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SECHELT COMMUNITY PROJECTS INC.

**CORPORATE
GOVERNANCE
POLICY**

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POLICY

Corporate Governance Philosophy

Sechelt Community Projects Inc. (the “Corporation”) shall be managed and directed in a manner that reflects the principles of integrity, open communication within the organization, teamwork, 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 shareholder 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, safeguard the assets of the Corporation and meet regulatory requirements.
- (b) Appointing, defining the duties and responsibilities of and assessing the performance of management.
- (c) Encouraging an appropriate strategic planning process.
- (d) Directing the democratic process within the Corporation, including recommendations regarding the election of Directors and the matter of director succession.
- (e) Responding or causing responses, as appropriate, to inquiries, requests or demands from regulatory agencies, the shareholder or other stakeholders.
- (f) Ensuring effective communication with the shareholder and other stakeholders.

Committees of the Board

- (a) The Board of Directors may establish, by resolution, committee as appropriate, to deal with items delegated to such committees.
- (b) For each committee so established a Terms of Reference will be developed. See Appendices 2 to 6.

- (c) Membership of committees shall consist of no fewer than three (3) directors, Committees will elect their own Chair from within their members.
- (d) Committees will meet as appropriate, at the call of the Chair. A timely report to the Board of Directors will be made after each committee meeting concerning the committee's deliberations, decisions and/or actions.

General Policy Guidelines

Laws, Regulations and Standards

At all times, the 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 on the basis of 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, shareholder, employees, volunteers, regulatory authorities, creditors, other companies and Sunshine Coast communities at large.
- (b) The Chair of the Board will be the designated spokesperson for the Corporation. In the absence of the Chair or his inability to act for any reason, the Vice-Chair shall be the designated spokesperson.
- (c) No other director or employee other than the designated spokesperson shall speak on behalf of the corporation. In all cases, employees 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 shareholder.

Access to Advice

- (a) Over time, Directors are expected to increase their understanding about Corporation operations through their exposure to issues and through ongoing training.
- (b) The Board and/or individual Directors may obtain independent consulting advice about any legal, risk management, accounting or other technical issue facing the Board of Directors or about their rights and responsibilities, at the expense of the 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, staff and volunteers conduct their business operations and which shall address confidentiality, restricted and related party transactions, conflicts of interest and other issues where high ethical standards are appropriate. (Appendix 1 contains the Corporation's Code of Conduct).
- (b) The Code of Conduct will be communicated within the organization annually. Every director, officer, employee and volunteer, part-time or full-time, will be provided with a copy of the Code of Conduct. They will be required to report in writing annually that they have read it, have understood it and agree to abide by it.

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 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 year.
- (c) The Board shall monitor actual business performance relative to the Corporate Plan, including the budget, on a regular basis. When a material unfavourable 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.
- (d) During the course of the year material changes to the plan will require specific Board approval as will any significant management actions or material expenditures not contemplated in the original plan. Such changes are to be communicated to the shareholder.

Reporting

- (a) The President will meet with the Operations staff as often as required, but at least weekly to receive reporting updates about operations relative to the Plan.
- (b) The Operations 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 one week prior to the board meeting for review by the Directors.
- (d) The Chairman shall report to the Shareholder at such times as requested by the Shareholder.
- (e) The Company's Annual General Meeting shall be open to the public.

Responsibility

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

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).

APPENDIX 1

CODE OF CONDUCT **FOR DIRECTORS, OFFICERS, EMPLOYEES AND VOLUNTEERS**

Purpose

The purpose of this Code of Conduct is to establish the rules governing the business and ethical conduct of the directors, officers, employees and volunteers of Sechelt Community Projects Inc. (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 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 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 or employees 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

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

A director, officer, employee or volunteer should not engage directly or indirectly, as a director, officer, employee, consultant, partner, agent or major shareholder in any business or undertaking that competes with, does business with or seeks to do business with 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 and volunteers must do more than merely act within the law. They must conduct their affairs in such a manner that their performance will at all times bear public scrutiny. The appearance of conflict of interest as well as the conflict itself must be avoided.

