

Sunshine Coast Community Forest Corporate Governance Policy



Amended February 10, 2025 – Confidentiality updates

Amended March 11, 2024 - Addition of Appendix 12, minor edit to Appendix 3 and 9

Amended January 16, 2023 - Addition of Community Advisory Panel Terms of Reference

Amended November 14, 2022 – Redefine Administrative Roles adding Executive Director, other general language updates.

Previous Revisions:

Amended January 17, 2022

Amended February 20, 2019

Amended October 24, 2016

Amended November 4, 2013

Approved November 26, 2009

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Corporate Governance Philosophy

Sunshine Coast Community Forest Ltd. (the “Community Forest”) shall be managed and directed in a manner that reflects the principles of integrity, inclusion, open communication , teamwork, continuous pursuit for corporate excellence and adherence to the Community Forest’s Code of Conduct.

Policy Objectives

- (a) To uphold the legal requirements under the Community Forest Agreement
- (b) To define the role and functions of the Board of Directors and to provide framework for the governance, guidance and direction of the Community Forest.
- (c) To provide a basis for a strong governance framework.

General Responsibilities of the Board

The Board of Directors is accountable to the shareholder and responsible for directing the affairs of the Community Forest. In particular, the Board is responsible for:

- (a) Setting and monitoring the Community Forest’s overall business objectives, articles and policies that provide for the needs of the Community Forest, safeguard the assets of the Community Forest and meet regulatory requirements.
- (b) Appointing, defining the duties and responsibilities of and assessing the performance of management.
- (c) Encouraging an appropriate strategic planning process.
- (d) Directing the democratic process within the Community Forest, including recommendations regarding the election of Directors and the matter of director succession.
- (e) Responding or causing responses, as appropriate, to inquiries, requests or demands from regulatory agencies, the shareholder or other stakeholders.
- (f) Ensuring effective communication with the shareholder and other stakeholders.

Committees of the Board

- (a) The Board of Directors may establish, by resolution, and or, committees as appropriate, to deal with items delegated to such committees. These may be standing or ad hoc committees.
- (b) For each committee so established, a Terms of Reference will be developed and included in the Appendices.
- (c) Membership of committees shall consist of no fewer than three (3) directors, Committees will elect their own Chair from within their members.

- (d) Committees will meet as appropriate, at the call of the Chair. A timely report to the Board of Directors will be made after each committee meeting concerning the committee’s deliberations, decisions and/or actions.

General Policy Guidelines

Laws, Regulations and Standards

At all times, the Community Forest will adhere fully to all regulatory requirements in all aspects of operations.

Board Policy Development and Review

Board policies will be developed, reviewed, and amended on the basis of experience and changing priorities. In general, such policies will be reviewed on an annual basis. Policies are governance documents that may include but are not limited to::

- Foundational Statements
- SCCF Selected Methodologies
- Corporate Governance Document (this document)
- Subject Policies
- Periodic Plans

Risk Measurement, Reporting and Variance Correction

- (a) Exposure to all areas of business risk will be properly measured and assessed in terms of the Community Forest’s capacity to bear them. When risk exposures are considered too great or when rewards compared to risk are considered insufficient, timely actions to mitigate or eliminate the exposure will be taken.
- (b) Monitoring and reporting processes on risk exposure positions will be established and maintained. Board policies dealing with each risk shall specify monitoring as well as internal/Board reporting requirements.
- (c) Whenever it becomes evident that a risk exposure position is at material variance from expectations as specified in the relevant documents and plans, the Community Forest will undertake timely planning and/or corrective action to alleviate the concern by the Board. All actions of this nature will be reported to the Board of Directors; approval will be sought in advance if the action has a significant impact on other elements of the Corporate Plan.

Internal Controls

The Community Forest will establish and maintain an internal control framework to be applied to all operating areas to ensure that sound and prudent practices are supported by effective organizational and procedural administrative systems.

Communications

- (a) The Community Forest shall establish effective stakeholder communication channels with all relevant parties, including the Community Forest, shareholder, employees, volunteers, regulatory authorities, creditors, other companies and Sunshine Coast communities at large.
- (b) The Chair of the Board will be the designated spokesperson for the Community Forest. In the absence of the Chair or their inability to act for any reason, the Vice-Chair shall be the designated spokesperson.
- (c) No other director or employee other than the designated spokesperson shall speak on behalf of the Community Forest. In all cases, employees and Directors should distribute authorized releases from the Community Forest and should refer all questions to the designated spokesperson.
- (d) The spokesperson shall liaise with the shareholder.

Access to Advice

- (a) Over time, Directors are expected to increase their understanding about Corporation operations through their exposure to issues and through ongoing training.
- (b) The Board and/or individual Directors may obtain independent consulting advice about any legal, risk management, accounting or other technical issue facing the Board of Directors or about their rights and responsibilities, at the expense of the Community Forest, with the prior written approval of the Board.

Code of Conduct

- (a) The Community Forest will develop, implement and enforce a Code of Conduct to describe the manner in which the Community Forest, its Directors, officers, staff and volunteers conduct their business operations and which shall address confidentiality, restricted and related party transactions, conflicts of interest and other issues where high ethical standards are appropriate. (Appendix 1 contains the Community Forest's Code of Conduct).
- (b) The Code of Conduct will be communicated within the organization annually. Every director, officer, employee and volunteer, part-time or full-time, will be provided with a copy of the Code of Conduct.

