

# Wells Gray Community Forest Corporation Policy

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**Policy Title: Management and Operation**

**Policy Number: 2012-2**

**Date Approved: April 5 2012: Revised Feb 2013**

**PURPOSE:** To establish a policy governing Management and Operations

**POLICY:**

WHEREAS efficient, consistent management and operation of the WGCFC requires that company directors, Board executive and General Manager (hereafter referred to as the “Manager”, under contract to the WGCFC) understand their respective roles and responsibilities and work together as a team;

AND WHEREAS the best way to ensure that both Board members and Manager understand their role is to establish a policy clearly outlining the same;

THEREFORE be it resolved that the following be established as the Management and Operations Policy of Wells Gray Community Forest Corporation (hereafter referred to as “WGCFC”).

## **SECTION 1 – STATEMENT OF AUTHORITY**

### **1.1 The Board of Directors:**

1. is accountable to the WGCFC 2010 Society (hereafter referred to as the “Society”).
2. is responsible for directing the affairs of the Corporation in the best interests of the Corporation.
3. is responsible to direct the affairs of the Corporation in a manner that is consistent with the organizational mission, vision, purpose, values and organizational code of conduct.
4. is responsible to set and monitor the Corporation’s overall business objectives, direction, and policies including the need to:
  - provide for the needs of the Corporation
  - safeguard the assets of the Corporation
  - meet regulatory requirements.

5. will delegate to the Manager duties of management and administration of the Corporation as specified in the Contact Services Policy: General Manager Policy # 2012-6.

## **SECTION 2 – ROLES AND RESPONSIBILITIES OF BOARD DIRECTORS**

### **2.1 GUIDANCE AND DIRECTION**

1. Establish and implement practices that enable the Board to maintain general oversight of the management, administration and operations of the Corporation.
2. Appoint an Operations Team (OT) with the qualifications to give counsel to the Manager and Board on forestry and operational matters.
3. Contract with an RPF with the forestry and operations qualifications to be a resource for, and give counsel to, the GM, the Board and the OT on forestry and operational matters. Should the GM be an RPF the contract of an RPF may not be necessary.
4. Authorize the GM to engage, from time to time, the services of other technicians or professionals to obtain advice necessary to conduct CF business.
5. Identify and address issues that are likely to have a material impact on the Corporation, the Society and the community.
6. Develop and approve, in concert with the Manager, annual business plans, long term strategic plans and goals and priorities for the Corporation.
7. Practice risk management when reviewing work plans and when making major decisions.
8. Review and approve recommendations from committees.
9. Establish policies governing board operations:
  - that facilitate the achievement of Corporate goals,
  - that provide the Manager with adequate direction for day to day operations.

### **2.2 ORGANIZATIONAL CONDUCT**

1. Identify conditions and constraints for how the work of the Corporation will be carried out and establish governance policies to address them.
2. Ensure the various Board policies governing the conduct of board members is followed by everyone in the Corporation.

### **2.3 MANAGEMENT**

1. Recruit, hire, define the duties and responsibilities, monitor, compensate, evaluate and terminate the contract employment of the Manager.

2. Enter into a Consulting Services Agreement with the General Manager following the Contract Services Policy: General Manager.
3. Approve a clear procedure for the Manager to evaluate, recommend to the Board and upon approval, hire contractor/consultants to meet the requirements of contracts and projects.
4. Assess the performance of the Manager regarding achievement of results against the annual plan, compliance with policies, regulations, laws and other expectations established by the Board at defined times.

## **2.4 FINANCIAL HEALTH**

1. Ensure budgets comply with Corporation policies, meet operational requirements, strategic goal priorities and long term financial obligations.
2. Ensure the integrity of the financial statements and implement suitable internal controls and financial information systems.
3. Meet annually to review and approve the annual plan and budget.
4. Approve disbursements, contracts and documents pertaining to the Corporation's Forest License, as per existing Corporation policy, job descriptions and guidelines.
5. Ensure compliance with the Corporation's Financial Policy #2012-8.

## **2.5 ORGANIZATIONAL INTERESTS**

1. Direct the process within the Corporation including the appointment of Directors and Director succession.
2. Participate in the recruitment of new Board members as required.
3. Maintain continuity on the Board to ensure continuing, efficient operation.
4. Define the qualifications of the Director required to fill a vacant position.
5. Adhere to all identified Board rules (see Section 9).
6. Document and report on the Corporation's performance to the community.
7. The Board will review its performance and achievements annually.

