiguous procedures for the appointed TRCF Directors.

## 2. Scope

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This procedure applies to all current Directors. This procedure includes components typically or often required for Company directors but does not provide an exhaustive, comprehensive list of procedures for all situations. TRCF will update procedures as required.

## 3. Prerequisites

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

## 4. Conduct

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- a) Decisions will be made by consensus wherever possible, or failing consensus by a fallback vote of a minimum of 57% ( 4 of 7) majority of the Board members present to pass.;
- b) Discussion at the Board table is intended to identify all major facts relating to an issue, and to work towards reaching consensus. Staff provide reports and supporting information to the Board outlining technical information pertinent to the decision making process;
- c) All Directors are required to support all Board decisions, regardless of how they or others voted on any particular resolution;
- d) All Directors will be 100% supportive of Staff outside the boardroom;
- e) The Chair or the chairpersons designate is the sole public spokesman for the TRCF. It is likely he/she will request the Operations Manager to speak on behalf of the TRCF on operational matters;
- f) All Board discussions, votes and documents are strictly confidential and shall not be released to third parties, including the shareholder, unless such release is specifically approved by Board resolution;

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- g) Directors who cannot abide by the rules, policies and decisions of the Board should reconsider their ability to serve on the Board. In such instances, the Board may seek to have the director removed as per the process identified in the governing documents;

## 5. Procedures/Responsibilities

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- a) The Board will elect a Chair and a Vice-Chair from the Board of Directors at the first meeting following the selection of the incoming directors. The Chair and Vice-Chair will be elected annually and may be return positions;
- b) The Chair shall preside at all Board meetings, and shall represent the Board at all official functions at which the Board is formally recognized;
- c) The Vice-Chair shall act as Chair in the event of the Chairs absence or inability to act;
- d) A Quorum for the Board to conduct the business of that group is defined as 57% or four of the seven the Directors present;
- e) The Board shall follow Roberts's Rules of Order;
- f) Prior to each meeting, each Director will come prepared to discuss all items on the agenda having carefully and thoughtfully reviewed the complete agenda package and related documents;
- g) Each Director is expected to attend all Board meetings. Absence from consecutive meetings without due cause will launch a formal membership review by the Board;
- h) Meetings are to be held on quarterly on an agreed to time by the board.
- i) The Board will prepare annually in the first meeting of the new -year, a schedule of the dates, times and place of the upcoming calendar years Board meetings.
- j) At a minimum of once annually, the Board meeting will be open to the public;
- k) The meeting invitation for the public Board meeting shall be posted at the District of Tumbler Ridge public notice posting places;
- l) Regular Board meeting may be cancelled by the Board provided that two meeting are not cancelled consecutively.
- m) If there is no quorum of the Board present within 15 minutes of the scheduled time for a Board meeting, the Chair or his designate will

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- i. Record the names of the members present and those absent and adjourn the meeting until the next scheduled meeting;
- n) The following procedures apply to voting at Board meetings:
  - i. When debate on a matter is closed, the Chair must put the matter to a vote of Board members.
  - ii. The matter is approved (carried) if a majority is in favour of the motion on the floor. The matter is not approved (defeated) if the majority vote is opposed to the motion.
  - iii. If there is a tie, then the matter is put forward to the next Board meeting where efforts will be made to have all Board members in attendance.
  - iv. Board members cannot abstain from voting on matters before them unless they declare a conflict of interest.
- o) The Board may request a Committee be struck to consider, inquire into, report, and make recommendations to the Board. The Committee must consist of a minimum of two Board members and function as a recommending body only on matters assigned by the Board;
- p) Minutes of board meetings must be:
  - i. legibly recorded.
  - ii. signed by the Chair or presiding member of the meeting or at the next meeting at which they are adopted.
  - iii. Open for public inspection at the District of Tumbler Ridge office during regular office hours excepting minutes from closed or in camera meetings pursuant to the *Freedom of Information and Protection of Privacy Act* or as resolved by the Board.

## 6. References

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Creston Community Forest Policy 04 *Organizational Structure*.

Burns Lake Community Forest Policy (2007) *Employee/Directors Code of Conduct 2007*.

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District of Tumbler Ridge Bylaw 580 (2011) *A Bylaw to Regulate the Meeting of the Council of the District of Tumbler Ridge and the Conduct Thereof.*

McBride Community Forest Corporation. *Board of Directors Meeting Procedures Policy 2010-03 (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.*

## **7. Definitions**

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TRCF - Tumbler Ridge Community Forest Corporation.

Board – means the board of directors of the Tumbler Ridge Community Forest Corporation.

Committee – means a standing, select, or other committee appointed by the Board.