Annual Corporate Planning

- (a) The Community Forest will produce and publish an annual report. The Annual report will be submitted, in draft, to the Board of Directors, for review and approval, no later than the last Board of Directors meeting each year.
- (b) Management will maintain an operations plan updated annually. This and other plans constitute the relevant documents and plans for the year. This planning shall detail priorities and objectives (key performance goals), business strategies for each area of operation and an operational budget.
- (c) The Board shall monitor actual business performance relative to operational, strategic and budgetary plans, on a regular basis. When a variance from these plans arise in any risk management area it is

incumbent on staff to implement timely and prudent corrective actions to deal with and/or correct the problem and to report such actions to the Board of Directors. The Board must ensure corrective action has been taken by staff.

- (d) During the course of the year material changes to plans will require specific Board approval as will any significant management actions or material expenditures not contemplated any original plans. Such changes are to be communicated to the shareholder.

Reporting

- (a) The Chair will meet or communicate with the Operations staff as required to receive reporting updates about operations relative to planning.
- (b) The Managing Forester will report to the Board of Directors at each Board meeting. Financial reporting will take place on a quarterly basis or otherwise, as directed by the Board.
- (c) All reports for the Board's review will be issued one week prior to the board meeting for review by the Directors.
- (d) The Chairperson shall report to the Shareholder at such times as requested by the Shareholder.
- (e) The Company's Annual General Meeting shall be open to the public.

Responsibility

The Board, assisted and supported by management, shall be responsible for implementation of and ongoing adherence to this Policy. Management, staff, and Directors will be familiar with and adhere to all policies in Appendix 10 as applicable, and ensure that any contractors under their direction are familiar with and adhere to any applicable policies

Compliance

Annually, the Board or a committee will ensure compliance with the provisions of this Policy. The Board or the appropriate committee is responsible for conducting an annual review of corporate governance procedures (including management reporting practices) and, in the case of a committee, will report its findings and recommend any necessary corrective action to the Board of Directors. The Board or committee may engage the services of consultants to assist in its review.

Policy Approval and Review

- (a) This Policy, and any subsequent recommended changes to this Policy, must be approved by the Board of Directors.
- (b) This Corporate Governance Policy should be reviewed for ongoing appropriateness annually prior to the AGM by the Board (or by a delegated committee of the Board).

APPENDIX 1 – Code of Conduct for Directors, Officers, Employees and Volunteers

Purpose

The purpose of this Code of Conduct is to establish the rules governing the business and ethical conduct of the directors, officers, employees and volunteers of Sunshine Coast Community Forest Ltd. It is important that ethical and lawful conduct be evidenced in all business practices, in order to protect the reputation of the organization and preserve community trust.

The Board has adopted this Policy and the Board should review this Policy annually.

General Duties of Care

Each director, officer, employee or volunteer of the Community Forest shall exercise the power and discharge the duties of his/her/their office honestly, in good faith, and in the best interests of the Community Forest, and shall comply at all times with the letter and intent of the laws of each jurisdiction in which business is conducted and with the applicable articles, guidelines, policies and procedures of the Community Forest.

Confidentiality

All records, reports, plans and SCCF discussions are private and confidential as outlined below.

Each director, officer, employee or volunteer must use utmost care and discretion in the handling of confidential information, draft, and other information not normally available to the public generally coming to them by reason of their Corporation involvement and such information shall not be disclosed to third parties unless express approval to release it has been obtained and shall not be used for personal benefit or gain either for themselves, or for family, friends, the Community Forest, or associates.

Any and all information regarding the Community Forest and the shareholder, acquired by directors, officers or employees in their capacity with the Community Forest is private and constitutes confidential data and must not be used for any reason except for the conduct of Community Forest business. Examples include, but are not limited to, strategies, plans, earnings projections, business statistics, survey results, marketing tactics and financial results not yet a matter of public record. All board discussions, votes and documents are strictly confidential and shall not be released to third parties, unless such release is specifically approved by Board resolution.

Conflicts of Interest

Each and every director, officer, employee or volunteer has an obligation of loyalty to the Community Forest and should subordinate his/her personal interest when they conflict with or threaten to conflict with the best interests of the Community Forest.

Each and every director, officer, employee or volunteer of the Community Forest shall declare all actual or potential material conflicts that may arise between their duty to (i) the Community Forest and their (ii) personal obligations, other fiduciary duties or financial interests (direct or indirect).

A director, officer, employee or volunteer should not engage directly or indirectly, as a director, officer, employee, consultant, partner, agent or major shareholder in any business or undertaking that competes with, does business with or seeks to do business with, or directly benefits from, the Community Forest except with the express written approval of the Board.

A major shareholder is defined as a person who owns (directly or indirectly) more than ten percent of the issued and outstanding equity of a Corporation.

With respect to restricted and/or related party transactions, full disclosure of material transactions shall be recorded in the minutes of Regular Board Meetings and will be transacted in accordance with legislated requirements.

To avoid conflicts of interest, the directors, officers, employees and volunteers must do more than merely act within the law. They must conduct their affairs in such a manner that their performance will at all times bear public scrutiny. The appearance of conflict of interest as well as the conflict itself must be avoided.

Accepting Gifts and Entertainment

No director, officer, employee or volunteer shall accept any gift, hospitality or favour offered or tendered by virtue of the official's position with the Community Forest, from any party that either does business with or seeks to do business with the Community Forest, or that wishes to influence the actions of the Community Forest where the gift, hospitality or favour possesses any one of the following characteristics:

- i) is in the substance or form such that an impartial observer would construe it to be an improper incentive;
- (ii) places the official under an actual or implied obligation; or
- (iii) is in the form of cash or cash equivalent.

When dealing with public officials whose responsibilities include the business of the Community Forest, acts of hospitality should be of such a scale and nature so as to avoid compromising the integrity or reputation of either the public official or the Community Forest. Such acts of hospitality should be undertaken in the expectation that they could well become a matter of general knowledge and public records.