## **2.6 COMMUNITY AND STAKEHOLDER RELATIONS**

1. Enable effective communication with the broader community and other stakeholders on a regular and transparent basis.
2. Respond to or delegate responses, as appropriate, to inquiries, requests or demands from the broader community, regulatory agencies, shareholders and stakeholders.
3. Work in concert with the Community Forest Advisory Committee (hereafter referred to as CFAC) to receive input and counsel from the committee and

the general public. Work with CFAC to develop and implement an annual work plan to address key joint initiatives.

## **2.7 MEDIA RELATIONS**

The Board designates the President to be the media spokesperson for the corporation including all committees and CFAC. The President may delegate this to others.

### **SECTION 3 – LIMITATIONS**

#### **3.1 THE BOARD MEMBER SHALL NOT:**

1. Engage in illegal activities.
2. Make public statements or take part in public demonstrations which may tend to reflect negatively on the organization. In the case of potentially adverse activities, these shall be discussed first with the Board.
3. Use information that puts them in conflict with the Board's policies on "Conflict of Interest and Disclosure Policy #2012-4" and Code of Conduct Policy #2012-3".
4. Divulge the contents of work regarding sensitive and/or confidential issues performed for the organization under any circumstances without the prior approval of the Board.
5. Receive payment for duties conducted in their role as a Director.  
However out of pocket expenses will be paid as per the organizational policy specified in Financial Policy #2012-8.

### **SECTION 4 – DIRECTOR TERM OF OFFICE**

1. A director will serve a term of 3 (three) consecutive years.
2. Terms will commence on November 1 of the year of appointment.
3. A director, may, with consensus approval of the Board and Society, continue as director for a second 3 year term.
4. A director must indicate at least 3 months prior to the completion of their first term, their intent to step down or seek a second term.
5. A director may not serve more than 2 consecutive terms.
6. Under extenuating circumstances the Board and Society may approve a Board member to serve more than 2 consecutive terms.
7. Should a director resign or vacate their position before their term is complete, the Director Selection Policy will be followed to select a new director. The new director will assume the position to Oct 31 of that year and then start the 3 year term November 1.

## **SECTION 5 – ROLE OF THE GENERAL MANAGER**

The General Manager's responsibilities are documented in the Contract Services Policy: General Manager # 2012-6.

## **SECTION 6 – GENERAL OPERATIONS POLICIES**

1. All corporate policies, directives, proposals, and other actions of the Board, as outlined in Section 1, must be approved at a regular, special, or in-camera meeting of the board.
2. All effort will be made to conduct business and make decisions at regular board meetings.
3. The Board and Manager will follow the Contract Management Policy 2012-2 when preparing, approving and awarding contracts.
4. The Board of directors shall annually hold planning session(s) starting no later than September 1 and be completed by end of the first week in October to allow the Board to approve the annual plan and budget for the coming year at its regularly scheduled October meeting. While not limiting the Corporations' operations, the resulting annual plan and budget shall act as the blueprint for both the Manager and Board.

## **SECTION 7 – RESPONSIBILITIES OF EXECUTIVE POSITIONS OF THE BOARD**

### **7.1 PRESIDENT**

1. Ensures that the Board follows the rules transparently and fairly as per its Constitution and Policies.
2. Chairs meetings of the Board and public meetings.
3. Determines that there is a quorum at Board meetings.
4. Ensures that the Board meets on a regular basis according to its constitution and policies.
5. Establishes a calendar for holding meetings of and arranges the agendas for the meetings in consultation with the General Manager and the Board.

6. Ensures for all Board and public meetings the agenda and relevant documents are ready for presentation and distributed to Directors a minimum of 4 days prior.
7. 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 Committees.
8. Ensures that the Board receives adequate and regular updates from Manager as specified in his job description.
9. Represents the Organization with external organizations or government (DOC, TNRD, MLA) to promote specific Corporation objectives.
10. Is the spokesperson for the Corporation.
11. Orients the new President.
12. Acts as a signing officer for the Corporation.
13. The President is the sole public spokesman for the Corporation. It is likely he/she will request the Manager to speak on behalf of the Corporation on operational matters.

## **7.2 VICE PRESIDENT**

1. Acts in the absence of the President.
2. Learns the duties of the President and keeps informed on key issues.
3. Works closely as consultant and advisor to the President.
4. Chairs the OT.
5. Acts as a signing officer for the Corporation.
6. Orients the new Vice-President.

