

Board of Directors Governance Manual



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Chinook jargon gave travellers and traders from very diverse cultures with completely different languages the ability to communicate with each other thereby promoting the exchange of goods, services, and ideas over vast areas of country.

A common belief was that Indigenous Peoples were living in isolated communities, limited by topography. This isolation was thought to prohibit them from moving large numbers of goods, services, or ideas. In fact, prior to contact by European explorers, Indigenous Peoples had extensive trade networks in place allowing for the movement of people and goods over hundreds of miles at a time.

The language really exploded, but in an altered state, with the arrival of Europeans and their need to trade and need for First Nations and Native Americans to have words to identify unfamiliar objects. The original Chinook jargon had sounds that were difficult for Europeans to pronounce so early settlers and traders adapted the more commonly used words into ones they could pronounce. Thus, a simplified version of the language was created. By the end of the 1900s, this simplified version of the jargon was extensively used throughout the Pacific Northwest.



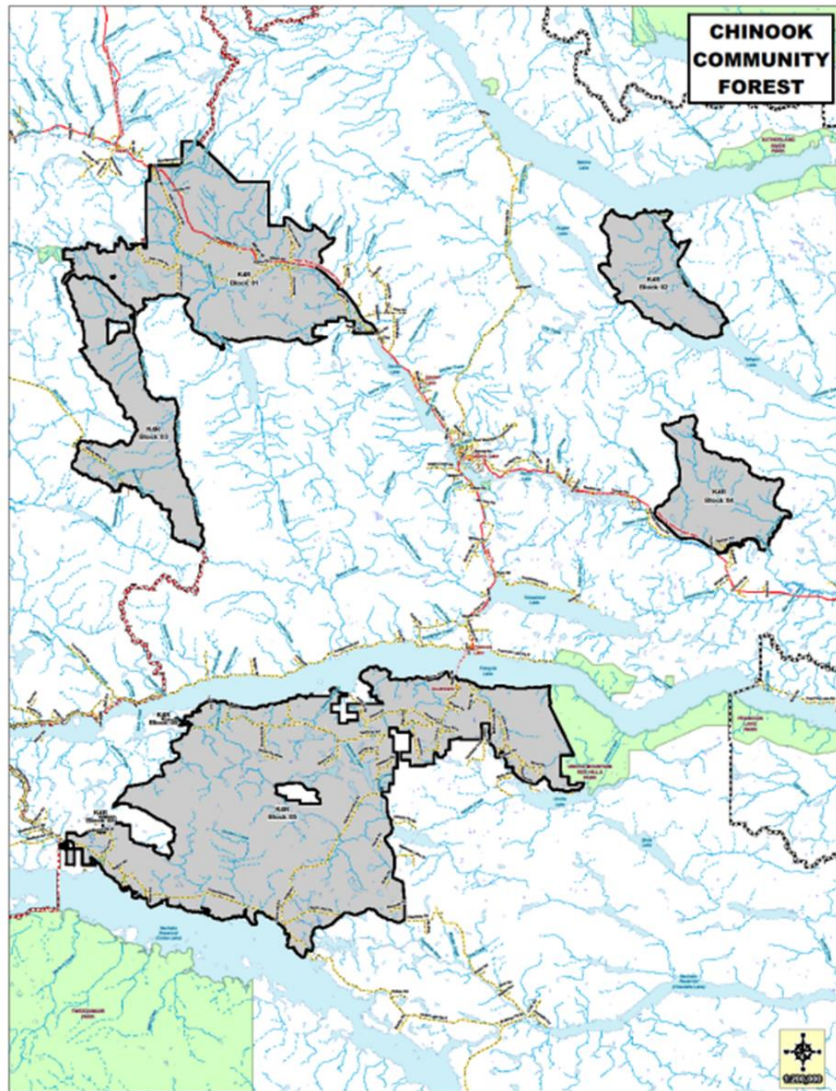
A Brief History of the CCF Inception to Operations

In January 2012, a mill explosion and fire occurred at Babine Forest Products Ltd. (BFP) that destroyed the sawmill and resulted in the loss of Burns Lake's major employer. Hampton Lumber, 89.5 % shareholder of BFP, contemplated on rebuilding the sawmill. Chief Albert Gerow of the Burns Lake Band and President of Burns Lake Native Development Corporation (BLNDC), which is a 10.5 % shareholder of BFP, made a trip to Hampton's main office in Portland, Oregon and spoke to the Hampton board of directors to try to convince them to rebuild. This discussion was one of the key factors that encouraged Hampton Lumber to rebuild BFP.

Hampton started talks with the province to secure fibre for the rebuild. BFP holds a forest licence of roughly 449,000 m³; however, Hampton was concerned about timber supply security after the next timber supply review process. During these negotiations, Hampton proposed to the province to offer the six First Nations a new timber licence and Hampton would sign a business to business agreement with BLNDC. On September 11, 2012, the BC government offered to the Nee Tahi Buhn Band, Skin Tyee Band, Cheslatta Carrier Nation, Burns Lake Band, Wet'suwet'en First Nation, Lake Babine Nation, Village of Burns Lake (Village), and the Regional District of Bulkley Nechako (RDBN) a community forest with an initial allowable annual cut (AAC) of 150,000 m³.

Part way through 2013, the eight shareholders started meeting to establish how this new venture would work and look. Many meetings were held. In the fall of 2014, the Board settled on the Chinook Comfor Limited Partnership agreement (CCF). The six nations own an 85 % split equally amongst themselves with the Village of Burns Lake having a 5.97 % share and the RDBN an 8.96% share.

In addition to the Board of Directors, a working group was formed to work on the necessary plans and processes to get CCF established. They were tasked to write a management plan, forest stewardship plan, and a log supply agreement with BFP, as well as incorporating the company. The working group reported back to the Board on their activities. Throughout this process, there were multiple meetings with the Ministry of Forests, Lands and Natural Resource Operations identifying area with in the Lakes Timber Supply. By the late summer of 2015, four areas were identified that equal 105,000 hectares—making CCF the largest community forest in the province at the time.



On February 12, 2016, the six First Nations, Village, and RDBN signed the Community Forest Agreement K4R with the Province of B.C. The signing ceremony was held at the Burns Lake & District Chamber of Commerce and on March 31, 2016, CCF was incorporated.

The shareholders appointed directors to form the CCF Board of Directors in April of 2016. The CCF Board of Directors managed all operations for the 2016/2017 logging season. In the summer of 2017, they advertised for the general manager position and hired a full-time general manger in November 2017.

Prior to the new Board of CCF, the working group with all their hard work had everything in place for the CCF to go from being newly incorporated to being operational in eight months. Throughout the whole process BFP supported the working groups with both professional and financial support to get the CCF established as a working community forest.



Mission Statement

Chinook Comfor Ltd is committed to managing our renewable resource by collaborating to build community capacity. We will achieve this by creating self reliance through long term environmental sustainability for economic and social growth.

Vision Statement

Chinook Comfor Ltd. will be a leader in forest practice management, social values and economic development.

Value Statement

With our shareholders and our community forest, we live these values:

- 1) We accept responsibility for our actions. We make and support business decisions through experience and good judgement.
- 2) We recognize the importance of diversity. We are committed to making sure that everyone we interact with is treated fairly, with respect and dignity.
- 3) We will build open and honest relationships with communication.
- 4) We will pursue growth and learning.
- 5) We will deliver our best in all we do.
- 6) We will respect all individuals and value their contributions.
- 7) We will base all our decision making on what is best for our community.

Chinook Comfor Limited Partnership
Chinook Comfor Limited
Corporate Governance Policy
2018-01

Date Updated/Approved:

February 7, 2022

Corporate Governance Philosophy

Chinook Community Forest (the "Corporation") shall be managed and directed in a manner that reflects the principles of integrity, open communication within the organization, teamwork, transparency, continuous pursuit for corporate excellence and adherence to the Corporation's Code of Conduct.

Policy Objectives

- a) To define the role and functions of the Board of Directors and to provide a framework for the overall governance, guidance and direction of the Corporation.
- b) To provide a basis for a strong governance framework.

General Responsibilities of the Board

The Board of Directors is accountable to the shareholders of the Corporation and responsible for directing the affairs of the Corporation in the best interests of the Corporation. In particular, the Board is responsible for:

- a) Setting and monitoring the Corporation's overall business objectives, articles and policies that provide for the needs of the Corporation, safeguarding the assets of the Corporation and meeting 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 Corporation.

- e) Responding or causing responses, as appropriate, to inquiries, requests or demands from regulatory agencies, the shareholders or other stakeholders.
- f) Ensuring effective communication with the shareholders and other stakeholders.
- g) The Board will do an annual anonymous evaluation of the effectiveness of the Board and Chair two meetings prior to each Annual General Meeting (AGM). This evaluation will be compiled by the Secretary and shared with the Board at the meeting prior to the AGM.

Committees of the Board

- a) The Board of Directors may establish, by resolution, committees as appropriate, to deal with items delegated to such committees. Every Director must sit on at least one committee and no more than three committees.
- b) For each committee so established a Term of Reference will be developed. See Appendices 2 to 7.
- c) Membership of committees shall consist of no fewer than three Directors. Committees will elect their own Chair from within their members.
- d) Committees will meet as appropriate, at the call of the Chair. A report of the committee meeting's deliberations, decisions, and/or actions will be provided to the Board of Directors at its monthly Board Meeting. Committees will then submit committee meeting minutes that include the date, location, and attendance to the General Manager for filing.

General Policy Guidelines

Laws, Regulations, and Standards

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

Board Policy Development and Review

Board policies will be developed, reviewed, amended and enhanced based on experience and changing priorities. In general, such policies will be reviewed on an annual basis.

Risk Measurement, Reporting and Variance Correction

- a) Exposure to all areas of business risk will be properly measured and assessed in terms of the Corporation'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 Corporate Plan, the Corporation 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 Corporation 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 Corporation shall establish effective stakeholder communication channels with all relevant parties, including the Corporation, shareholders, contractors, employees, volunteers, contractors, regulatory authorities, creditors, other companies and Burns Lake and District communities at large.
- b) The President of the Board will be the designated spokesperson for the Corporation. In the absence of the President or his inability to act for any reason, the Vice-President shall be the designated spokesperson.
- c) No other Director, employee, or contractor other than the designated spokesperson shall speak on behalf of the corporation unless requested by the Chair. In all cases, employees, contractors and Directors should distribute authorized releases from the Corporation and should refer all questions to the designated spokesperson.
- d) The spokesperson shall liaise with the shareholders.

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 Corporation, with the prior written approval of the Board.

Code of Conduct

- a) The Corporation will develop, implement and enforce a Code of Conduct to describe the manner in which the Corporation, its Directors, Officers, employees, contractors 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 Corporation's Code of Conduct for Directors and Officers, employees, contractors, and volunteers).
- b) The Code of Conduct will be communicated within the organization annually. Every Director, Officer, employee, contractor and volunteer, part-time or full-time, will be provided with a copy of their respective Code of Conduct. They will be required to report in writing annually that they have read it, have understood it and agree to abide by it.