Maintenance of Company Records

Accounting, administrative and all corporate records will be maintained in an accurate and timely fashion so as to present fairly and accurately the financial and legal position of the Community Forest. No undisclosed assets, liabilities or hidden funds of any sort are permitted.

Reporting of Questionable or Fraudulent Actions

It is the responsibility of directors, officers, employees and volunteers to report to the Community Forest, through the proper channels, their awareness of any situation which might adversely affect the reputation of the Community Forest. This would include any questionable, fraudulent or illegal events or material actions in violation of Corporation policy which comes to their attention.

An individual may feel that concealment of such knowledge is the prudent course of action but, nevertheless, it is the direct responsibility of that person to bring the information promptly to the attention of the Board of Directors.

Failure to Apply

Failure to comply with the Code of Conduct may result in serious consequences, including, but not limited to, removal from office, termination of employment and legal or criminal charges being brought to bear upon the director, officer, employee or volunteer.

Declaration

I, _____ acknowledge that I have carefully read and understood the SCCF's Code of Conduct and the attached SCCF Board Rules.

I agree to abide by the terms of the Code of Conduct and SCCF Board Rules and to discharge my duties honestly and in good faith and in the best interests of the Community Forest.

I will promptly and fully disclose any fiduciary relationship, activity or personal financial interest that might impair or affect my judgment or influence my decisions.

I understand that I will be in possession of sensitive information relating to the Community Forest and I will treat such information as confidential and will not disclose it to third parties or use it for my own personal benefit or the benefit of any other person.

I will use the utmost care and discretion in the handling of such confidential information.

I further understand that the requirement for confidentiality is a continuing obligation of a Director even after that person ceases to be a Director.

Dated at Sechelt, in the Province of British Columbia, this day of , 20__.

In the presence of:

Signature of Witness

Signature of Director

Name of Witness (Printed)

Name of Director (Printed)

SCCF Board Rules

1. Each Director is obligated to act in the best interests of the Community Forest. This may require a Director to subordinate other interests and responsibilities so as to be able to meet this obligation.
2. Prior to each meeting, each Director will have carefully and thoughtfully reviewed the complete agenda package and related documents.
3. Each Director is expected to attend all Board meetings or advise in advance if unable to attend.
4. Each Director raises their hand to be recognized by the Chair of the meeting. One Director speaks at a time. Directors are expected to listen to and respect the thoughts of other Board members.
5. All comments and questions are directed to the Chair, not to other Director(s) or to Staff.
6. 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.
7. All Directors are required to support all Board decisions, regardless of how they or others voted on any particular resolution.
8. All Directors will be 100% supportive of Staff outside the boardroom.
9. The Chair is the sole public spokesperson for the Community Forest. It is likely the Chair will request the Managing Forester and/or the Executive Director to speak on behalf of the Community Forest on operational matters.
10. Minutes of open board meetings shall be published. All Board discussions, votes and documents are strictly confidential and shall not be released to third parties, unless such release is specifically approved by Board resolution.
11. 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.
12. Meetings will be conducted according to Robert's Rules of Order.

APPENDIX 2 – Corporate Governance Committee Terms of Reference

Composition and Resources

The Board of Directors shall annually appoint a Corporate Governance Committee consisting of no less than three (3) members of the Board.

Meetings and Procedures

The Corporate Governance Committee shall meet not less than twice annually. The time and location of meetings of the Corporate Governance Committee and procedures to be followed at such meetings shall be determined by the Chair. A meeting may be called upon the request of the Chair, any member of the Corporate Governance Committee, or a member of the Board of Directors, if and when deemed necessary. Whenever possible, seven (7) days notice, shall be circulated to members of the Corporate Governance Committee. Whenever possible, an Agenda and required reports shall be circulated in advance of the meeting. Minutes of every meeting shall be recorded and circulated to the Corporate Governance Committee and the Board.

A quorum shall be two (2) Committee members.

Purpose and Authority

The Corporate Governance Committee will ensure that the written policies of the Board of Directors respecting the role and functions of the Board of Directors and the framework for the overall governance, guidance and direction of the Community Forest reflect the current highest standards of corporate behaviour and the ethical department of directors, officers, employees and volunteers.

Accountability

The Chair of the Corporate Governance Committee shall report directly to the Board on its deliberations, findings and recommendations at least annually.

APPENDIX 3 – Nominations and Board Development Committee Terms of Reference

Composition

The Board of Directors (the Board) shall appoint a Nominations and Board Development Committee (the Committee) consisting of a minimum of three (3) and up to four (4) Directors.

Accountability

The Committee shall formally report annually to the Board on its activities and more often as required.

Committee Meeting Procedures

The Committee shall meet biannually and more frequently as may be necessary to fulfill its responsibilities.

A quorum shall be a majority of the Committee.

Meetings may be called by the Chair or a majority of the Committee and whenever possible, seven (7) days notice in writing shall be circulated to the Committee members.

Whenever possible, an agenda and required reports shall be circulated in advance of the meeting.

Minutes of every meeting shall be recorded and circulated to the Board.

Purpose and Authority

The Committee receives nominations and identifies and nominates qualified candidates for all positions on the Board.

At least annually, the Committee reviews the collective skills, knowledge and experience of the Board to evaluate if the Board has the required intellectual assets as per the “Skills & Experience Profile” attached.

The Committee must set forth at least a minimum number of candidates required to fill vacant directorships becoming vacant.

Functions and Responsibilities

Based on an annual evaluation of the collective skills, knowledge and experience of the Board, the Committee shall identify any areas for improvement and recommend appropriate development, education and training opportunities for Board members. This annual review will also assist in prioritizing the Asset Qualifications sought in the recruitment of new individuals to serve on the Board.