Accepting Gifts and Entertainment

No director, officer, employee or volunteer shall accept any gift, hospitality or favour offered or tendered by virtue of the official's position with the 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:

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

When dealing with public officials whose responsibilities include the business of the 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 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 or volunteer.

DECLARATION

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

I agree to abide by the terms of the Code of Conduct and SCPI Board Rules 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 Sechelt, in the Province of British Columbia, this day of , 20__.

In the presence of:

Signature of Witness

Signature of Director

Name of Witness (Printed)

Name of Director (Printed)

SCPI Board Rules

1. Each Director is obligated to act in the best interests of the Corporation. This may require a Director to subordinate other interests and responsibilities so as to be able to meet this obligation.
2. Prior to each meeting, each Director will have carefully and thoughtfully reviewed the complete agenda package and related documents.
3. Each Director is expected to attend all Board meetings or advise in advance if unable to attend.
4. Each Director raises their hand to be recognized by the Chair of the meeting. One Director speaks at a time. Directors are expected to listen to and respect the thoughts of other Board members.
5. All comments and questions are directed to the Chair, not to other Director(s) or to Staff.
6. Discussion at the Board table is intended to identify all major facts relating to an issue, and to work towards reaching consensus. Staff provide reports and supporting information to the Board outlining technical information pertinent to the decision making process.
7. All Directors are required to support all Board decisions, regardless of how they or others voted on any particular resolution.
8. All Directors will be 100% supportive of Staff outside the boardroom.
9. The Chair is the sole public spokesman for the Corporation. It is likely the Chair will request the Operations Manager to speak on behalf of the Corporation on operational matters.
10. Minutes of open board meetings shall be published. All Board discussions, votes and documents are strictly confidential and shall not be released to third parties, including our shareholder, unless such release is specifically approved by Board resolution.
11. Directors who cannot abide by the rules, policies and decisions of the Board should reconsider their ability to serve on the Board. In such instances, the Board may seek to have the director removed.

APPENDIX 2**CORPORATE GOVERNANCE COMMITTEE**
TERMS OF REFERENCE**Composition and Resources**

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

Meetings and Procedures

The Corporate Governance Committee shall meet, 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, seven (7) days notice, in writing, shall be circulated to members of the Corporate Governance Committee. Whenever possible, an Agenda and required reports shall be circulated in advance of the meeting. Minutes of every meeting shall be recorded and circulated to the Corporate Governance Committee and the Board.

A quorum shall be two (2) Committee members.

Purpose and Authority

The Corporate Governance Committee will ensure that the written policies of the Board of Directors respecting the role and functions of the Board of Directors and the framework for the overall governance, guidance and direction of the 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 and volunteers.

Accountability

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

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.

APPENDIX 3

NOMINATIONS COMMITTEE TERMS OF REFERENCE

Composition and Resources

The Chair of the Board shall appoint a Nominations Committee consisting of three Directors.

Meetings and Procedures

The Nominations Committee shall meet as necessary to fulfill its responsibilities, but not less than annually prior to the Annual General Meeting at which appointments are to be made.

A quorum shall be a majority of the Nominations Committee. Meetings may be called by the Chair or a majority of the Nominations Committee and whenever possible seven (7) days notice, in writing, shall be circulated to the members of the Nominations Committee. Whenever possible, an agenda and required reports shall be circulated in advance of the meeting. Minutes of every meeting shall be recorded and circulated to the Board of Directors.

Purpose and Authority

The Nominations Committee is authorized to receive nominations and to identify and nominate qualified candidates for all positions on the Board of Directors. The Nominations Committee must set forth at least a minimum number of candidates required to fill vacant directorships or directorships becoming vacant. The Nominations Committee is responsible for evaluating candidates to ensure the proposition of high caliber individuals who are familiar with Directors responsibilities and who subscribe to the Board's code of conduct. See Appendix 1.