Board Rules

- 1. Each Director is obligated to act in the best interest of the Chinook Community Forest. This may require a director to set aside other interests and responsibilities to be able to meet this obligation.
- 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 is expected to attend all Board meetings. Absence from consecutive meetings without due cause will launch a formal membership review by the Board.
- 4. One director speaks at a time. Directors are expected to listen to and respect the thoughts of other Board members.
- 5. 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.

6. All Directors are required to support Board decisions, regardless of how they or others voted on any particular resolution.
7. The President is the sole public spokesman for the Chinook Community Forest. It is likely he/she will request the General Manager to speak on behalf of the Chinook Community Forest on some matters.
8. All board discussions and documents are strictly confidential and shall not be released to third parties unless such release is specifically approved by the Board.
9. Directors who cannot abide by the principles, code of conduct, core values, policies and Board decisions 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.

Three-Year Strategic Plan

The Board of Directors, along with the General Manager, will prepare a three-year strategic plan that incorporates the Forest Management Plan, Mission & Vision Statement, and Values Statement. This plan will be reviewed so that there is always a current plan in place.

Annual Corporate Plan

- a) Management will prepare an annual Corporate Plan covering all operations of the Corporation for the forthcoming year. The annual Corporate Plan shall detail priorities and objectives (key performance goals), business strategies for each area of operation and an operational budget.
- b) The annual budget will be presented prior to the AGM to each shareholder by management and the President of the corporation. This will occur one month after CCF Board approval.
- c) The Corporate Plan will be submitted, in draft, to the Board of Directors, for review and approval, no later than the last Board of Directors meeting each fiscal year.
- d) The Board shall monitor actual business performance relative to the Corporate Plan, including the budget, on a regular basis. When a material unfavorable variance from the Corporate Plan arises in any risk management area it is incumbent on management 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 management.
- e) During the course of the year material changes to the Corporate Plan will require specific Board approval as will any significant management actions or material expenditures not contemplated in the original plan.

Reporting

- a) The President will meet with the General Manager as often as required to receive reporting updates about operations relative to the Plan.
- b) The General Manager 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 by the General Manager, one week prior to the Board meeting for review by the Directors.
- d) Each shareholder representative on the Board, will report to the Shareholder at such times as requested by the Shareholder.
- e) The Company's annual information meeting is open to the public and will be held within six months of the March 31 fiscal year-end. The public record of meeting will be sent to all Shareholders.

Responsibility

The Board, assisted and supported by management, shall be responsible for implementation of and ongoing adherence to this Policy.

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 shall be reviewed annually for ongoing appropriateness by the Board (or by a delegated committee of the Board).

DECLARATION

I, _____ acknowledge that I have carefully read and understood the Chinook Comfor Ltd Code of Conduct.

I agree to abide by the terms of the Code of Conduct and to discharge my duties honestly and in good faith and in the best interests of the Corporation.

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 Corporation 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 Burns Lake, in the Province of British Columbia, this ____ day of _____, 20 ____.

In the presence of:

Signature of Witness

Name of Witness (Printed)

Signature of Director, Contractor,
Employee, Volunteer

Name of Director, Contractor, Employee,
Volunteer (Printed)

Chinook Community Forest Personal Interest Disclosure Statement

Purpose

The purpose of this Personal Interest Disclosure Statement is to allow the Chinook Community Forest Board of Directors to declare personal interests, organizations, and affiliations in order to manage for actual, potential, or perceived conflict of interest. This form is an important component of the Chinook Community Forest Conflict of Interest Policy.

Process

Members of the Chinook Community Forest Board of Directors must complete the Disclosure Statement by listing employer, contracts, organizations, memberships, and other affiliations that may present an actual, potential, or perceived conflict of interest. Please also list organizations that do not fall within these categories.

The Chinook Community Forest keeps completed Disclosure Statements on file. Statements shall be updated annually following Board of Director elections.

Employment

State employer (and/or major contracts) and briefly describe the nature of your work:

- Organizations and memberships
- State all clubs, societies, organizations, and other memberships relevant to the Chinook Community Forest

Other Interests

List any additional information that is potentially of interest to the purpose of Conflict-of-Interest Policy.

I acknowledge that the information contained in this form is complete and accurate.

The Board member will sign two copies of this agreement. One copy will be kept by the Chinook Community Forest and the other by the member.

Print Board Member Name _____

Board Member Signature and Date_____

CONFIDENTIALITY AGREEMENT

I, _____ of British Columbia, in consideration of Chinook Comfor Limited ("**CHINOOK**") agreeing to *employ me as a consultant or engage me as a contractor* (the "**Engagement**") and for other good and valuable consideration (the receipt and sufficiency of which are hereby acknowledged), agree as follows:

1. I understand that during my duties with CHINOOK I will gain knowledge of, or have access to, information relating to the business and affairs of CHINOOK, its clients and third parties who may from time-to-time have dealings with CHINOOK and its clients (such information herein collectively, "**Information**"). The Information, regardless of the form in which it is recorded, transmitted, observed or expressed, or to which it may be converted or transcribed, shall include, without limitation, written and electronically stored or accessible information and data, and includes the name and identity of all such clients and third parties.
2. I acknowledge that all Information is strictly confidential, and I agree that I shall not reveal to any person or entity, or use any information at any time, except as expressly directed by CHINOOK, or as may be required by law.
3. I acknowledge and agree that my obligation of confidentiality under paragraph 2 is of indefinite duration and that I will never disclose any Information to any person or entity, except as expressly directed by CHINOOK, or as may be required by law.
4. I undertake and agree that no Information will be distributed, altered, copied, interfered with or destroyed, except in accordance with the instructions of CHINOOK.
5. I agree to use extreme caution with, and take all steps to safeguard, the confidentiality of any part of the Information that may come into my possession at any time or in any place, and when using any type of electronic device or when performing my duties outside the office of CHINOOK.
6. For greater certainty and without in any way limiting the generality of the foregoing, I understand, acknowledge and agree that the following conduct would amount to a breach of my obligations under this agreement:
 - i. discussing an ongoing CHINOOK project, or any details thereof, with any person or entity other than a member of CHINOOK or a third party where I have not been expressly authorized by CHINOOK to do so;
 - ii. failing to keep CHINOOK documents safe and secure at all times; and
 - iii. disclosing, divulging, revealing or using information obtained from CHINOOK for my personal benefit or for the benefit of any other person or entity; expressly including any other Company that may compete with Chinook.

7. I understand and agree that compliance with this agreement is a condition of my Engagement with CHINOOK and that failure to comply strictly with each term of this agreement may result in the termination without notice of my Engagement with CHINOOK.
8. I agree that if I am compelled by law to disclose Information as contemplated in paragraphs 2 and 3 above, I shall co-operate with CHINOOK in order to prevent or minimize such disclosure, and I acknowledge that CHINOOK waives compliance with this agreement to the extent that such disclosure cannot be prevented or minimized. I further agree that I will only disclose that portion of the Information that I am compelled to disclose and that I will exercise all reasonable efforts to seek reliable assurances that such portion of the Information will be accorded confidential treatment.
9. This Agreement shall be governed by and construed in accordance with the laws of British Columbia and the laws of Canada applicable therein.
10. The covenants in this agreement are separate and severable, and unenforceability of any specific covenant shall not affect the provisions of any other covenant. Moreover, if any court determines that the restrictions as set forth herein are unreasonable, then it is fully the intention of the parties that such restrictions be enforced which the court deems reasonable, and the agreement shall thereby be reformed.
11. I have been advised that I have the right to seek independent legal advice prior to signing this agreement.

SIGNED at Burns Lake, British Columbia, this _____ day of _____, 201__.

Name

Signature

Witness Name

Signature

Chinook President Signature

CHINOOK COMMUNITY FOREST

POLICY 2018-02 Communication Policy

Policy Title: Communication

Policy Number: 2018-02

Date Approved: April 12, 2022

Date Revised: March 4, 2022

Policy Purpose: To ensure clear and ordered communication within the organization and the community about the activities and processes of the community forest.

- The Corporation shall establish effective stakeholder communication channels with all relevant parties, including the Corporation, shareholder, contractors, volunteers, regulatory authorities, creditors, other companies.
- The President of the Board will be the designated spokesperson for the Corporation. In the absence of the President or his inability to act for any reason, the Vice-President shall be the designated spokesperson. In certain matters (ie. Operations), the President may defer to the General Manager.
- No other director other than the designated spokesperson shall speak on behalf of the corporation. In all cases, Contractors and Directors should distribute authorized releases from the Corporation and should refer all questions to the designated spokesperson.
- The spokesperson shall liaise with the shareholder with courtesy, tact and respect.
- Differences of opinion should be handled privately and discreetly. Communication should be directly with the person or persons involved to resolve differences.
- Contractors and Directors of the organization should strive to maintain a civil work atmosphere at all times and refrain from using vulgarities, inappropriate and disparaging remarks.
-

Policy Statement: All Internal and External Communications should:

- Be accessible to all in line with the Chinook Comfor's Governance Manual, Bylaws, Agreements and Articles
- Be open and honest;
- Be relevant, accurate, sensitive and timely;
- Enable meaningful engagement with stakeholders;
- Ensure that the Organization listens to stakeholders, acts on information received when appropriate and provides feedback;

External Communication

The Chinook Comfor recognizes the importance of engaging with key stakeholders about key developments in a timely manner. The Chinook Comfor will achieve this by:

- The development of this Communication Policy
- Ensuring there is awareness amongst stakeholders of relevant information regarding the Chinook Comfor's business and services.
- Promoting a positive corporate identity.
- Maintaining and monitoring methods of external communication such as: Social Media relations, Chinook Comfor's website, All Publications, Events, Public Liaison / Lobbying, Presentations, Direct and indirect personal contacts
- Taking reasonable steps to ensure that communication is accessible to all by ensuring that information is made available to all Unit holders

Internal Communication with Contract Staff and the Board of Directors;

The purpose of these guidelines is to clarify the organization's expectations of communication between Board members and contract staff based on their different but complementary roles and responsibilities.

Board members

The Board is responsible for approving the organization's vision, mission and strategic direction, its budget and its major financial affairs, and its policies on governance, management and program implementation. In practice, the Board concerns itself primarily with the strategic direction of the organization, and delegates operational (day to day management) issues to its General Manager.

In general, most communication between Board members occurs in Board meetings when the Board operates as a collective for decision-making purposes. Membership of Board committees and task groups is decided by the Board and, therefore, communication between Board members would be expected as part of this role.

Board members are encouraged to develop a culture of shared responsibility for the organization and to actively promote Chinook Comfor's vision and profile.

Board members should contact the President of the Board if they wish to:

- bring issues before the Board
- request training or support to improve their performance as a Board member
- raise a matter of concern regarding a Board member or matters before the Board

The President of the Board may seek to meet with individual Board members in regard to Board matters, Board member appraisal, or matters relating to conduct.

Executive Board members meet as a collective for preparation of matters coming before the Board. They are not a decision making body on Board matters, unless the Board gives them the authority to do so as per the Governance Policy Appendix 4, but may prioritize agenda items and carry out any tasks delegated by the Board in those roles.

General Manager

The General Manager (GM) is responsible for the operational management of the organization. While the GM may delegate tasks to the Executive Assistant (EA), the GM remains accountable for that position's performance. The EA is not directly accountable to the Board.