The Committee is responsible for evaluating Board candidates to ensure the proposition of qualified high caliber individuals who are familiar with Directors’ responsibilities and subscribe to the Board’s Code of Conduct as per Appendix 1.

To this end, the Committee shall:

- Develop criteria and tools for evaluation of Board candidates to provide the Board collectively with the best possible combination of capabilities and knowledge.
- Receive nominations of potential candidates
- Actively recruit potential candidates
- Screen and interview qualified candidates
- Recommend to the Board qualified candidates to fill vacancies throughout the year
- Review and recommend to the Board changes in policy and procedures related to the nomination and approval of Directors
- Formally report its recommendations to the Board prior to each Annual General Meeting of the Company. (The Board may request the Committee meet with the Shareholder to present the proposed candidates for appointment to the Board.)

Director Selection Process

The Committee will use the following process for selecting new Directors:

1. Gather recommended names of potential Director candidates from existing Directors, SCCF Ltd. Management and the Shareholder.
2. Place advertisements in local newspapers to invite potential candidates to apply to become a Company Director.
3. Gather CV's for all potential Director candidates.
4. Review the knowledge, skills and experience of each candidate and prioritize the best candidates with a view to strengthening the Board. Consider geographic, gender, age and ethnic representation from all communities served by the SCCF Ltd.
5. Interview the candidates that appear to provide the best skills and experience and recommend those candidates to the Board for their review and possible approval.
6. Ensure each candidate interviewed are given a copy of "Expectations & Commitments of SCCF Board Members" to read, and that they understand and agree to comply with the terms therein.
7. Upon approval by the Board, the recommended candidates shall be presented to the Shareholder for their consideration, including analysis of the reasons and supporting evidence for the nominations, and subsequent appointment to the Board.
8. If the Shareholder decides to withhold one or more of the recommended appointments, the Committee will recommence the selection process until the required number of Directors are appointed.

SKILLS AND EXPERIENCE PROFILE

Appointments to the Board of Directors of Sunshine Coast Community Forest Ltd. (SCCF) will be guided by the following selection criteria:

ESSENTIAL QUALIFICATIONS

Statutory

Persons appointed to the board must be “qualified individuals”. Specifically, this means an individual who:

- Is not an employee of the SCCF Ltd or the Shareholder
- Does not hold elected public office of any type.

All potential appointees to the SCCF Board must agree to comply with the provisions related to Director qualifications and conflicts addressed in Appendix 1 of the Corporate Governance Policy concerning the Code of Conduct of Directors.

Personal Attributes:

All directors must possess the following personal attributes:

1. High ethical standards and integrity in professional and personal dealings;
2. Ability and willingness to raise potentially controversial issues in a manner that encourages dialogue;
3. Flexibility, responsiveness and willingness to consider change;
4. Ability and willingness to listen to others;
5. Capability for a wide perspective on issues; and,
6. Ability to work as a team member.

Core Competencies:

All Directors must possess the following core competencies:

1. Well-developed faculty for critical analysis;
2. Basic financial literacy, including an ability to read financial statements and understand the relevance to planning, performance measurement and accountability;
3. Appreciation of the unique role of SCCF Ltd as the entity operating the Sunshine Coast Community Forest;
4. Thorough knowledge of the responsibilities and duties of a director; and,
5. Ability to distinguish corporate governance from management.

ASSET QUALIFICATIONS

As a whole, the Board should possess the following skills, knowledge and experience, while individual Directors should possess at least one and preferably more:

1. **Interpersonal** – significant experience at a senior level managing the operations of a commercial, non-profit or government entity and demonstrated skills in team work, consensus building and conflict resolution
2. **Business** – experience in operating a business in British Columbia and/or on a Board of Directors of a business entity
3. **Accounting and Finance** – accounting and financial expertise including financial management, accounting knowledge or education, and auditing enterprises

4. **Legal/Regulatory** – a law degree or experience working in, or significant knowledge of the issues associated with a commercial entity regulated by statute.
5. **Resource Industries**
 - Forestry** – knowledge and experience with respect to forestry in BC, including environmental and safety compliance issues.
 - Non-timber Resource Knowledge** – experience and knowledge of non-timber resource activities such as recreation, hunting, fishing, gathering, and environmental management.
6. **Communications** – experience in developing and/or leading communications programs including Marketing, Public Relations, and Social Media Expertise:
7. **Community, Stakeholder and First Nation Relations** – experience with consultation processes with local governments, stakeholders, NGOs and/or indigenous interests.
8. **Local knowledge** - with respect to geographical, historical, ecological and cultural aspects of the SCCF Ltd. operating chart area and the communities it serves.

EXPECTATIONS & COMMITMENTS

Refer to “**CODE OF CONDUCT FOR DIRECTORS, OFFICERS, EMPLOYEES AND VOLUNTEERS**”

APPENDIX 4 – Executive Committee Terms of Reference

Composition and Resources

The Executive Committee of the Board shall consist of the Chair, the Vice-Chair and one (1) other director to be elected from and by the Board. The Chair of the Board of Directors shall be the Chair of the Committee.

The Executive Committee may, from time to time, appoint any person who need not be an Executive Committee member to act as Recording Secretary of any meeting.

Meetings and Procedures

The Executive Committee shall meet, as it deems necessary. The time and location of meetings of the Executive Committee and procedures to be followed at such meetings shall be determined from time to time by the Executive Committee.

A meeting may be called upon the request of the Chair or a majority of the Executive Committee.

Whenever possible, three (3) days notice, in writing, shall be circulated to the members of the Executive Committee. Whenever possible, an agenda and required reports shall be circulated in advance of the meeting. Minutes of every meeting shall be recorded and circulated to the Executive Committee and the Board of Directors. Reports on which the Executive Committee has based its decisions shall be circulated to the Board.

