

FORESTRY Policy Advisory Committee

Terms of Reference

1. Purpose

The purpose of the Forestry Public Advisory Committee (“the Committee”) is to provide advice and recommendations to the Board of Directors (“the Board”) on issues related to the Company’s policies and activities, with a particular focus on forest management, watershed, and ecological objectives.

2. Composition

1. The Committee shall be comprised of not less than three and not more than eight members, who shall be appointed for two year terms, by the Board.
2. Members shall be appointed that have acknowledged skills and/or experience in one or more of the following fields:
 - a. Watershed management
 - b. Forest management
 - c. Geotechnology
3. Each year, the Committee shall elect a Chair from its members. In addition, a Vice-Chair may be elected at the discretion of the Committee.
4. Members may be reappointed for not more than three consecutive terms (a total of 6 years.) The Chair and Vice-Chair can be appointed for a maximum of three consecutive one year terms.
5. The Board shall appoint one director to be the primary liaison for the Committee (the “Liaison Director”.) Such person will act as the point of contact for the Committee and, to the extent practical, will attend Committee meetings. The Chair of the Board is an ex-officio member of the Committee.
6. A quorum shall be fifty per cent of 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 or fax to the Committee members for their endorsement.
7. A person ceases to be a member of the Committee
 - a. by delivering his or her resignation in writing to the Chair
 - b. on being expelled, or
 - c. on having missed 3 consecutive meetings without appropriate reasons, as determined by the Chair in consultation with the Liaison Director and/or Chair of the Board.

3. Duties and Responsibilities

Subject to the duties and responsibilities of the Board, the Committee will undertake the following:

A. Policies

Review existing and proposed company policies as well as emerging industry and regulatory issues.

1. Provide advice and recommendations regarding proposed changes and additions.
2. The Committee will consider and comment on the following in reviewing proposed recommendations:
 - a. How do they align with the mandate and strategic priorities of the Company?
 - b. How do they reflect the principles of accountability, transparency, cost effectiveness and ease of use?
 - c. How will they impact the various stakeholders of the Company?
 - d. Have risks associated with the implementation of the recommendations been properly assessed and mitigated?

B. Standards

The Committee shall:

1. Confirm that Board policies and accepted professional standards have been complied with, in the operations of the Company.
2. Monitor the implementation of professional standards against approved performance objectives or other criteria the Committee considers appropriate and provide advice and recommendations to the Board with regard to:
 - a. The need for adjustments to address shortfalls
 - b. New matters that may require changes in the Company's standards

C. Other

The Committee shall:

1. Recommend to the Board any initiatives that the Committee feels may be warranted
2. At the request of the Board Chair or the Board, undertake such other initiatives as may be necessary or desirable to contribute to the success of the Company and report on these matters as required.
3. Avoid discussing operational issues, including tactics for implementing proposed recommendations. Implementation of Board adopted policies and other operational issues are the responsibility of management of the Company and should not be the focus of the Committee's deliberations.

Management will advise the Committee of any operational challenges if relevant in the context of policy recommendations.

4. Meetings & Procedures

1. The Committee shall meet at least four times each year and more often at the request of the Committee Chair or the Liaison Director.
2. Meetings will be open to the public and media to observe procedures and deliberations and will be conducted pursuant to Roberts Rules of Order
3. Upon request of the Committee, management will arrange for operations staff and other professionals, as warranted, to attend Committee meetings.
4. The Company will provide administrative support to the Committee.
5. The Committee Chair, in collaboration with the Liaison Director, shall:
 - a. prepare the agenda for Committee meetings
 - b. transmit Committee recommendations, including Committee meeting minutes, to the Board; and
 - c. report to the Board on the activities and recommendations of the Committee. Note that the Board must be advised of all recommendations ratified by the majority of the Committee. Also, at the request of a Committee member, a dissenting or contrary view to that being recommended must be documented and provided to the Board.
6. 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.
7. The Committee shall keep brief written records of its meetings and report its discussions to the Board by oral or written report as requested by the Board
8. In fulfilling its mandate, the Committee will have the authority to:
 - a. Request funding from the Company to carry out its duties
 - b. In consultation with the Liaison Director or the Chair of the Board of Directors, communicate directly with senior management of the Company
9. Minutes of the Committee meetings will be made available to the public, once they have been approved and adopted by the Committee.
10. As the Committee is an advisory body, it is inappropriate for any members to speak publicly in an official capacity, without the prior consent of the Chair of the Board.