The GM is the link between the Board and EA and is responsible for the implementation of Board policies and the flow of information to the Board to review and monitor results. Liaison between Board members and the organization's EA should, except in exceptional circumstances, go through the GM.

The Executive Committees may seek to meet regularly with the General Manager or be available upon request for support, supervision and annual appraisal.

Email-Voting: *if Vote is originated via Email– All Responses will be by Email only*

- All Email-votes will originate with the board of directors and/or General Manager-
- The subject line will include the word "E-Vote".
- To begin discussion on a motion, there should be a mover and seconder first, and then discussion can follow. The motion should be worded as a motion. Information related to the motion may be distributed with the motion via group email.
- All Board members of the Chinook Comfor are assumed to have received the group email containing the E-Vote, sent to their email address.
- A quorum of Board members must cast a ballot within the time frame for the vote to be valid, otherwise the motion is defeated. Each person should respond in an affirmative language.
- When Board members cast an E-Vote ballot, they must "reply all" so that other board members may see how they voted, unless there is a request for a secret ballot.
- If a board member wishes the motion to be discussed in person at the next board meeting, that board member must state so explicitly, as opposed to letting the motion be defeated because of too few members voting.

- Amendments to the original motion should be handled by the President of the Board or General Manager during the discussion with the same protocol as would be used in an in-person meeting.
- The Secretary/General Manager of the Board will count the ballots and report the outcome to the full Board.
- All votes completed by email-vote will be ratified in the minutes of the following Board meeting.
- Email-votes are appropriate when the items in question are not controversial and do not require extensive background and explanation.
- If any Board member wishes to request that voting on a particular issue be at a regular meeting and not via group email, s/he should inform the group.

**CHINOOK COMMUNITY FOREST
POLICY 2018-03
Accountability and Transparency Policy**

Policy Title: Accountability and Transparency

Policy Number: 2018-03

Date Revised: March 4, 2022

Date Approved: April 12, 2022

Policy Purpose: To ensure transparency and accountability in decision making related to the organization and the community about the activities and processes of the community forest.

PURPOSE

The purpose of this document is to recognize the importance of transparency and accountability and facilitate the development and implementation of measures by the Chinook Community Forest Board of Directors and its General Manager to provide appropriate transparency and accountability.

POLICY

1. Board Reporting

1. The Board must ensure that it complies with its legal and contractual reporting obligations. They include:
 - a. Reporting annually to the Members, in accordance with the requirements of the constitution, on the organization's activities in the preceding year, and providing an opportunity for questions;
 - b. Preparing financial reports;
 - c. Preparing an annual report;
 - d. Reporting to government agencies in accordance with the terms of grants and funding contracts;
2. In addition to its specific legal and contractual obligations, the Board will consider each year whether there are any other stakeholder relationships which could benefit from receiving a report from the Board on the organization's activities and performance.
3. In preparing its reports, the Board will consider the extent to which it can report on each of the following matters
 - a. The purpose of Chinook Community Forest
 - i. A report on the purpose of Chinook Community Forest involves explaining the environment in which the organization operates. It

- includes reporting on Chinook Community Forest mission, vision and values.
- b. Chinook Community Forest stakeholder reporting and engagement
 - i. This includes reporting on how stakeholder relationships are managed, how contractors are recruited, trained, rewarded, retained, recognized, and how the Chinook Community Forest is funded.
- c. Investments
 - i. This includes reporting on the source of funds and funding targets.
 - ii. It includes reporting on accountability mechanisms governing the use of the funds.
 - iii. It includes an assessment of Chinook Community Forest's ability to maintain the current levels of funding in the future, and how its funding approach is being evolved or adapted to changes in circumstances.
 - iv. It includes reporting on investments, and the management oversight and skills in Chinook Community Forest to manage investment risks and performance.
 - v. It includes reporting on movements in the level of funding, particularly where it has fallen in any year.
- d. Business strategy and mission
 - i. This includes explaining the strategy and structures that enable Chinook Community Forest to operate and to grow.
 - ii. It includes identifying the priorities and associated budgets and allocation of resources.
 - iii. It also includes honest self-assessment and disclosure of performance and plans to address underperformance and/or ongoing challenges, recognizing that this helps to build trust.
- e. Governance structure and processes
 - i. This includes reporting on governance structures, systems, processes and how risk management frameworks are aligned with those structures, systems and processes.
 - ii. It includes providing clear diagrams of the organizational structure with reporting lines and key roles identified.
 - iii. It includes disclosure of qualifications, experience and length of service of the members of the Board, and Contract Staff.
 - iv. It includes reporting on how Chinook Community Forest identifies and manages risks, and what risks are specific to Chinook Community Forest in addition to general risks.
- f. Activity and performance
 - i. This includes reporting on outputs, outcomes and impacts.
- g. Financial performance and position
 - i. This includes reporting on sources of revenue, revenue recognition policies and a discussion and analysis of the factors affecting the organization's financial performance.
- 4. In undertaking its function of reporting to stakeholders, the Board must be mindful of the organization's privacy policy, underpinned by its privacy law obligations, and it must take care to act in the interests of Chinook Community Forest.

5. Deliberations of the Board and its sub-committees shall be dealt with in accordance with the Board confidentiality policy/procedure.

2. Client Records

Chinook Community Forest will deal with client records in accordance with its privacy law obligations.

3. Access to Minutes of General Meetings

Access to minutes of general meetings will be provided in accordance with the terms of the constitution.

RESPONSIBILITIES

In order for the Board to facilitate accountability and transparency with stakeholders, there needs to be good internal documentation and reporting.

The General Manager is responsible for ensuring that there are systems and processes in place to capture, record and analyse the information necessary to enable the Board to perform its reporting functions. This includes reporting regularly to the Board on the operations of Chinook Community Forest.

The General Manager will also ensure that privacy and other policies are in place to govern the access and use of documents including client records and minutes of general meetings, in accordance with the Board's transparency and accountability policy.

CHINOOK COMFOR LTD. DONATION POLICY 2018-04

Reviewed/Updated

March 4, 2022

Approved

April 12, 2022

PURPOSE

To provide guidance to the management of Chinook Community Forest on:

- requests for donations and sponsorship
- criteria to be used in evaluating the requests
- monetary limits to donations

DONATION COMMITTEE

The Donation Committee will consist of three Directors of the Board. The intent is to have Directors from the Board serve on the Donations Committee on a rotational basis.

The donation budget will be set annually as per Chinook Comfor's fiscal year April 1st to March 31st.

Decisions of the committee will be decided by a majority vote.

The donation allocation will be decided annually and approved by the Board on April 1st in the budget. Requests will be limited to \$10,000 per organization, including subsidiary organizations. The Board of Directors may increase that limit at their discretion.

The Donations Committee will refer all requests totaling over the amount of \$10,000 per organization (including suborganizations) each fiscal year to the main Board. The Board reserves the right to decline any requests, or to suggest the organization reapply in the next fiscal year. The Donations Committee has the authority to approve donations outside of intake dates.

Donation request will be reviewed as they come in.

CRITERIA

The Donations Committee will consider donations to individuals or not-for-profit groups that meet the following criteria:

Local Education:

- Scholarships and bursaries for aboriginal and non-aboriginal students attending the local high school who are going to a recognized postsecondary institution in resource management or environmental science
- Scholarships and bursaries for aboriginal and non-aboriginal students attending the local high school who are going to a trade school
- Service clubs in the Lakes Timber Supply Area
 - Outdoor recreation in the Lakes Timber Supply Area
 - Recreation facilities in the Lakes Timber Supply Area
 - Sporting teams and events in the Lakes Timber Supply Area
 - Sponsorship
 - Community Organizations

APPLICATION

Requests for Sponsorship and Donations up to \$1000 require a letter only outlining the request and include the name, type and size of organization or group, name of the primary contact, contact information, and the amount requested followed by a brief description of what the funds are intended to be used for. All requests over \$1000 must use the online application form that is on CCF's website.

Requests over \$5,000 may be approved contingent on half of the funds being secured or leveraged from other sources. A Contribution Agreement is required for donations over \$5,000.

While all applications will be considered, requests may be denied based on the merits of the proposal, funds already granted to an organization, and the financial position of CCF. Because the mandate of the Board is to consistently provide equal contributions to similar requests, funding may be provided differently than requested.

Chinook Community Forest Evaluation Criteria and Program Guidelines for Grant Application Projects

Chinook Comfor is offering Grant applications for the communities in the Lakes District area. There are 3 funding streams:

1. Sponsorships and Donations up to \$1000
2. Grants under \$5000.00
3. Grants over \$5000.00 – must have 50% from other sources

Program Guidelines

The Chinook Community Forest (CCF) funding programs are designed to support special community projects and activities in the Lakes District area communities. CCF supports programs and projects that will benefit the community as a whole. The money in the fund is not intended to be used for organizations operations or capital expenditures of a regular nature.

Background of the Fund

Chinook Community Forest (CCF) was created in response to the Babine Mill explosion and negotiations with the Province of BC. The Ministry of Forest, Lands and Natural Resource Operations (MFLNRO) offered this agreement to the eight partners consisting of the Regional District of Bulkley Nechako; the Village of Burns Lake, Lake Babine Nation, Skin Tyee Nation, Nee Tahi Buhn Band, Burns Lake Band, Cheslatta Carrier Nation and Wet'suwet'en First Nation. This license was to provide economic prosperity, local management over a portion of the provincial forest, greater community control and management of crown land and community interface areas to the residents in the Lakes District Timber Supply Area.

Who can apply to the Fund?

The investment area for the CCF is limited to those in the Lakes District TSA.

Chinook Community Forest Funding Guiding Principles

| | |
|---------------------------------------|--|
| COMMUNITY ECONOMIC DEVELOPMENT | The Fund will invest in community economic development projects and/or programs that are supported by the community, as long as they do not subsidize the regular organization operations. |
| JOB CREATION | Projects should create opportunities for local workers, contractors and manufacturers |
| BENEFITTING FUND | The Fund is intended to create benefits through special projects and sustainable community economic development. |
| COOPERATIVE VENTURES | The Fund can be utilized in cooperative ventures along with other funding sources. |
| NO DUPLICATION | The Fund will not duplicate but may augment projects. |
| CLEAR AND ACCESSIBLE | CCF will have policies and programs that are accessible with clearly defined evaluation criteria. |

CCF Criteria for Grants

The grant program supports non-profit organizations and non-profit sponsorship that address one or more of the following key aspects in the CCF investment area:

- **Infrastructure:** the public facilities, equipment or installations needed to support business, jobs, community stability and quality of life, including items that enhance the quality of life and develop communities' ability to attract and retain residents and businesses. Examples: lighting, water, sewer, transportation, telecommunications, recreation facilities and beautification.
- **Human development:** the skills training that enable people and organizations to increase employment and economic activity. Examples: workshops and courses.

Priority will be given to projects that:

- Fit in the context of long-term community plans
- Lead to long-term jobs in the region
- Have community buy-in, demonstrated by support letters and donations from local government and other organizations within the local community
- Have benefits continuing after the funding is invested and the project complete
- Contribute to the project itself

Costs eligible for CCF funding

The funding stream for Sponsorships and Donations up to \$1000 do not require matching funds.