A quorum shall be a majority of the Committee.

Purpose and Authority

The Executive Committee, formed by a resolution of the Board of Directors, has, during the intervals between meetings of the full Board, all the Directors' powers, except:

- a) the power to fill vacancies in the Board of Directors;
- b) the power to remove a Director;
- c) the power to change the membership or fill vacancies in any committee of the Directors; and
- d) Such other powers, if any, as may be set out in the enabling resolution or any subsequent resolution.

The Executive Committee shall review contracts for the provision of services and make recommendations to the Board where appropriate.

Accountability

The Chair of the Executive Committee shall report directly to the Board of Directors on the Committee's deliberations, recommendations and actions at each Board meeting.

APPENDIX 5 – Audit Committee Terms of Reference

Composition and Resources

The Board of Directors of Sunshine Coast Community Forest Ltd. (SCCF) shall annually appoint an Audit Committee consisting of three persons at the first meeting of the Board following each Annual General Meeting.

The Audit Committee shall choose one of its members to be its Chairperson. A partner or associate of the audit firm engaged by SCCF shall act as a resource to the Committee. The Committee may appoint any person, who need not be a member, to act as Secretary of any meeting. The Audit Committee Terms of Reference will be reviewed annually and any changes will be recommended for approval by the Board of Directors.

Meetings and Procedures

The Committee shall meet, as it deems necessary, but not less than twice annually (pre and post audit). The time and location of meetings of the Committee and procedures to be followed shall be determined by the Audit Committee. A meeting may be called upon at the request of the Chairperson, any member of the Committee, a member of the Board of Directors, or the auditors, if and when deemed necessary. Whenever possible, seven days notice, in writing, shall be circulated to members of the Committee and the audit firm. Whenever possible, an Agenda and required reports shall be circulated in advance of the meeting. Minutes of every meeting shall be recorded and circulated to the Committee and the Board of Directors. Formal documents received by management (Managing Forester, Executive Director, Administrative assistant) such as the Audit Engagement Letter, Audit schedule, representation letter and audit reports shall be copied to the Audit committee.

A quorum shall be two Committee members.

The auditor shall have the right to appear before and be heard at any meeting of the Audit Committee and to request the Chairperson to consider any matter which is believed should be brought to the attention of Directors or shareholders.

Accountability

The Chairperson of the Audit Committee shall report directly to the Board on its deliberations, findings and recommendations at least annually after completion of the audit.

Purpose and Authority

The Audit Committee acts as liaison between the audit firm and the Board of Directors. The Committee ensures that the review of SCCF's financial operation by the audit firm provides an independent report of the integrity of financial data, the adequacy of internal controls, adherence to sound business practices, and that the results of the annual audit are fairly presented. The Audit Committee shall make a recommendation to the Board with respect to approval of audited financial statements.

The Committee shall ensure compliance with regulatory accounting and auditing standards and SCCF internal accounting procedure and or controls.. For purposes of performing its duties, the Audit Committee shall have the right at all reasonable times to inspect all the books and records of SCCF and to discuss with management, the officers and audit firm such information and matters relating to the financial position of SCCF as it deems necessary. The

Committee may, at its discretion, require the attendance at any of its meetings of the auditor, Board members and management. The Audit Committee may make recommendations to the Board of directors on any matters pertaining to audit or internal controls.

Functions and Responsibilities

The Audit Committee shall, to the extent and when considered necessary:

- Review the audit engagement letter and audit schedule of the audit. During this review the audit committee may identify special areas of concern to the auditor.
- Review any oral or written reports made by the auditor, meeting with the auditor when requested to do so by the Auditor.
- Review the contents of management's representation letter to the auditor.
- Review the annual audit report and audited financial statements with the auditor prior to their presentation and approval by the Board of Directors.
- Review reports prepared by the auditor and the response or determination of management with respect to any findings or recommendations.
- Review all financial information issued by SCCF prior to publication in an annual report.
- review and assess management programs and policies regarding the adequacy and effectiveness of internal controls over the accounting and financial reporting and other systems with SCCF.
- Review all recommendations of the auditor and, where appropriate, recommend or ascertain that necessary corrective actions have been taken.
- Review with management, the auditor and, if necessary, legal counsel any significant litigation, claim or contingency which could have a material effect on the financial position of SCCF.
- Review and discuss with both external auditors and management about SCCF's accounting procedures and controls.
 - assessing how financial transactions are recorded, reported and controlled
 - where necessary or appropriate, provide suggestions for improvement to internal accounting procedures
- Report on the Audit Committee's activities, findings and recommendations to the Board of Directors as the Committee deems advisable.
assess the auditor's' performance within the framework of established policy and review annual audit fees in the context of the plan and scope of the audit.
- Annually review the committee terms of reference and make recommendations for change, if any, to the Board of Directors.

APPENDIX 6 – SCCF Legacy Fund Assessment Committee Terms of Reference

Purpose

The purpose of the SCCF Legacy Fund Assessment Committee (“the Committee”) is to review applications for funding and make recommendations to the District of Sechelt (“the Shareholder”) for funding of projects that have the potential to offer lasting benefits to the community and report said recommendations to the Sunshine Coast Community Forest Board of Directors (“the SCCF Board”).