Accountability

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

Functions and Responsibilities

The Nominations Committee shall:

- Develop criteria for evaluation of candidates including:
 - Consider skills and experience necessary to provide the Board with the best possible combination of capabilities and resources.
 - Consider geographic representation from all communities served by the Company.
- Receive nominations of potential candidates
- Actively recruit potential candidates
- Interview and screen qualified candidates

- Recommend to the Board of Directors qualified candidates to fill vacancies throughout the year
- Review and recommend to the Board of Directors changes in policy and procedures related to the nomination and approval of Directors
- Formally report its recommendations to the Board prior to each Annual General Meeting of the Company. (The Board may request the Nominating Committee to meet with the Shareholder to present the proposed candidates for appointment to the Board.)

Director Selection Process

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

1. At least annually, review the skills and experience to ensure the board continues to have the required key skills and experience. See “Key Skills & Experience Profile” attached.
2. Assess key skills and experience that is lacking in the current board and necessary to strengthen the existing Board of Directors.
3. Gather recommended names of potential Director candidates from existing Directors, Company Management and the Shareholder.
4. Consider placing advertisements in local newspapers to invite potential candidates to apply to become a Company Director.
5. Gather CV’s for all potential Director candidates.
6. Review key skills and experience of each candidate and prioritize the best candidates.
7. Interview the candidates that appear to provide the best skills and experience and recommend those candidates to the Board of Directors for their review and possible approval.
8. Ensure each candidate interviewed is given a copy of “Expectations & Commitments of SCPI Board Members” to read, and that they understand and agree to comply with the terms therein. See attachment.
9. Upon approval by the Board, the recommended candidates shall be presented to the Shareholder for their consideration, including analysis of the reasons and supporting evidence for the nominations, and subsequent appointment to the Board.
10. If the Shareholder decides to withhold one or more of the recommended appointments, the Committee will recommence the selection process until the required number of Directors are appointed.

SKILLS AND EXPERIENCE PROFILE

Appointments to the Board of Directors of Sechelt Community Projects Inc. (SCPI) will be guided by the following selection criteria:

Statutory Qualifications:

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

- Is not an employee or an officer, other than the President, of SCPI or of the Shareholder;
- Does not hold elected public office of any type.

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

Personal Attributes:

All directors should possess the following personal attributes:

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

Core Competencies:

All Directors should possess the following core competencies:

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

KEY SKILLS & EXPERIENCE

The composition of the Board of Directors should reflect the diversity of the people within our Community. As a whole, the Board should possess the following skills and experience, while individual Directors must possess more than one.

1. **Leadership** – experience at a senior level managing the operations of a small to medium commercial or non-profit entity.
2. **Business** – experience in operating a business in British Columbia
3. **Board Experience** – previous experience as a member of a Board of Directors of a commercial or non-profit entity.
4. **Accounting and Finance** – accounting and financial expertise.
5. **Legal** – a law degree or experience in managing legal issues of a commercial nature.
6. **Forestry** – knowledge and experience in addressing forestry issues in BC, including environmental and safety issues.
7. **Communications** – experience in developing and/or leading communications programs.
8. **Regulatory** – experience working in or significant knowledge of the issues associated with, a commercial entity regulated by statute.
9. **Community and Aboriginal Relations** – experience in leading consultation processes with local governments and/or aboriginal interests in BC.
10. **Non-timber Resource Knowledge** – experience and knowledge of non-timber resource activities such as recreation, bio-diversity and environmental sustainability.