The funding stream for grants under \$5,000 is not required to have matching funds.

The funding stream for grants over \$5,000 will only cover 50% of project costs.

Documented matching funding must be obtained elsewhere. In-kind donations are acceptable at market rates and must be verifiable and documented by written commitments from donors.

Ineligible projects and costs

- Grants cannot be used to subsidize business or compete with private enterprise
- Grants cannot be used to pay wages of employees doing their regular jobs
- Grants will not be approved if funding is normally available from other sources
- Grants cannot be used to pay GST
- Grants cannot be used to pay for any costs incurred prior to a project's start date
- **Note:** Ineligible costs cannot be used to leverage CCF funds

Grant Applications Review and Assessment Process

- Grant Applications are reviewed by the Chinook Comfor Board of Directors Donation Committee
- The Chinook Comfor Board of Directors Donation Committee meet two (2) times per year; May 31st and Nov 30th, (unexpected reasons and extenuating circumstances for granting may occur outside of these 2 meetings), to review the status of the Grant fund and jointly review the potential project list
- The Chinook Comfor Board of Directors consider a range of project proposals of different sizes from community groups. Note: Size of group may affect granting amount
- Half of the budgeted funds are for the first granting intake and half for the second

To guide CCF's review of projects our board has developed the following evaluation criteria:

- The allocation of funds is consistent with the Chinook Community Forest Grant Donation Policy
- There is demonstrated community support and the project outcome will be considered a community asset
- Proposals will be considered from community groups, non-profits and individual non-profit sponsorship
- Proposals that include partnerships between local organizations and their user groups will be considered
- Proponents should have a solid track record in the community and be a stable entity going forward

- Proponents who already have an investment in the project or have raised a portion of the funds themselves will be highly considered
- The proposal must clearly identify what aspect of the project is intended to be supported by community forest funds

Proposals should be submitted in writing

**Chinook Community Forest
Grant Application
Box 969
Burns Lake, BC V0J 1E0**

Or electronically via the web application, or by email to the manager of CCF.

Once the board reaches a decision:

CCF will send a letter informing applicants of the decision. If approved, the project must be completed within the 12 months of the approval date or the offer is void. If the granting is over \$5,000 CCF will provide you with a contribution agreement to be signed by both parties. This will include a timetable for grant payments and progress reports, methods for publicly recognizing the **Chinook Community Forest** for the grant and methods for evaluating the project. Any organization that receives a grant from CCF can expect a site visit or a meeting to monitor and assess the project.

CHINOOK COMFOR LTD. Contribution Agreement

THIS AGREEMENT executed and dated for reference on the _____ day of _____, 20____.

BETWEEN:

Chinook Community Forest
PO Box 969
Burns Lake, BC
VOJ 1E0
("CCF")

AND:

Address:

("RECIPIENT")

PURPOSE

The Chinook Community Forest wishes to provide funding in the amount of \$_____ to the _____ that will contribute to the Name of Project _____.

TERMS

The CCF's support of the above project is subject to the following conditions:

1. The RECIPIENT agrees to meet the general and specific expectations during the term ("Term") as set out in Schedule "A".
2. In connection with the provision of the project, the RECIPIENT will:
 - (a) Spend monies only on the project as presented to the CCF Board and outlined in SCHEDULE "A" and "B". Any amendments to the project scope must be re-submitted and approved by CCF Board representatives
3. The CCF reserves the right to recover payments should the RECIPIENT be in default of this Agreement.
4. The RECIPIENT will not in any manner whatsoever commit or purport to commit the CCF to payment of any money to any person, firm, corporation or legal entity.
5. Notwithstanding any other provisions of this Agreement, if the RECIPIENT fails to comply with any provisions of this Agreement then, and in addition to any other remedy or remedies available to the CCF, the CCF, may, at its option, terminate this Agreement by the CCF giving written notice of termination to the RECIPIENT and when such option is exercised, the CCF will be under no further obligation to the RECIPIENT to pay the RECIPIENT such financial

contributions and expenses as the RECIPIENT may be entitled to receive, pursuant to Schedule "A": attached hereto for services rendered and expenses incurred to the date the said notice is given to the RECIPIENT.

6. Notwithstanding any other provision of this Agreement, either party may terminate the Agreement at any time upon thirty (30) days written notice delivered to the Parties at the addresses shown, or at such shorter time and in such a manner as may be mutually agreed upon by the Parties.
7. A waiver of any provision or breach by the RECIPIENT of this Agreement will be effective only if it is in writing and signed by the CCF and will not be deemed to be a waiver of any subsequent breach of the same or any provision of this Agreement.
8. The RECIPIENT will indemnify and save harmless the CCF, its employees and agents, from and against any and all losses, claims, damages, actions, causes of action, costs and expenses the CCF may sustain, incur, suffer or be put to at any time either before or after the expiration or termination of this Agreement, where the same or any of them are based upon, arise out of or occur, directly or indirectly by reason of any act or omission of the RECIPIENT, or of any agent, employee, officer, director or sub-contractor of the RECIPIENT pursuant to this Agreement.
9. Any notice contemplated by this Agreement must be in writing and be mailed by prepaid registered mail to the addressee's address specified in this Agreement; the address to which mail must be addressed must be specified in the Agreement.

REPORTING REQUIREMENTS

10. The RECIPIENT agrees to submit to the CCF, within 30 days of the project end date, either:
 - a. A copy of one or more of the Final Reports, as required by, prepared for, and submitted to, any one of the other Project Partners and/or funders, or;
 - b. A project-specific report which demonstrates that the funded project activities were completed and that describes, in a summary form, the learnings and/or benefits that project achieved.

ACKNOWLEDGEMENT

11. Upon receipt of the funding, the RECIPIENT will recognize CCF as a funding partner (with all other funding partners) on all project promotional material and/or
 - (a) Through Specific acknowledgement as agreed to

PROJECT DATES

12. The RECIPIENT will commence the Project on DATE and must complete on or before DATE. The CCF is under no obligation to provide funding for any project works not completed prior to the completion date.

PAYMENT

13. Upon acceptance and signature of this contribution agreement, the CCF will provide; *(select one that applies)*

- (a) ___% of the agreed-upon funding. The balance of the commitment will be provided to the RECIPIENT in 20x and subject to the RECIPIENT'S obligations in Section 2. above and commitments to developing the project as outlined in SCHEDULE A.
- (b) Full agreed-upon funding and subject to the RECIPIENT'S obligations in Section 2. above and commitments to developing the project as outlined in SCHEDULE A.

LIAISON

14. Unless the CCF advises the RECIPIENT to the contrary, the CCF's contact with whom the RECIPIENT must deal in respect of this agreement is NAME AND CONTACT INFO

ACCEPTANCE

Whereas the parties hereto have executed this agreement as follows:

SIGNED AND DELIVERED on behalf of the
CHINOOK COMMUNITY FOREST

SIGNED AND DELIVERED on behalf of the
by an authorized signing authority

Signature

Signature

Date:

Date:

Print Name

Print Name

SCHEDULE A

Key Activities

-

Key Outputs

-

SCHEDULE B: PROJECT BUDGET

Revenue

Cash

| | | | |
|------------|--|--|----|
| Total Cash | | | \$ |
|------------|--|--|----|

In-Kind

| | | | |
|---------------|--|--|----|
| Total In-Kind | | | \$ |
|---------------|--|--|----|

| | | | |
|------------------------|--|--|----|
| Total Cash and In-Kind | | | \$ |
|------------------------|--|--|----|

Expenditures

| Description | Cash | In-Kind | Total |
|-------------|------|---------|-------|
|-------------|------|---------|-------|

| | | | |
|----------------|----|----|--|
| Total Expenses | \$ | \$ | |
|----------------|----|----|--|



CHINOOK

Community Forest

DONATIONS

April 1, 2017 to March 31, 2018

| | Date: | Donated to: | Reason: | Amount: |
|--------------|-----------|---|---|---------------------|
| 1 | 01-Jun-17 | Lakes District Roping Club | Fencing Panels for Steers | \$ 2,500.00 |
| 2 | 01-Apr-17 | Lakes Outdoor Recreation Society | Recreation Site Maintenance and Upgrades within the Community Forest Area | \$ 19,809.50 |
| 3 | 01-Apr-17 | Burns Lake & District Chamber of Commerce | Business Excellence Awards Platinum Sponsorship | \$ 2,000.00 |
| 4 | 2016/2017 | LDSS | Two Scholarships | \$ 2,000.00 |
| 5 | 23-Apr-17 | Lakes Animal Friendship Society | Spay and Neutering Program | \$ 2,500.00 |
| 6 | 3-May-17 | Burns Lake & District Chamber of Commerce | Official Tourist Guide for Burns Lake-Sponsorship | \$ 500.00 |
| 7 | 3-May-17 | Burns Lake Native Development Corporation | Aboriginal Day 2017 | \$ 4,000.00 |
| 8 | 17-Jul-17 | Lakes District Fall Fair | Bleacher Project Improvement | \$ 4,800.00 |
| 9 | 4-Jul-17 | Burns Lake Rotary | Rod Reid Trail Project Upgrades | \$ 3,000.00 |
| 10 | 30-Oct-17 | Lakes District Fall Fair | Fall Fair Ground Improvements | \$ 10,000.00 |
| 11 | 8-Nov-17 | Burns Lake Snowmobile Club | Trail Brushing and Maintenance | \$ 4,000.00 |
| 12 | 8-Nov-17 | Burns Lake Minor Hockey Association | 1st year of 3-Year Sponsorship | \$ 700.00 |
| 13 | 8-Nov-17 | Rose Lake Community Club | Rose Lake Community Hall Kitchen Expansion Project Expenses | \$ 13,380.00 |
| 1 | 28-Mar-18 | W.K.E. PAC | Skiing at School Program | \$ 5,000.00 |
| 2 | 28-Mar-18 | Burns Lake Mountain Biking Association | Trail Maintenance Expenses | \$ 9,733.50 |
| 3 | 28-Mar-18 | Bulkley Valley Radio Control Flyers | BBQ Event Expenses | \$ 821.36 |
| 4 | 28-Mar-18 | Burns Lake Youth Soccer | 2018 Soccer Season | \$ 4,900.00 |
| 5 | 28-Mar-18 | Tweedsmuir Park Rod & Gun Club | Rod & Gun Club Reflooring Project | \$ 5,000.00 |
| TOTAL | | | | \$ 94,644.36 |