Composition

1. The Committee shall be comprised of:
 - a. three members from the SCCF Board; and
 - b. two members appointed by the Shareholder for 4 year terms, or in the absence of appointments by the Shareholder the Committee may appoint up to two members of the community at large.Each Board member shall be appointed for a one year term to expire on the date of SCCF's annual general meeting.
2. Each year, the Committee shall elect a Chair from its members.
3. A quorum shall be three committee members. If a quorum is not present, recommendations must be subsequently ratified when a quorum is present, or by distributing the proposed recommendation by email to the Committee members for their endorsement.
4. A person ceases to be a member of the Committee
 - a. by delivering his or her resignation in writing to the Chair; or
 - b. on being expelled; or
 - c. on having missed three consecutive meetings without appropriate reasons, as determined by the Committee Chair in consultation with the Chair of the Board and the Shareholder.

Duties and Responsibilities

The Committee will undertake the following:

1. Provide recommendations to the Shareholder after careful consideration of applications based on the established criteria.
2. Notify successful and unsuccessful applicants in writing after approval of recommendations by the Shareholder
3. Oversee the granting project follow up and reporting process to ensure legacy fund objectives.

Meetings & Procedures

1. The Committee shall meet at least four times each year and more often at the request of the Committee Chair.
2. Meetings will be conducted pursuant to Roberts Rules of Order.
3. Sunshine Coast Community Forest Ltd.. will provide administrative support to the Committee.
4. The Committee Chair shall:
 - a. prepare the agenda for Committee meetings;

- b. transmit Committee recommendations to the Shareholder and the SCCF Board;
- 5. Annually, the Committee shall review and assess these Terms of Reference and the Committee's performance and report on its assessment and any recommendations for change, to the SCCF Board and to the Shareholder.
- 6. The Committee shall keep brief written records of its meetings.
- 7. As the Committee is an advisory body, it is inappropriate for any members to speak publicly in an official capacity, without the prior consent of the Chair of the Committee.
- 8. Committee members shall be bound by the Codes of Conduct of their respective organizations.

APPENDIX 7 – Community Advisory Panel Terms of Reference

Purpose and Authority

The purpose of the Community Advisory Panel (CAP) is to serve as a standing committee of community members who make educated recommendations to help inform Sunshine Coast Community Forest (SCCF) strategic planning, policy and actions. The CAP's task is to represent community values in their advisory capacity.

The SCCF is committed to working with the CAP, thoughtfully considering and responding to the recommendations that they put forward. The Board or its standing committees will provide the CAP with sufficient relevant information to ensure CAP recommendations are fully informed.

The SCCF will also request that the CAP supply feedback and information on matters regarding the community. This may include CAP feedback on the information provided to CAP by the SCCF on plans and operations. CAP will develop a process for greater community input and engagement.

Composition and Resources

SCCF will appoint one Board liaison to attend all meetings to listen, bring CAP recommendations forward and report back to the SCCF Board of the Whole. The CAP will appoint a Chair who will be supported by a facilitator. The Facilitator(s) will liaise between the CAP Chair and the SCCF Board Liaison. Recommended CAP membership numbers are 6 to 9 individuals. All CAP members must be approved by the SCCF board.

The CAP will be composed of resident stakeholders representing a diversity of expertise and values who agree to support the current SCCF Mission and Vision Statements. The selection criteria for CAP members include:

- 1) **Statutory Qualifications:**
 - (a) Is not an employee of the SCCF
- 2) **Personal Attributes:** Community members will demonstrate the following:
 - (a) Ability and willingness to raise potentially controversial issues in a manner that supports respectful and productive dialogue;
 - (b) Flexibility, responsiveness, and willingness to consider a diversity of views;
 - (c) Ability and willingness to listen to others;
 - (d) Ability and willingness to self-reflect and be personally accountable;
 - (e) Capability for a wide perspective on issues;
 - (f) Capable of working in group settings with a diversity of stakeholders, who may have differing views and areas of core competency; contributing to and maintaining respectful dialogue under these circumstances;
 - (g) Willingness to respect facilitated processes to work with others in group settings;
 - (h) Commitment to evidence-based recommendations and decision making, as well as consideration of other forms of knowledge;
 - (i) First Nations traditional ways of knowing / Indigenous knowledge
 - (j) Well-developed faculty for critical analysis; and
 - (k) Diverse leadership in community or domains of professional and/or cultural expertise
- 3) **Professional and/or Cultural Expertise:** CAP members will have demonstrated skills and experience in areas that support the SCCF mission and vision statements. These include but are not limited to
 - (a) Ecosystem-Based Management (e.g. local/regional land planning)
 - (b) Environmental sustainability (e.g. environmental advocacy)
 - (c) Fiscal/Economic sustainability (e.g. business management)
 - (d) Social advocacy and sustainability

- (e) Indigenous knowledge keepers
 - (f) Local histories
 - (g) Governance
 - (h) Community relations
 - (i) Recreational enhancement
 - (j) Education and/or communications
 - (k) Forestry sector experience
 - (l) Legislative and regulatory expertise/experience
- 4) **Demographic and Geographic Representation:** In order to maintain diversity among CAP members, demographic considerations may also be taken into account to aim for overall group balance.
 - 5) **Term:** Members will be appointed for a 1 Year Term at the first Board Meeting following the Annual General Meeting of the Community Forest each year, and may be reappointed for up to 3 consecutive terms.

Code of Conduct

CAP Members shall, when conducting committee business, preparing written correspondence, interacting with media, SCCF Board, staff or members of the public, act in a manner that accomplishes the following:

- 1) Respects due process, other CAP members, guest lecturers/visitors and facilitators;
- 2) Listens to, respects and gives fair consideration to diverse and opposing viewpoints;
- 3) Demonstrates due diligence in preparing for meetings, or other Committee-related events;
- 4) Demonstrates professionalism, transparency, accountability and timeliness in completing tasks or projects undertaken by the CAP;
- 5) Works in conjunction with the community.
- 6) Do not make public statements on behalf of the CAP or the SCCF. Or, publish information provided by SCCF without prior approval by the SCCF.
- 7) If an individual repeatedly breaches this Code of Conduct and displays behavior counter to the personal attributes (in section II-2) for which they were selected, they may be dismissed. Dismissal requires a majority vote from fellow CAP members and approval of the recommendation of dismissal from the SCCF Board of Directors.