EXPECTATIONS & COMMITMENTS

1. Directors are required, at all times, to act in the best interests of SCPI.
2. Directors must bring some needed expertise to the Board.
3. Directors are expected to listen to and respect the thoughts of other Board members.
4. Directors must respect the decisions/conclusions of the majority.
5. Directors must
 - a. Be supportive of logging and other forestry activities;
 - b. Have an interest in both the timber and non-timber activities of the Community Forest;
 - c. Support the use of the Community Forest for educational and recreational uses;
 - d. Be committed to promoting innovative, value-added opportunities of the Community Forest in the local community;
 - e. Be interested in expanding the benefits provided by the Community Forest to the local community.
6. Directors are expected to attend all Board meetings. Missing three meetings in a twelve month period is grounds for their removal by the board.

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

APPENDIX 4

EXECUTIVE COMMITTEE TERMS OF REFERENCE

Composition and Resources

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

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

Meetings and Procedures

The Executive Committee shall meet, as it deems necessary. The time and location of meetings of the Executive Committee and procedures to be followed at such 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, three (3) days notice, in writing, shall be circulated to the members of the Executive Committee. Whenever possible, an agenda and required reports shall be circulated in advance of the meeting. Minutes of every meeting shall be recorded and circulated to the Executive Committee and the Board of Directors. Reports on which the Executive Committee has based its decisions shall be circulated to the Board.

A quorum shall be a majority of the Committee.

Purpose and Authority

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

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

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

Accountability

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

APPENDIX 5

AUDIT COMMITTEE TERMS OF REFERENCE

Composition and Resources

The Board of Directors of Sechelt Community Projects Inc. (SCPI) shall annually appoint an Audit Committee consisting of three persons at the first meeting of the Board following each Annual General Meeting. The majority of the committee members cannot be comprised of Table Officers.

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

Meetings and Procedures

The Committee shall meet, as it deems necessary, but not less than twice annually (pre and post audit). The time and location of meetings of the Committee and procedures to be followed at such meeting shall be determined from time to time by the Audit Committee. A meeting may be called upon the request of the Chairperson, any member of the Committee, a member of the Board of Directors, or the auditors, if and when deemed necessary. Whenever possible, seven days notice, in writing, shall be circulated to members of the Committee and the audit firm. Whenever possible, an Agenda and required reports shall be circulated in advance of the meeting. Minutes of every meeting shall be recorded and circulated to the Committee and the Board of Directors.

A quorum shall be two Committee members.

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

Accountability

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

Purpose and Authority

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

The Committee shall ensure compliance with financial and accounting policies. For purposes of

performing its duties, the Audit Committee shall have the right at all reasonable times to inspect all the books and records of SCPI and to discuss with management, the officers and audit firm such information and matters relating to the financial position of SCPI as it deems necessary. The Committee may, at its discretion, require the attendance at any of its meetings of the auditor and contract manager. The Audit Committee may make recommendations to the Board of directors on any matters pertaining to audit or internal controls.

Functions and Responsibilities

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

- review the audit engagement letter, audit plans, timing and scope of audit identifying special areas of concern to the auditor
- review any oral or written reports made by the auditor, meeting with the auditor when requested to do so by the Auditor
- review the contents of management's representation letter to the auditor
- review the annual audit report and audited financial statements with the auditor prior to their presentation and approval by the Board of Directors
- review reports prepared by the auditor and the response or determination of management with respect to any findings or recommendations
- review all financial information issued by SCPI prior to publication in an annual report
- review and assess management programs and policies regarding the adequacy and effectiveness of internal controls over the accounting and financial reporting and other systems with SCPI
- review all recommendations of the auditor and, where appropriate, recommend or ascertain that necessary corrective actions have been taken
- review with management, the auditor and, if necessary, legal counsel any significant litigation, claim or contingency which could have a material effect on the financial position of SCPI
- review and discuss with external auditors and management the appropriateness of accounting policies or changes thereto
- report on the Audit Committee's activities, findings and recommendations to the Board of Directors as the Committee deems advisable
- assess the auditor's' performance within the framework of established policy and review annual audit fees in the context of the plan and scope of the audit
- annually review the committee terms of reference and make recommendations for change, if any, to the Board of Directors