April 1, 2018 to March 31, 2019

| | Date: | Donated to: | Reason: | Amount: |
|--------------|-----------|--|--|---------------------|
| 6 | 12-Apr-18 | Burns Lake Minor Hockey Association | 2nd year of 3-Year Sponsorship | \$ 500.00 |
| 7 | 01-Apr-18 | Royal Canadian Legion | 100 Burns Lakers Who Give a Damn | \$ 100.00 |
| 8 | 19-Apr-18 | Burns Lake Community Garden Society | Community Greenhouse Project | \$ 16,439.04 |
| 10 | 7-May-18 | Burns Lake Little League | Team Sponsor for Jerseys and Caps | \$ 450.00 |
| 11 | 31-May-18 | Burns Lake & District Chamber of Commerce | Tourism Book | \$ 5,000.00 |
| 9 | 15-Jun-18 | Burns Lake Native Development Corporation | Aboriginal Day 2018 | \$ 4,000.00 |
| 12 | 15-Jun-18 | Burns Lake & District Chamber of Commerce | Canada Day Celebration | \$ 500.00 |
| 13 | 15-Jun-18 | Burns Lake Youth Soccer | U13 Girls Provincial Championships | \$ 2,000.00 |
| 14 | 15-Jun-18 | Colleymount Recreation Commission | Trout Creek Hall Revitalization Project | \$ 7,137.00 |
| 15 | 15-Jun-18 | Lakes District Fall Fair Association | 2018 Capital Projects/Building Upgrade | \$ 15,000.00 |
| 16 | 15-Jun-18 | Lakes Animal Friendship Society | Spay/Neuter Project and Carrier Language Education resources | \$ 9,350.00 |
| 17 | 15-Jun-18 | Lakes District Arts Council | Performing Arts Season, Arts for Youth and Youth Programs | \$ 4,000.00 |
| 18 | 15-Jun-18 | Lakes District Indigenous Health Improvement Committee | Cultural Information Kiosk Project | \$ 2,000.00 |
| 19 | 15-Jun-18 | Cheslatta Carrier Nation | 2018 Campout | \$ 500.00 |
| 20 | 15-Jun-18 | Lakes Family Enhancement Society | Regional Service Provision Pilot | \$ 2,000.00 |
| 21 | 1-Jul-18 | Wet'suwet'en First Nation | Annual Golf Tournament | \$ 2,000.00 |
| TOTAL | | | | \$ 70,976.04 |

CHINOOK COMFOR LTD. CONTRACT TENDERING POLICY 2018-05

**Reviewed/Updated
Approved**

**March 4, 2022
April 12, 2022**

PURPOSE

Chinook Community Forest is committed to ensuring an impartial and public contract tendering process, if the General Manager and/or board of directors feel it's in the best interest of Chinook. The General Manager and/or board of directors may direct award contracts.

When Chinook Community Forest is working with Government Funded Agencies, Chinook will follow the policies/guidelines of said Agencies.

Details of the project or activity will be publicized by way of advertising in local paper, website, and Facebook page.

All tender responses will be received in sealed envelopes and opened together in the presence of the General Manager and at least one other community member at large.

Management will assess each tender submitted using Chinook Community Forest rubric as a guide and recommend to the board which tender should be accepted based on, but not limited to the following:

- Demonstrate a level of experience and qualifications
- Be owned and operated with in the Lakes TSA; unless service provided is unavailable locally
- First Nations Companies/individuals or joint venture partnerships and
- local contractors
- Provide local employment
- Use local suppliers
- Demonstrate level of availability
- Provide WCB number, and safety program/training
- Provide Insurance
- Financial capacity
- Rate structure
- Price of Contract
- List of equipment and ability to produce
- Provide training

BIDDING AND PROCUREMENT PROCESS

A spreadsheet will be used to determine the actual rate that the tender states with respect to the work. The lowest price may not be awarded depending on the other factors listed above.

If a bidder has proposed a rate that is significantly lower than other submissions where the bid package meets all other bid requirements, management shall be permitted, but not obliged, to discuss with bidder all the factors to understand and assess the reason for the low rate.

All contracts and direct awards will be reported at the next meeting of the Board of Directors. The General Manager may use the following communications channels listed: Board meetings, teleconferencing, email, or text messaging.

Subcontracting will be permitted provided the sub contractor meets the bidding eligibility requirements of this policy.

Each submission will be ranked according to a rubric of CCF Chinook Community Forest requirements to clearly identify the best choice for the award. Manager may recommend individuals/companies to the CCF Board to help facilitate new young workers.

**CHINOOK COMMUNITY FOREST
POLICY 2018-06
Finance Policy**

Policy Title: Finance

Policy Number: 2018-06

Date Approved: January 10, 2023

Date Revised: December 13, 2022

Purpose: To establish a Finance Policy.

POLICY:

WHEREAS; The Board of the Chinook Community Forest requires clear financial policy to govern its operations,

AND WHEREAS; this Policy must be clear to the Board and General Manager in contract to the Corporation,

THEREFORE; be it resolved that the Board of Directors establishes the following Financial Policy.

SECTION 1 – Financial Policies and Procedures

The purpose of financial management is to ensure that funds are used effectively to achieve the Limited Partnership's goals.

The following persons are involved in the financial management:

1. Board of Directors
2. General Manager
3. Executive Assistant

SECTION 2 – Financial Accountability – Board of Directors

The Board of Directors is responsible for ensuring the overall financial stability. The Board is responsible for effective financial management to ensure a stable and viable Limited Partnership.

Procedures, The Board of Directors will:

1. Ensure that the financial policies and procedures are established and adhered to.
2. Approve the Annual Plan & Budget.
3. Review revenue and expenses on a biannual basis and compare them with the approved budget.
4. Ensure that the physical and financial assets of the Corporation are properly managed.
5. Annually review, and if necessary, revise, and approve the General Manager's contract.
6. Ensure the financial dealings of the Limited Partnership will be in accordance with its Policies.
7. Not authorize any transactions that will result in any personal liability of the Board of Directors or that will adversely affect the capital and assets of the Limited Partnership.
8. Ensure that debts are settled in a timely manner.
9. Ensure that General Contractor Liability coverage and Directors and Officers liability insurance do not lapse and reflect the current needs of the Limited Partnership.

SECTION 3 – Financial Accountability – Treasurer

The Board of Directors will elect a Treasurer from the Board to fulfill the responsibilities of the Treasurer as specified in the CCF Governance Policy Appendix 11.

Procedures:

The Finance Committee and GM will:

1. Review of financial policies and procedures annually
2. Participate in the preparation of Annual Plan and Budget,
3. Maintain chequing, savings, term deposits/investments and recommend any changes to the Board.

SECTION 4 – Financial Accountability – Executive Assistant

This position will fulfill the responsibilities of the Executive Assistant as specified in the Governance Policy Appendix 13

Executive Assistant Responsibility

1. Is assigned by the General Manager.
2. To give the GM a backup copy of the current year's financial records monthly or as requested.
3. To receive all invoicing, billings, cheques received and payables via the GM.
4. To obtain the bank statements and cancelled cheques and review these monthly.

SECTION 5 – Financial Accountability – General Manager

This position will fulfill the responsibilities of the General Manager as specified in the governance Policy Appendix 12

1. Receive and sign all invoicing, billings, cheques received and payables, other than those made out to the General Manager. Invoicing, billings, cheques received, and payables made out to the General Manager must be signed by a director.
2. Code the same and forward to the Executive Assistant with signatures approving payment.
3. File the original items in Chinooks office.
4. Assist in the preparation of the Accounts Payable and Accounts Receivable, monitor the same, and recommend any revisions necessary.
5. Prepare, monitor and submit biannually financial reports to the Board of directors.
6. Prepare, monitor and revise the Silvicultural Accrual which will based on-\$800/Hectare.
7. Manage all Contracts.

SECTION 6 – Financial Controls- Internal Control

The Board of Directors will implement a well-designed system of internal controls.

Procedures

1. The Board of Directors will ensure that appropriate safeguards are implemented to prevent fraud or theft of Chinook Comfor LP funds.
2. Assets will be physically protected. Cheques will be kept in a secure location and will be deposited in the bank by the Executive Assistant as soon after receipt as possible.
3. Insurance coverage shall be reviewed annually to ensure Chinook Comfor Limited needs are met.

4. Accurate and complete documentation of all meetings of the Board are to be maintained in the form of minutes in the office by the GM, excluding all “In Camera” meeting minutes which will be held in a secure place by the President of the Board.

SECTION 7 – Financial Controls – Annual Budget Review

Policies governing the Annual Corporate Plan and Budget will be followed.

SECTION 8 – Financial Controls – Annual Audit

The annual preparation of our financial documents will be completed by an Accountant through a Letter of Engagement (LE).

Procedures

1. The Chinook Comfor LP will appoint a chartered accountant to prepare the financial documents for the next fiscal year.
2. The accountant will conduct this work of Chinook Comfor LP financial/accounting systems and ensure that financial statements and records have been prepared in accordance with generally accepted accounting principles (GAAP).
3. These financial statements will be presented to the Board for its approval as soon as is feasible after the end of the fiscal year.
4. The financial statements will be filed with Revenue Canada by the accountant.

SECTION 9 – Financial Controls – Review of Financial Statements

The Board of Directors will review the financial statements to compare expenditures and incomes against the Annual Corporate Plan & Budget on a bi-annual basis.

Procedures

1. The Board of Directors will receive and review financial statements indicating Chinook Comfor LP current cash position in relation to the approved budgets monitored
2. The Board of Directors will pass formal motions accepting the financial statements Bi-annually

SECTION 10 – Financial Controls – Signing Authority

The Board of Directors will adhere to the signing authority requirements as specified as follows:

Procedures

1. The Board of Directors will maintain a formal list of names, titles and signatures of those individuals who have signing authority.
2. There will be two authorized board of directors and/or GM signatures on all cheques and cheque requisitions.
3. Signatures on cheques must be different than the payee.

4. All Board of Director's will maintain bank signing authority. All cheques require two (2) signatures. These signing officers have authorization to transfer funds within the Corporation's banking accounts. Ideally this transfer will be done by the Treasurer.
5. The GM, along with 3 directors will hold the RBC Tokens for banking purposes. The GM will initiate the transaction and one (1) of the other RBC Token holders will release the transaction on all approved transactions.

SECTION 11 – Financial Controls – Cheques

The Board of Directors will ensure that internal controls on the use of cheques are implemented.

Procedures

1. All cheques will be numbered and used in numerical order.
2. All cheques, including blank unused cheques, will be kept in a secure location.
3. All void cheques will be maintained on file.
4. Cheques will not be issued to "cash" or "the bearer."
5. All invoices will be reviewed by a director.
6. A cheque will be completed before receiving these conditions and final signature.
7. A director and/or GM will be responsible to review bank records.

SECTION 12 – Financial Controls – Deposit of Funds

Funds received by the organization will be subject to internal controls.

Procedures

1. The executive assistant/GM is responsible to confirm the deposit of account receivable cheques.
2. The cheques are normally deposited by the Executive Assistant.

SECTION 13 – Financial Controls – CCF Investments

The Board of Directors will ensure that investments held by Chinook Comfor LP are secure investments and that they are monitored on a regular basis.

Procedures

1. All investments, purchase, and sale of securities will be under the control of the Board of Directors.

2. Investment income earned will be subject to the same financial controls as all other funds.
3. The Board of Directors on behalf of the Limited Partnership and in the name of the Limited Partnership, to cause the Limited Partnership to invest funds not immediately required for the business of the Limited Partnership in short term securities of, or guaranteed by, the Government of Canada, the government of any Canadian Province, or certificates of deposit or interest-bearing accounts of Canadian chartered banks, or trust companies, or in prime commercial paper.
4. A board motion is required to set up or redeem investments.
5. The General Board must review the investment prior to the renewal date and arrange for investments to be redeemed into general revenues as needed, so that operating costs may be met.
6. A contingency fund will be monitored according to Section 18 of this Policy.