Meetings and Procedures

Meeting commitment will be approximately 1.5 hours per month. Meeting format and agenda will be developed between the CAP Chair and the facilitator, with input from members. CAP members will be expected to commit to approximately 18 hours annually although optional events and invitations may be offered.

Quorum shall be 5 if the panel has 6-7 members, and 6 if the panel has 8-9 members.

CAP recommendations will be made by working to consensus with options to abstain or object. Recommendations will be considered by the SCCF Board, and objections will be noted and relayed. The CAP has the right to information, as does the Board. Exception(s) to this include material under the Freedom of Information and Protection of Privacy Act (FOIPPA).

Accountability

The CAP meeting minutes and Recommendations will be provided to the SCCF Board.

The SCCF Board's acceptance of the CAP's recommendations is non-compulsory. In the event that recommendations are not accepted, one or both of the following will take place:

- 1) The SCCF Board or select Board members and the CAP will meet to discuss the SCCF's rationale for not accepting any given CAP recommendation. These meetings will be mediated if necessary, toward finding compromise or alternative recommendations that the CAP can support and the SCCF Board can accept and implement;
- 2) The Board will have the responsibility to respond in writing as to why recommendations were not accepted.

APPENDIX 8 – Duties of the Chair of the Board

Appointment: The Chair is a director of the Community Forest who is elected by the Directors. Directors to serve as Chair, Vice-Chair and members of each Committee, to be appointed on an annual basis, or as otherwise required, by resolution of the Board.

In fulfilling his/her role, the Chair undertakes the following responsibilities:

1. **Guides the Board in the fulfillment of its mandate.** ensures the focus of the Board's attention is on strategically important issues and there is cohesion of direction and purpose at a policy and strategic level)
2. **Convenes and presides over Board meetings.** (Sets and approves the agendas for meetings and ensures minutes of the meetings are drafted, reviewed, and approved)
3. **Builds consensus and develops teamwork within the Board.**
4. **Ensures the Board has the resources required to fulfill its responsibilities.**
including the provision of timely and relevant background information for Board and Committee meetings and sufficient time is allotted during meetings for effective discussion of agenda items and key issues and concerns.
5. **Oversees the formation of Board Committees and the integration of their activities with the work of the Board** and ensures that, where Board functions have been delegated to Committees, the functions are carried out and results/reports are provided to the Board.
6. **Ensures the Board's Committee structure meets governance and oversight requirements.**
7. **Ensures effective and transparent processes.**
8. **Represents the Board and appears on its behalf at official functions and has prime responsibility for regular interaction with the Shareholder, Managing Forester, and Executive Director**
9. **Ensures there is an up-to-date orientation program for new directors and an ongoing development program for existing directors** aimed at increasing the knowledge of directors about the Sunshine Coast Community Forest

APPENDIX 9 – Executive Director Job Description

Reports to Sunshine Coast Community Forest Board of Directors via the Chair

The incumbent is to work independently and in tandem with the board and Managing Forester to achieve, support and fulfill corporate priorities as described by policies and procedures, as well as the strategic and operational plan.

The Executive Director is the key administrative leader for the SCCF, and responsible for managing the following:

- Overseeing administrative functions of office management
- Ensuring timely, accurate financial reports as required/mandated by the SCCF policy, Managing Forester, Auditor and Board.
- Community, CAP, and other programs as described by the strategic plan of the SCCF
- Ensuring internal and external communications including marketing, and community outreach

General RESPONSIBILITIES

Works with the board and Managing Forester to fulfill the SCCF mission/vision(s).

- Responsible for supporting and guiding the organization's administrative requirements as defined by the Board of Directors.
- Responsible for communicating effectively with the Managing Forester and Board Chair, and providing, in a timely and accurate manner, all information necessary for the Board to function properly and to make informed decisions.
- Duties and responsibilities may vary as SCCF priorities change.

Ensure the administrative success of the organization.

- Responsible for the fiscal integrity of the SCCF, and to provide to the Board, in collaboration with the Managing Forester, the proposed annual budget and quarterly financial statements, which accurately reflect the financial condition of the organization.
- With the Managing Forester, responsible for fiscal management that generally anticipates operating within the approved budget, ensures maximum resource utilization, and maintenance of the organization in a positive financial position.
- Ensure all formal documentation related to financial audits (letter of engagement, audit schedule, representation letter, audit reports and recommendations, etc.) are forward to the audit committee.

Works with the SCCF board, Managing Forester, and various contractors to ensure that the mission/vision is sustained through a variety of communication programs, and community outreach.

- Responsible for implementation of various SCCF programs that carry out the organization's mission.
- Responsible for the enhancement of SCCF's image by being active and visible in the community and by working closely with other professional, civic and private organizations.

Oversees and implements appropriate resources to ensure that the administration of the organization.

- Responsible for the hiring and retention of competent, qualified staff where approved by the board
- Responsible for effective and efficient administrative functions.
- Responsible for signing notes, agreements, and other instruments made and entered into and on behalf of the organization (unless otherwise dictated by the board).