APPENDIX 6**SCCF LEGACY FUND ASSESSMENT COMMITTEE TERMS OF REFERENCE****Purpose**

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

Composition

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

Duties and Responsibilities

The Committee will undertake the following:

1. Provide recommendations to the Shareholder after careful consideration of applications based on the established criteria.
2. Notify successful and unsuccessful applicants in writing after approval of recommendations by the Shareholder

Meetings & Procedures

1. The Committee shall meet at least four times each year and more often at the request of the Committee Chair.
2. Meetings will be conducted pursuant to Roberts Rules of Order.
3. Sechelt Community Projects Inc. will provide administrative support to the Committee.
4. The Committee Chair shall:
 - a. prepare the agenda for Committee meetings;
 - b. transmit Committee recommendations to the Shareholder and the SCCF Board;
5. Annually, the Committee shall review and assess these Terms of Reference and the Committee's performance and report on its assessment and any recommendations for change, to the SCCF Board and to the Shareholder.
6. The Committee shall keep brief written records of its meetings.
7. As the Committee is an advisory body, it is inappropriate for any members to speak publicly in an official capacity, without the prior consent of the Chair of the Committee.
8. Committee members shall be bound by the Codes of Conduct of their respective organizations.

APPENDIX 7**DUTIES OF CHAIR OF THE BOARD**

Appointment: The Chair is a director of the Corporation who is elected by the Directors.

Reports To: The Chair maintains open communication with the Shareholder and management.

Function: The Chair'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.

Key Responsibilities:

1. Provides leadership to the Board with respect to its functions as described in the Board's written mandate and as otherwise may be appropriate.
2. Chairs meetings of the Corporation's Board and public meetings.
3. Ensures that the Board meets on a regular basis and at least quarterly.
4. Establishes a calendar for holding meetings of and sets the agendas for the meetings of the Board and public meetings.
5. Coordinates the schedule of meetings of Committees with the Committee Chairs.
6. 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.
7. 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.
8. Ensures that the Board receives adequate and regular updates from management on all issues important to the welfare and future of the Corporation.
9. Represents the Corporation at senior levels of industry or government to promote specific corporate objectives.
10. Is the spokesperson for the Corporation.

APPENDIX 8

DUTIES OF THE PRESIDENT

Appointment: The President is an Officer of the Corporation who is appointed by the Directors.

Reports To: Board of Directors.

Functions:

1. To implement the strategic goals and objectives of the organization.
2. Enable the Board to fulfill its governance function.
3. To give direction and leadership toward the achievement of the Corporation's philosophy, mission, strategy, and its 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.

APPENDIX 9

DUTIES OF THE OPERATIONS MANAGER

Reports to: The President

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. Plan and direct the operational activities of the Corporation.
3. Arrange for sale of logs to maximize profitability.
4. Liaise with Ministry of Forests, Lands and Natural Resource Operations and other agencies to maximize effective forest management.
5. Responsible for forest security and fire protection.
6. Responsible for staff and forestry contractors.
7. Responsible for environmental issues.
8. Supervise Administrator.
9. Provide liaison between Public Advisory Committees and Board of Directors.

APPENDIX 10**DUTIES OF ADMINISTRATOR**

Reports to: Operations 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. Maintain current log production records including Ministry of Forests Harvest Billing System, Richmond Systems log listings, contractor production reconciliation

- h. Assist auditor during the year-end auditing process

4. Provide Board and Committee Support

- a. With the Chair, 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 Chairman
- e. Create action list for from meetings

5. Corporate Records

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

6. Corporate Website. Maintain registrar and geo-host accounts in good standing

- b. Utilize Directors' page to provide meeting and event information to the Board
- c. Ensure information available for public viewing is current
- d. Ensure available links provided are functional

APPENDIX 11

ORGANIZATION CHART

