

Tumbler Ridge Community Forest Corp.



Company Procedure		Department:	Management	Procedure #: PRO-02	
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		Implementation Date:		September 01, 2012	
Subject:	Procedures for Board Appointed Committees	Last Reviewed/Update Date:		April 14,2012	
Approval:	Original signed by	Author:		Duncan McKellar	

1. Purpose

To establish clear and unambiguous procedures for TRCF Committees. Committees are appointed by the Board to consider, inquire into, report, and make recommendations to the Board on issues determined by the Board to be best dealt with by a Committee.

2. Scope

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

3. Prerequisites

It is the responsibility of all TRCF Committee members to act in good faith and follow the intent of this procedure.

Every Committee must consist of a minimum of two Board members and function as a recommending body only on matters assigned by the Board.

4. Conduct

All Committee members shall:

- a) act honestly and in good faith with the primary consideration to 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 the power and authority of the Committee only exists when it acts as a whole. As individuals, Committee members exercise no power or authority in the TRCF, and cannot act or speak for the Committee unless specifically delegated to do so by a majority of Committee members;

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- g) recognize that the only decisions or positions of a Committee are those made by the Committee through the accepted Committee decision-making process set out in the Articles of Incorporation;
- h) acknowledge that, if the Committee elects a Chair, the Chair’s primary role and function is to chair meetings of the Committee;
- i) 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;
- j) be obligated to act in the best interests of the TRCF. This may require a Committee member to set aside other interests and responsibilities so as to be able to meet this obligation.

5. Procedures/Responsibilities

- a) Committee members must adhere to the spirit and intent of the following policies as they apply to the Board of Directors:
 - I. **Board of Directors Conflict of Interest and Confidentiality**
 - II. **Board of Directors Code of Conduct**
- b) Minutes of all Committee meetings must be recorded as follows:
 - i. legibly recorded;
 - ii. signed by the chair of the meeting or by the chair of the next succeeding meeting;
 - iii. open for public inspection at the District office during regular office hours except minutes from closed or in camera meetings pursuant to the *Freedom of Information and Protection of Privacy Act* or as resolved by the Board.

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6. References

McBride Community Forest Corporation 2010. *Board of Directors Meetings Procedure Policy 2010-03.*

7. Definitions

TRCF means Tumbler Ridge Community Forest Corp.

Board means the Board of Directors for the TRCF.