SECTION 14– Financial Controls – Board and GM Expenses

Board members can choose to be reimbursed for out-of-pocket expenses incurred in the course of Board business as approved by the GM. The annual rates will be documented as per the Expense Reimbursement Policy in the Governance Manual.

Approved Board and GM expenses will be reimbursed if accompanied by proper documentation and if within the limits as specified by the policy.

Procedures

1. Mileage rate and expense limits will be set and reviewed annually. All expenses must be related to approved functions and associated costs.
2. Directors will submit for reimbursement within 60 days.
3. Original receipts must be included with all expense reports.

SECTION 15– Financial Processes: Banking Services

The Board of Directors will enter into an agreement with a recognized chartered bank or credit union that will provide the banking services needed.

SECTION 16– Financial Processes: Maintenance of Financial Records

CCF's financial records will be retained for the time specified by our governing legislation.

Procedures

1. A hard copy of financial records will be kept at the Chinook Comfor Limited office for 7 years as per Government regulations.

2. The executive assistant/bookkeeper will ensure Chinooks finances are backed up daily to the cloud.

SECTION 17– Financial Processes: Contracts

The Corporation is responsible for all contracts that are entered into by the Board of Directors.

SECTION 18– Financial Processes: Contingency Funds

The purpose of the Contingency Fund is:

1. To provide funding:
 1. For unforeseen liabilities that arise.
 2. To cover CCF expenses in times of depressed log prices.
 3. To cover required expenditures should the Board decide to postpone the logging of any portion of the AAC.
 4. To provide a buffer that facilitates an even flow of funds available to the Society for disbursement to the community.

Minimum Amount

A minimum of 1 million dollars must be retained in a GIC on an annual basis. This amount will be reviewed by the board annually.

Allocations

All allocations from this fund must be approved by the Board with a motion.

SECTION 19– Not For Profit Limited Partnership

The CCF is a Not For Profit Limited Partnership. The Limited Partnership exists to manage the community forest and return all surplus funds over and above funds required to operate the Community Forest in a fiscally prudent manner to the Unit holders. The Society will distribute these allocated funds as per the CCF Donation Policy to the community through projects submitted to and approved by the Society in accordance with its policies.

CHINOOK COMFOR LTD. HEALTH & SAFETY POLICY # 2018-07

Chinook Comfor Limited wants its workplace to be a healthy and safe workplace that meets all legal and regulatory requirements. To achieve this, our company will establish, maintain and continually improve a health and safety program designed to prevent injuries and disease. Safety is good business. Well planned work; qualified employees; and well-maintained equipment, will all add up to meet our safety, production, quality, and environment goals.

Our company is responsible for providing workers with adequate instruction in health and safety and for addressing unsafe situations in a timely, effective manner. All workers and contractors are required to work safely and to know and follow our company guidelines for safe work procedures.

Workers have general responsibilities for their own health and safety and that of other persons. In addition, they have the responsibility to refuse unsafe work. Discriminatory action will not be taken against them for refusing to do unsafe work. Employees will be encouraged to contribute to the company health and safety program.

Employer's responsibilities include and are carried out by the manager:

- Establishing the health and safety program
- Continually adjusting components of the safety program as determined by audit/investigations/etc.
- Conducting an annual review in of each year in December
- Training supervisors
- Providing a safe and healthy work environment.

Supervisor's responsibilities include:

- Directing and controlling workplace activity to ensure the health and safety of all workers
- Providing a health and safety orientation to new workers
- Providing ongoing training to workers
- Taking part in inspections and investigations
- Reporting any safety or health hazards
- Correcting unsafe acts and conditions. Workers' responsibilities include:

- Learning and following safe work procedures
- Correcting hazards or reporting them to supervisors
- Reporting injuries, close calls/near misses and property damage to supervisors
- Participating in inspections and investigations where appropriate
- Using personal protective equipment where required
- Helping to create a safe workplace by recommending ways to improve the health and safety program.

CHINOOK COMFOR LTD.
EXPECTATIONS OF THE BOARD POLICY 2018-08
Updated and Approved January 10, 2023

PURPOSE

To provide the Board of Directors with direction regarding:

- Obligations and expectations of a director
- Attendance requirements
- Remuneration

OBLIGATIONS AND EXPECTATIONS OF A DIRECTOR

As a member of the Board, each Director will:

- Fulfil the legal requirements and obligations of a director, which includes a comprehensive understanding of the statutory and fiduciary roles
- Comply with all corporate policies, procedures and guidelines relating to the conduct of Directors and members of the Executive
- Consider the interests of the communities that Chinook serves, ensuring that the best interests of Chinook are paramount without fear or favour
- Participate in the review and approval of policies and strategy in monitoring their implementation

COMMUNICATION IS FUNDAMENTAL TO BOARD EFFECTIVENESS; THEREFORE, EACH DIRECTOR WILL:

- Participate fully and frankly in the deliberations and discussions of the Board
- Encourage free and open discussion of the affairs of the Board
- Ask probing questions, in an appropriate manner and at proper times
- Focus enquiries on issues related to governance such as strategy, policy implementation, and results, rather than issues relating to the day-to-day management.
- Prior to each meeting each director will carefully and thoughtfully review the complete agenda package and related documents
- All directors are required to support all Board decisions regardless of how they voted on a particular decision

- Directors who cannot abide by the rules, policies and decisions of the Board should reconsider their ability to serve on the Board
- The President is the sole public spokesperson for the Corporation. The President may request the General Manager to speak on behalf of the Corporation on operational matters
- Records of Board meetings will be published. All Board decisions, votes and documents are strictly confidential and should not be released to third parties, including shareholders, unless such releases are specifically approved by a Board resolution or are mandated by the Shareholders Agreement or Limited Partnership Agreement

DIRECTORS WILL ABIDE BY THE FOLLOWING LIMITATIONS AND CONSTRAINTS:

- Not engage in illegal activities
- Not make public statements or take part in public demonstrations that may tend to reflect negatively. In the case of potentially adverse activities, these shall be discussed first with the President or the Board as a whole
- Not use information acquired during duties except in the best interests of Chinook, nor act in conflict with Chinook interests
- Not divulge the contents of work regarding sensitive and (or) confidential issues performed for Chinook under any circumstances without the prior approval of the Board
- Not enter a contract, directly or indirectly, with the company unless 6 months have passed since holding the position of Director
- Not receive payment for duties conducted in their role as a Director above and beyond what is outlined in the Remuneration section of this policy

ATTENDANCE REQUIREMENTS

Unless excluded for reasons outlined in the Code of Conduct and Conflict of Interest Guidelines or this policy, Directors are required to attend all regular or special meetings of the Board of Directors and remain in attendance until said meeting is adjourned.

- Fails to attend two consecutive regular or special meetings of the Board of Directors; or
- Fails to attend three regular or special meetings of the Board of Directors within the company fiscal year (April 1 – March 31).

If either of these situations occur, then the Board of Directors will request that the Company shareholder(s) convene an extraordinary meeting for the purpose of passing a special resolution to remove said Director as required under the Business Corporations Act (BCA 128.3).

A Director who is later than 15 minutes for a meeting without notifying the Board will be considered as absent and subject to penalty under this policy unless circumstances beyond the control of the Director, exist. This section will be exercised at the discretion of the Board.

Board meeting per diems include time required to read Board packages prior to the meeting and filling out of timecards. Directors will be paid the hourly rate for attending conferences, signing of expenditures, and any committee work. The President and one other Director will approve all director and operation manager expenses. The General Manager will approve all operating expenses.

**CHINOOK COMFOR LTD.
EXPENSE REIMBURSEMENT POLICY 2018-09
Updated and Approved 2022-11**

PURPOSE

This policy is designed to assist Board members and employees in reporting expenses incurred while conducting Chinook Comfor Ltd. business activities.

Chinook Comfor Ltd. expects Board members, and employees to act responsibly and professionally when incurring and submitting costs. The organization will reimburse Board members, and employees for reasonable expenses on pre-approved business. This includes, for example, travel fares, accommodations, meals, tips, telephone and fax charges, and purchases made on behalf of the organization.

Chinook Comfor Ltd. does not pay employees for local travel to and from the office. If employees, or board directors use their vehicles for business travel, mileage will be reimbursed as per the Chinook Comfor Ltd. Guidelines and for appropriate parking fees. Chinook Comfor Ltd. will not be responsible for fuel, maintenance, traffic or parking violations.

GENERAL GUIDELINES

Original receipts are required for reimbursement of all expenses except for per diems. These expenses include:

- Original boarding passes for airplane / train travel
- Detailed merchant receipts
- Credit card receipts are not accepted as they do not display GST paid

Receipts must be accompanied by a summary which outlines:

- The nature of the expense
- The name and titles of the individuals involved
- The purpose for the expense
- Expense summaries must be submitted with receipts and approved by the Manager
- The President and one Director will approve all director and manager expenses
- The General Manager will approve all operating expenses

All expenses and summaries must be submitted within 30 days to the Treasurer or Accounting Department for payment.

TRAVEL GUIDELINES

- Employees must fly coach class with the lowest available airfare for nonstop travel.
- If a car rental is required, employees are requested to rent mid-sized or compact vehicles. Employees will be reimbursed for the fuel costs associated with renting a vehicle.
- Employees will be reimbursed for reasonable hotel accommodations. Discounted room rates should be requested at the time of room booking.
- Per Diem rates for meal and incidentals will be provided; no receipts are required. The per diem amount paid for each day of travel is set out under the Chinook Comfor Ltd. Guidelines. Per Diem rates will not be paid where other meal arrangements are provided. For example, a luncheon included with an event.

The following list includes examples of non-reimbursable expenses:

- Personal travel insurance
- Personal reading materials
- Childcare
- Toiletries, cosmetics, or grooming products
- Expenses occurred by spouses, children, or relatives
- In-room movies or video games
- Sporting activities, shows, etc.

Any questions related to the content of this policy, or its interpretation should be directed to the Treasurer.

PER DIEM ALLOWANCE

A per diem allowance may be claimed in lieu of actual costs. Per diem reimbursement is advantageous in circumstances where an individual's actual expenses are difficult to separate from those of a group sharing costs (i.e. group meals) or when the record keeping involved in actual reimbursement would be unusually burdensome. Receipts are not required to support the per diem allowance. The per diem should be claimed only when meal costs are incurred, while on either CFF business or CFF travel. It should be noted that the per diem dinner rate could be used to claim dinner, while restaurant bills can be

submitted for breakfast and lunch on the same day. These rates are reviewed and adjusted from time to time.

PER DIEM MEAL ALLOWANCE

A fixed allowance covering meals and incidental expenses (e.g. gratuities for housekeeping services and bellhops, etc.) may be claimed, without receipts, in lieu of specific expense reimbursement, in Canadian dollars, as follows:

| | |
|----------------------------|--------------------|
| Breakfast | \$22.00CAD |
| Lunch | \$25.00 CAD |
| Dinner | \$50.00 CAD |
| Total Daily Meal Allowance | <u>\$97.00 CAD</u> |

Please note that it is not permitted to claim a full day per diem when at a conference if the conference fees include a meal component, or if travel begins in the middle of the day.

| | |
|----------------------|-------------|
| Incidental Allowance | \$17.50 CAD |
|----------------------|-------------|

Private Accommodation Rates

| | |
|---------------------------------|-------------|
| Private Accommodation Allowance | \$50.00 CAD |
|---------------------------------|-------------|

Use of Personally Owned Vehicle

- The CRA travel guidelines will be used for personal vehicle mileage while on Chinook business/trips.
- Note: Multiply miles by 1.609 to convert to kilometers.
- This allowance is intended to cover all automobile operating costs, including gasoline, insurance, repairs, and maintenance.