## **7.3 SECRETARY**

1. Keeps copies of the Corporation's bylaws and updated Board policies.
2. Provides updates to directors' policy manuals.
3. Maintains and updates the register of Board members.
4. Ensures documentation of attendance at meetings, minutes of meetings,

- including recording all motions and decisions at meetings.
5. Keeps an accurate record of completed and uncompleted action items.
  6. Distributes copies of minutes to Board Members promptly after meetings.
  7. Conducts Board correspondence and keeps records of same.
  8. Files with the lawyer amendments to the bylaws and other incorporating documents with the Corporate Registry, or other authority.
  9. Looks after the common seal of the Corporation.
  10. In the absence of the Chairperson and Vice-Chairperson, chairs Board meetings until the election of an alternate Chairperson.
  14. Orients the new Secretary.
  15. Keeps each Board member's Disclosure Statement on file.
  16. Keeps all files in the Corporation's office.

#### **7.4 TREASURER**

1. Responsible for the financial records, including books of account, necessary to comply with the law and gives financial statements to the directors and others when required.
2. Chairs the Finance Committee (if applicable).
3. Orients the new Treasurer.
4. Acts as a signing officer.
5. Brings the financial statements to the Board meetings.
6. Participates in preparing and finalizing the annual plan/budget.

#### **SECTION 8- EXECUTIVE SELECTION AND TERM OF OFFICE**

1. The directors of the WGCFC will hold elections every 3 years to choose the executive officers (President, Vice President, Secretary, Treasurer) from among the board members.
2. The term of office will be 3 years.
3. Should an Executive Officer of the Corporation resign or vacate their position before their term is complete, the Board will elect the replacement for the remaining term of office.

## **SECTION 9 – BOARD RULES**

1. Each Director is obligated to act in the best interests of the Corporation.
2. 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.
3. Each Director must attend a minimum of 9 of 12 regular Board meetings in the year. Failure to meet these criteria will initiate a board review with possible dismissal from the Board.
4. Each Director is expected to participate on committees.
5. One Director speaks at a time. Directors are expected to listen to and respect the thoughts of other Board members.
6. Board discussion is intended to identify all major facts relating to an issue, and to work towards reaching consensus.
7. The Manager provides reports and supporting information to the Board outlining technical information pertinent to the decision making process.
8. All Directors are required to support all Board decisions, regardless of how they or others voted on any particular resolution.
9. Directors may have their negative vote on a motion recorded in the minutes. The reasoning for this may be recorded at a director's request.
10. Directors may have their statement(s) which are made during general discussion at Board meetings recorded upon request.
11. All Directors will be 100% supportive of the Manager outside the boardroom.
12. Any Board discussions, votes and documents deemed confidential shall not be released to third parties, including the shareholder, unless such release is specifically approved by Board resolution.
13. Directors who determine they cannot abide by the rules, policies and decisions of the Board should resign.

## **SECTION 10 QUALITIES AND SKILLS OF THE IDEAL BOARD MEMBER**

### **10.1 Representation**

1. Must not represent any interest group.
2. Always acts in the best interest of the broader community.
3. Is a respected community minded person.
4. Is responsive to community needs.
5. Must work towards Corporate goals rather than personal interests.
6. Is transparent in decision-making and accountable for decisions.
7. Is a team player with interests or skills that complement the Board.

### **10.2 Qualities**

1. Honesty, integrity and patience.
2. Respectful of diverse opinions.
3. Sensitive in cross-cultural situations.
4. Motivated volunteer (will attend meetings and share the workload).
5. Reliable and dedicated to Board business.

### **10.3 Skills**

1. Able to work cooperatively with diverse interests.
2. Able to listen, learn, think creatively, assimilate and apply new information.
3. Demonstrated ability to be fair and trustworthy.
4. Ability to take risks.
5. Leadership skills - facilitation, meeting management.
6. Ability to adapt to new situations / scenarios.
7. Ability to think strategically to position the Corporation for long term success.

## **11.0 QUALIFICATIONS OF BOARD MEMBERS**

For the Board to function effectively and efficiently the following skills /experience should be represented on the Board.

### **11.1 Forestry Development**

Experience in:

1. Conducting all operations in accord with provincial regulations and sound forestry/operations business practices.
2. Establishing policies, procedures and tools to guide activities.
3. Setting and achieving CP Standing Timber Inventory (STI) and Roded and Developed goals.
4. Accountability for annual plans (revenues and expenditures).
5. Layout, silvicultural, site preparation operations.
6. Public and resource interest involvement.
7. Monitoring cut control.

### **11.2 Forest Operations**

Experience in supervising or conducting operations including road and bridge building, road maintenance, logging, hauling, log purchasing, scaling, a working knowledge of stratus and contract administration.

### **11.3 Business Experience and Financial Responsibility**

Experience in managing a successful business or participating in the management of a successful business.

### **11.4 Other Resource Values**

Experience or background in other resource values (e.g. NTFP, recreation, water).

### **11.5 Administration**

Experience or background with proven administrative abilities.

### **11.6 Simpcw**

An appointed representative by the Simpcw First Nations Council.