Job Responsibilities

1. Report to and work closely with the Board of Directors and work closely with the Managing Forester.
2. Preparation of the annual budget and quarterly financial reports

3. Supervise, collaborate with organization staff, contractors, and relevant community groups.
4. Serve as the SCCF's primary contact to the media and the public.
5. Communicate using social media, print media, website and in person.
6. Establish and maintain relationships with various organizations and utilize those relationships to strategically enhance the SCCF's Strategic Plan.
7. Oversee internal and external communication including marketing and other communications efforts.
8. Facilitate SCCF Board meetings and provide assistance for committee meetings when requested.
9. Developing and sustaining comprehensive administrative and accounting protocols to govern the day-to-day operations of the SCCF, ensuring effective management and financial integrity.
10. Maintain(s) the policy and procedures manual.
11. Review contracts for services.
12. Other duties as assigned by the Board of Directors.

Professional Qualifications Needed

- A bachelor's degree or equivalent.
- Transparent, high integrity and inclusive leadership.
- Experience and skill in working with a Board of Directors.
- High level strategic thinking and planning. Ability to envision the organization's strategic future to the board, volunteers, and community groups.
- Ability to effectively communicate the organization's mission to volunteers and the overall community.
- Demonstrated ability to oversee and collaborate with contractors, and other personnel.
- Previous success in establishing relationships with individuals and organizations including partner agencies and volunteers.
- Solid organizational abilities, including planning, delegating, program development and task facilitation.
- Strong financial management skills, including budget preparation, analysis, decision making and reporting.
- Strong written and oral communication skills.
- Strong public speaking ability.
- Strong work ethic with a high degree of energy.

APPENDIX 10 – Duties of the Managing Forester

The Managing Forester shall report to the Chair on a day-to-day basis and to the Board of Directors of SCCF at their meetings.

The objective of the Managing Forester is to efficiently, effectively and profitably manage the operations of SCCF with regard to the unique and varied interests of the community surrounding the Community Forest.

The Managing Forester's role includes the following:

Tenure Administration and Strategic Planning

- Maintain in good standing the Community Forest Agreement (K3F) held with the Forest Service
- Update and maintain the forest stewardship plan as required
- Provide 5 year cutting plans, strategic plans and operational plans as required
- follow SCCF policies and procedures.

Operational Planning

- Develop and approve all Cutting and Road Permits as per FSP
- Develop road construction and harvesting (including salvage) plans
- Develop silviculture scheduling for meeting free to grow commitments

General Administration

- Provides Support to SCCF staff and Board on forestry and other matters
- Supervise the maintenance of records and documents germane to the operations of SCCF, including plans, maps, reports, inventories, silvicultural records and financial records
- Attend Board meetings to present and discuss an operations report

Production

- Supervise the awarding of contracts for harvesting, road construction and deactivation and all silviculture phases in accordance with SCCF's tendering policy
- Supervise the performance of all contracts or hourly workers as required
- Ensure all contractors compliance with all WorkSafeBC regulations and maintain safety records and follow SCCF's safety protocols
- Ensure all operators have effective Environmental Management Programs
- Monitor environmental performance
- Supervise all engineering and layout work
- Work with SCCF's log broker to ensure a good price for SCCF's timber and an optimal time for harvesting

Protection

- Prepare/update a Fire Pre-organization Plan that meets the Ministry of Forests, Lands, Natural Resource Operations and Rural Development requirements
- Monitor fire hazards and conduct operations accordingly and monitor all contractors for compliance with fire regulations
- Monitor endemic levels of insects and disease, and develop plans to rectify any significant occurrences
- Develop/update Emergency Spill Plan and ensure compliance thereof
- Ensure compliance with SCCF's Water Quality Policy

Public Relations

- Along with the Board, Chair and Executive Director, the Key Service Provider will play a significant role in public engagement, including liaising with the *shísháhlh* nation, recreation groups, community groups, local and provincial governments as well as attending open houses to present and review harvesting plans and recreational plans

Finance

- Liaise with SCCF's accounting firm and administrator to ensure quarterly and annual reporting is completed accurately
- Work with the administrator to prepare annual budget and annual corporate plan

APPENDIX 11 – Duties of the Administrative Assistant

Reports to: Managing Forester, Executive Director

Function: Supports the efficient day-to-day operation of the office

Key responsibilities:

- a. *Respond to phone, e-mail or social media inquiries with general information, or refer to the appropriate staff to respond*
- b. *Retrieve and prepare mail and courier parcels, maintain order of paper and electronic files, maintain appropriate office supplies, provide administrative support to management, coordinate maintenance of office equipment*

2. Assist with Financial Management

- a. Accounts payable and accounts receivable tasks, including administering petty cash
- b. Assist with financial reports as required
- c. Month end duties as required, including bank reconciliation

3. Provide Board and Committee Support

- a. Provide support for board meetings by assisting in preparing meeting agendas and supporting documents, taking meeting minutes, and keeping track of action items

5. Corporate Records

- a. Maintain corporate record books and ensure records are current
- b. Prepare documentation for Annual Reports and Annual General Meetings
- c. Submit appropriate and necessary filings at the Corporate Registry,
- d. Update corporate resolutions and corporate documentation insertions
- e. Keep Director and Share registers current

6. Corporate Website

- a. Maintain website registry accounts, update website and Board of Directors Shared Drive with current documents, and prepare information updates for all communications channels as necessary

APPENDIX 12 – List of Governance Documents and Policies

This list of policies includes selected governance documents and all SCCF subject policies.

Foundational Statements Plans and Structure

- Foundation Statements
- Strategic Plan
- Corporate Governance Policy

Subject Policies

Environment

- Ecosystem Based Management Policy
- Biodiversity Policy
- Old Growth Forest Management Policy
- Water Management Policy
- Community Watersheds

Social

- Community Engagement
- Complaint
- Recreation
- Hidden Grove

Economic

- Log Marketing
- Tendering

APPENDIX 13 - ORGANIZATIONAL CHART