CHINOOK COMFOR LTD.
PROPERTY INFORMATION MANAGEMENT POLICY 2018-11
Updated and Approved January 10, 2023

PURPOSE

To provide guidance to the Board and Management of Chinook Comfor Ltd. on:

- Use of CCF identification;
- Define property; and
- Responsibility of the Directors.

DEFINITIONS

Property

For the purposes of this section, property is defined as equipment, material, processes, effects, land, buildings, and grounds.

CCF Identification

The Company's name, logo, or letterhead may not be used for any purpose other than the official business of the Company and by authorized personnel only.

Business cards are only to be used for Chinook Comfor Limited business. The President and Operations Manager will be issued business cards.

Responsibility of the Director

Preserving and safeguarding the Company's property is the responsibility of each director.

Equipment, materials and supplies that are purchased with Company funds, or otherwise obtained by the Company, are the property of the Company and must be used only in the interest of the Company and must be protected from misuse, theft or damage.

iPad and Laptop Computer

iPads and Laptop Computers remain the property of Chinook Comfor Limited and are meant to be remain with each director if they remain on the board.

If the iPad or Laptop Computer is lost or stolen, or if the Director fails to return the device when requested to do so, the device will be remotely wiped of all data.

**CHINOOK COMFOR LTD.
DISCIPLINE POLICY 2018-12
Updated and Approved January 10, 2023**

Reference: Workers Compensation Act, Section 116 General Duties of Workers and
Section 117 General Duties of Supervisors
(see also G-D3-116 Orders to Workers)

All employees (including managers and supervisors) are expected to behave in a respectful manner.

If discipline is needed, or after coaching or education was unsuccessful, a system of progressive steps will be applied. Our expectation is that the employee's performance, behaviour, or conduct will change to acceptable standards in the early stages of the process.

Managers and supervisors will record all instances where progressive discipline steps have been used.

All records, or copies of records, will be filed in a worker's file located. Discipline records are confidential. A worker is allowed to see their discipline record.

Progressive Discipline

Step 1 – *Verbal Warning*

Step 2 – *Documented Warning* and Letter of Reprimand and/or suspension

Step 3 – *Termination*

Serious Infractions

Some infractions are of such a serious nature that a single incident may be grounds for immediate termination. Examples are:

- Falsification of employment applications, production reports, timesheets, or other records.
- Being under the influence of intoxicants or narcotics on the job.

- Theft of property.
- Causing damage to employee, company, client or contractor property or reputation.
- Engaging in conduct that endangers fellow employees.
- Gross insubordination.
- Major safety violations.
- Flagrant violations of the law or regulation.

A copy of this policy will be [posted in the shop] and given to each employee during their orientation.

This policy will be reviewed periodically, and any changes will be communicated to all employees.

APPENDIX 1

CODE OF CONDUCT FOR DIRECTORS, OFFICERS, EMPLOYEES, CONTRACTORS, 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, contractors and volunteers of Chinook Community Forest (the "Corporation"). 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 shall review this Policy annually.

General Duties of Care

Each Director, Officer, employee, contractor or volunteer of the Corporation shall exercise the power and discharge the duties of his/her office honestly, in good faith, and in the best interests of the Corporation, 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 Corporation.

Confidentiality

All records, reports and plans are private and confidential.

Each Director, Officer, employee, contractor or volunteer must use utmost care and discretion in the handling of confidential information 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 Corporation, or associates.

Any and all information regarding the Corporation and the shareholder, acquired by Directors, Officers, employees or contractors in their capacity with the Corporation is private and constitutes confidential data and must not be used for any reason except for the conduct of Corporation 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.

Conflicts of Interest

Conflict of interest has three categories:

- Actual conflict of interest means any action, decision, or recommendation by someone acting for the corporation, which results in the opportunity to further their private interest(s)
- Potential conflict of interest means a private interest could influence an action, decision, or recommendation of someone acting for the corporation
- Perceived conflict of interest means that a conflict of interest might appear to exist to a “reasonable” member of the public, with regards to a private interest, and an action, decision, or recommendation of someone acting for the corporation

Each and every Director, Officer, employee, contractor or volunteer has an obligation of loyalty to the Corporation and should subordinate his/her personal interest when they conflict with or threaten to conflict with the best interests of the Corporation.

Each and every Director, officer, employee, contractors or volunteer of the Corporation shall declare all actual or potential material conflicts that may arise between their duty to the Corporation and their personal obligations, other fiduciary duties or fiscal interests (direct or indirect).

A Director, Officer, employee, contractor or volunteer should not engage directly or indirectly, as a Director, Officer, employee, contractor, consultant, partner, agent or major shareholder in any business or undertaking that competes with, does business with or seeks to do business with the Corporation 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 the Corporate Governance Committee and will be transacted in accordance with legislated requirements.

To avoid conflicts of interest, the Directors, Officers, employees, contractors 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.

With regard to the management of an actual, potential or perceived conflict, the Governance Committee will, if necessary, undertake an investigation, and may seek an opinion from a lawyer. The issue will then be brought back to the Board for discussion, and a decision, which may include restrictions on the Director's Board participation.

Accepting Gifts and Entertainment

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

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

When dealing with public officials whose responsibilities include the business of the Corporation, 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 Corporation. 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 Corporation. 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, contractors and volunteers to report to the Corporation, through the proper channels, their awareness of any situation which might adversely affect the reputation of the Corporation. 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, contractors or volunteer.

APPENDIX 2

CORPORATE GOVERNANCE COMMITTEE TERMS OF REFERENCE STANDING COMMITTEE

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 and is a standing committee.

Meetings and Procedures

The Corporate Governance Committee shall meet, as it deems necessary, but not less than twice annually. The time and location of meetings of the Corporate Governance Committee and procedures to be followed at such meeting shall be determined from time to time 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, an agenda will be circulated prior to the meeting.

A quorum shall be a majority of the Committee.

Functions and Responsibilities

The Corporate Governance Committee, to the extent and when considered necessary, will:

- a) Review the written policies of the Corporation and other corporate documents on an annual basis;
- b) Review any oral or written reports made by any person respecting issues relating to the department of a Director, Officer, employee, contractor or volunteer or business practices of the Corporation;
- c) Review and assess management programs and policies;
- d) Review with the Board of Directors and management and, if necessary legal counsel, any significant litigation, claim or contingency which could have a material effect on the financial position of the Corporation or reputation of the Corporation;
- e) Review and discuss with the Board of Directors and management the appropriateness of all policies or changes thereto;
- f) Report on the Corporate Governance Committee's activities, findings and recommendations to the Board of Directors as the Committee deems advisable;

- g) Review from time to time the mandate of the Corporate Governance Committee and recommend any amendments to the Board of Directors as deemed necessary.

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 Corporation reflect the current highest standards of corporate behaviour.

Specifically, that a system is in place that provides for the integrity of financial data, the adequacy of internal controls, adherence to sound business practices, and the ethical deportment of Directors, Officers, employees, contractors, and volunteers.

Reporting

The Corporate Governance Committee will meet as appropriate, at the call of the Chair. A report of the committee meeting's deliberations, decisions, and/or actions will be provided to the Board of Directors at its monthly Board meeting. Committees will then submit committee meeting minutes that include the date, location, and attendance to the General Manager for filing.

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

OPERATIONS COMMITTEE TERMS OF REFERENCE STANDING COMMITTEE

Composition and Resources

The Operations Committee will consist of three Directors whom should have broad forestry knowledge, one of which will be the President or Vice-President of the Board. The Operations Committee is a standing committee and will work with the General Manager to provide local knowledge and recommendations on all matters of forest harvesting and operations with respect to the licence and the community forest land base. When a Board Director sits on the Operations Committee, they are participating only as an advisor, not a Director providing expert advice to the General Manager on forest development, harvesting and marketing.

Committee Membership

Directors of the Board and may also include other volunteers from the community.

Meetings and Procedures

The Operations Committee shall meet, as it deems necessary. The time and location of meetings of the Operations Committee and procedures to be followed at such meetings shall be determined from time to time by the Operations Committee. The General Manager will chair the committee. The General Manager is responsible to call regular meetings and prepare appropriate draft materials for the Committees consideration.

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

Whenever possible, an agenda, reports, and minutes will be circulated prior to the meeting.

A quorum shall be the majority of the Operations committee.

The Operations Committee, formed by a resolution of the Board of Directors, will act as an advisory committee to the General Manager. The intent of the Operations Committee is to broaden the knowledge base of the Chinook Comfor's forestry operations.

Purpose and Authority

The Operations Committee is only an advisory Committee and has no authority. The Committee members will:

- Share their knowledge of Chinook Comfor operating area and local contracting capacity including, but not limited to, the local knowledge of forest development, market opportunities, harvesting, existing roads and bridge infrastructure, access, trapping, non-timber forest resources and recreation activities.
- Address issues as requested by the Board.
- Work collaboratively with the members of the group and respect the organizational code of conduct.
- Remember that their role is advisory only and will respect the authority of the General Manager for final decision making.
- Always respect the Conflict of Interest Policy and avoid actual, potential, and perceived conflict.
- Prioritize the best interest of the community and the long-term viability and sustainability of the Chinook Comfor in discussions and recommendations.

Reporting

The Chair of the Operations Committee will report to the Board of Directors.

The Operations Committee will meet as appropriate, at the call of the Chair. A report of the committee meeting's deliberations, decisions, and/or actions will be provided to the Board of Directors at its Board Meeting. Committees will then submit committee meeting minutes that include the date, location, and attendance to the General Manager for filing.

Accountability

At each Board meeting, the Operations Committee Chair will report and make recommendations to the Board of any areas that require strengthening.

APPENDIX 4

EXECUTIVE COMMITTEE TERMS OF REFERENCE STANDING COMMITTEE

Composition and Resources

The Executive Committee of the Board is a standing committee and shall consist of the President, the Vice-President, the Secretary and the Treasurer. The President of the Board of Directors shall be the Chair of the Committee.

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

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, no extra power, but will be used as an advisory committee to the rest of the Board. Extra powers, if any, may be set out in the enabling resolution or any subsequent resolution.

Reporting

The Executive Committee will meet as appropriate, at the call of the Chair. A report of the committee meeting's deliberations, decisions, and/or actions will be provided to the Board of Directors at its monthly Board Meeting. Committees will then submit committee meeting minutes that include the date, location, and attendance to the General Manager for filing.

Accountability

The Chair of the Executive Committee shall report directly to the Board of Directors.

APPENDIX 5

FINANCE COMMITTEE TERMS OF REFERENCE STANDING COMMITTEE

Committee Purpose

The Finance Committee is a standing committee of the Board of the Chinook Comfor. The Finance Committee, chaired by the Treasurer, will work with the General Manager to prepare a draft budget. The Finance Committee members do not make decisions on policy, only recommendations to the Board who has decision making responsibility.

Committee Membership

There will be a minimum of three Directors on the Finance Committee, with the Treasurer as Chair. The General Manager will participate in all meetings of the Committee unless directed otherwise.

Functions and Responsibilities

Committee members will:

- Review a draft budget prepared by the General Manager and revise as needed.
- Present the budget to the Board for annual approval.
- Monitor the budget throughout the year through quarterly reports prepared by the General Manager and present the reports to the Board.
- Review the draft year end reports and present to the Board.
- Address issues as requested by the Board.
- Work collaboratively with the members of the group and follow the organizational code of conduct.
- Remember that their role is advisory only and will respect the authority of the Board for final decision making.
- Always respect the Chinook Comfor Conflict of Interest Policy and avoid actual, potential, and perceived conflict.
- Prioritize the best interests of the community and the long-term viability and sustainability of the Chinook Comfor in discussions and recommendations.

Purpose and Authority

- The committee is chaired by the Treasurer of the Chinook Comfor Board. The chair is responsible to call regular meetings and prepare appropriate draft materials for Committee consideration.
- The Committee makes recommendations to the Board who is then responsible to make final decisions on all matters of budgeting.

Reporting

The Finance Committee will meet as appropriate, at the call of the Chair. A report of the committee meeting's deliberations, decisions, and/or actions will be provided to the Board of Directors at its monthly Board meeting. Committees will then submit committee meeting minutes that include the date, location, and attendance to the General Manager for filing.

Accountability

The Chair of the Finance Committee shall report directly to the Board of Directors.

APPENDIX 6

DONATION FUND COMMITTEE TERMS OF REFERENCE STANDING COMMITTEE

Purpose

The purpose of the Donation Fund Assessment Committee ("the Committee") is to review applications for funding and is a Standing Committee.

Composition

1. The Committee shall be comprised of three members of the Board.
2. Each year, the Committee shall elect a Chair from its members.
3. A quorum shall be two 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.

Duties and Responsibilities

The Committee will undertake the following:

- Decide on qualifying applicant and inform Board of decisions.
- Review each application to determine if applicant meets policy criteria.
- Management will direct clerical staff to contact by letter both successful and unsuccessful applicants and execute the Contribution Agreement for any donations by CCF over \$5,000.
- Management will perform other duties as required in the granting procedure such as visits to the sites, making sure that Chinook receives documented recognition, and that reports are filed.
- Choose to include the entire Board of Directors at any time in decision making.

Meetings & Procedures

1. The Committee shall meet when the manager and/or chair of committee call a meeting to review applications as they come in.
2. The Committee Chair and/or manager shall:
 - a. prepare the agenda for Committee meetings;

- b. transmit Committee recommendations to the Board and to management;
3. 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 Board.

Reporting

The Donation Fund Committee will meet as necessary. A report of the committee meeting's deliberations, decisions, and/or actions will be provided to the Board of Directors at the next Board Meeting. Committees will then submit committee meeting minutes that include the date, location, and attendance to the General Manager for filing.

Accountability

The Chair of the Donation Fund Committee shall report directly to the Board of Directors.

APPENDIX 7

GENERAL MANAGER HIRING COMMITTEE TERMS OF REFERENCE SPECIAL COMMITTEE

COMMITTEE PURPOSE

The GM Hiring Committee is a special committee set up to conduct the process to hire a new General Manager (GM). The Committee will review applications received, conduct a rigorous analysis of all candidates, and make a recommendation of the best candidate to the Board of the Chinook Comfor who has decision-making responsibility.

Committee Membership

Any Chinook Comfor Director may sit on the GM Hiring Committee. The GM Hiring Committee may also include other volunteers from the community or from industry, as selected by the Board.

Responsibilities

Committee members will:

- Submit advertisements
- Review the applications
- Determine a short list of candidates to be interviewed
- Develop an interview format, interview questions and an interview rating tool to assess candidates fairly
- Conduct interviews with the short-listed candidates
- Make a recommendation on GM hiring
- Prioritize the best interests of the community and the long-term viability and sustainability of the Chinook Comfor in discussions and recommendations

Authority

The Board will appoint the committee chair. The chair is responsible to call meetings and prepare appropriate draft materials for Committee consideration. The Committee makes recommendations to the Board who is then responsible to make the final decision on the GM hiring.

APPENDIX 8

DUTIES OF PRESIDENT OF THE BOARD

Appointment: The President is an Officer of the Board that is appointed by the Directors.

Reports To: The President maintains open communication with the Shareholders and management and reports to the Board of Directors.

Function: The President's primary roles include ensuring that the Board functions properly, that it meets its obligations and responsibilities, that the Board fulfills its mandate and that its organization and mechanisms are in place and are working effectively.

The President also:

1. Implements the strategic goals and objectives of the organization.
2. Enables the Board to fulfil its governance function.
3. Gives direction and leadership towards the Corporation's philosophy, mission, strategy and goals and objectives.

Key Responsibilities:

1. Responsible for overall management of the Corporation and specifically for achieving the objectives set out in the Mission Statement and the approved Corporate Plan.
2. Prepares Corporate Plan and submits to the Board of Directors for approval.
3. Responsible for all financial activities of the Corporation, including capital and operating forecasts, financial statement preparation and presentation, taxation, banking and stakeholder relations.
4. Responsible for compliance, legal matters, government reporting and Corporation records.
5. Responsible for insurance and risk management.
6. Provides leadership to the Board with respect to its functions as described in the Board's written mandate and as otherwise may be appropriate.
7. Chairs meetings of the Corporation's Board and public meetings.
8. Ensures that the Board meets on a regular basis.
9. Establishes a calendar for holding meetings of the Board and public meetings and sets the

agendas for those meetings.

10. Coordinates the schedule of meetings of Committees with the Committee Chairs.
11. Ensures that agenda items for all Board, Committee, and public meetings are ready for presentation and that adequate information is distributed to Directors in advance of such meetings so that Directors may properly inform themselves on matters to be considered.
12. Acts as liaison and maintains communication with all Directors and Committee Chairs to optimize and co-ordinate input from Directors, and to optimize effectiveness of the Board and Board Committees.
13. Ensures that the Board receives adequate and regular updates from management on all issues important to the welfare and future of the Corporation.
14. Represents the Corporation at senior levels of industry or government to promote specific corporate objectives.
15. Is the spokesperson or assigns a designate for the Corporation.
16. Ensures that he/she and the Board follow the governance model under which it has agreed to operate.
17. Act as a signing Officer for the Board.
18. Act as a mentor to the Vice President.

APPENDIX 9

DUTIES OF VICE -PRESIDENT OF THE BOARD

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|--------------|---|
| Appointment: | The Vice President is an Officer of the Board that is appointed by the Directors. |
| Reports To: | The Vice President reports to the Board of Directors. |
| Function: | The Vice President's primary role is to act in the absence of the President. |

Key Responsibilities:

1. Learns the duties of the President and keeps informed on key issues.
2. Works closely as a consultant and advisor to the President.
3. Prepares to serve a future term as President.
4. Chairs at least one major committee.
5. Orients the new Vice-President.
6. Acts as a signing officer of the Board.

APPENDIX 10

DUTIES OF THE SECRETARY OF THE BOARD

Appointment: The Secretary is an Officer of the Board and is appointed by the Directors.

Reports To: The Secretary reports to the Board of Directors.

Function: The Secretary's primary role is to ensure that following key responsibilities are met.

Key Responsibilities:

1. Keep accurate minutes of meetings, including recording all motions and decisions of meetings.
2. Distribute copies of minutes to Board Members promptly after meetings.
3. Sign official documents of the organization as required.
4. Make sure that there is a quorum at Board meetings.
5. In the absence of the President and Vice-President, chair Board meetings until the election of an alternate President.
6. Orient the new Secretary.
7. Acts as a signing officer of the Board.

APPENDIX 11

DUTIES OF THE TREASURER OF THE BOARD

Appointment: The Treasurer is an Officer of the Board and is appointed by the Directors.

Reports To: The Treasurer reports to the Board of Directors.

Function: The Treasurer's primary role is to Chair the Finance Committee

Key Responsibilities:

1. To Chair the Finance Committee.
2. Has cheque signing and expenditure authority.
3. Acts as a signing officer of the Board.

APPENDIX 12

DUTIES OF THE GENERAL MANAGER

Reports to: The Board

Function: Responsible for all operational aspects including managing, harvesting and marketing of timber for the Corporation.

Key responsibilities:

1. Prepare annual plan of operations including budgets, feasibility studies and reports for approval by the Board of Directors.
2. Prepares annual Operations Plan.
3. On a monthly basis, prepares and presents detailed written operations report that will be an addendum to the board minutes.
4. Plan and direct the operational activities of the Corporation.
5. Arrange for sale of logs to maximize profitability.
6. Liaise with Ministry of Forests, Lands and Natural Resource Operations and Rural Development and other agencies to maximize effective forest management.
7. Responsible for ensuring best practices are maintained regarding forest security and fire protection.
8. Responsible for staff and forestry contractors.
9. Responsible for environmental issues.
10. Supervises Administrative Assistant.
11. Maintain corporate record books and ensure records are current and safeguarded.
12. Prepare documentation for Annual Reports and Annual General Meetings.
13. Submit appropriate and necessary filings at the Corporate Registry.
14. Submit a daily log of activities, location of activity, kilometers traveled, and hours spent on each activity with monthly invoicing.

APPENDIX 13

DUTIES OF EXECUTIVE ASSISTANT

Reports to: General Manager

Function: Ensures the efficient day-to-day operation of the office and supports the work of management and Directors.

Key responsibilities:

1. Reception

- a. Answer general phone inquiries using a professional and courteous manner.
- b. Direct phone inquiries to the appropriate staff members.
- c. Reply to general information requests with the accurate information.
- d. Greet clients/suppliers/visitors to the organization in a professional and friendly manner.

2. Office Administration

- a. Sort incoming mail, and courier deliveries.
- b. Prepare and send outgoing mail and courier parcels.
- c. Purchase, receive, and store the office supplies ensuring that basic supplies are always available.
- d. Code and file material according to the established procedures.
- e. Back-up electronic files using proper procedures.
- f. Provide secretarial and administrative support to management.
- g. Make travel, meeting and other arrangements for staff.
- h. Coordinate the maintenance of office equipment.

3. Assist with Financial Management

- a. Prepare invoices and process accounts receivable ensuring timeliness and appropriate backup.
- b. Process accounts payable ensuring timeliness and accuracy of information.
- c. Prepare and make bank deposits.
- d. Administer petty cash according to established procedures.
- e. Assist with financial reports as required.
- f. Month end duties as required, including bank reconciliation.
- g. Assist auditor during the year-end auditing process.

4. Provide Board and Committee Support

- a. With the President, prepare meeting agendas and supporting material for distribution.
- b. Ensure the timely distribution of material to the Board and/or Committee.
- c. Support the Board with meeting, travel, and other arrangements.
- d. Record and draft minutes of meetings for review by the Board of Directors. Create action list from meetings.

5. Corporate Website

- a. Ensure information available for public viewing is current.
- b. Ensure available links provided are functional.

APPENDIX 14

ORGANIZATION CHART

