

**COMFOR MANAGEMENT SERVICES LTD.**

**POLICY 2007 - 07  
MANAGEMENT AND OPERATIONS**

**Policy Title: Management and Operations**

**Policy Number: 2007- 07**

**Date of Adoption: February 26, 2007**

WHEREAS it is the desire of the board of directors that ComFor Management Services Ltd. be operated in a manner that is both efficient and in keeping with the Village of Burns Lake's original Community Forest Proposal;

AND WHEREAS efficient, consistent management and operation of the companies requires that company directors and staff understand their respective roles and responsibilities, and work together as a team;

AND WHEREAS the best way to ensure that both board members and staff understand their roles is to establish a policy clearly outlining same;

THEREFORE BE IT RESOLVED THAT the following be established as the Management & Operations Policy of ComFor Management Services Ltd.:

**1. ROLE OF BOARD OF DIRECTORS**

In addition to its responsibilities and powers as outlined in the Company's Articles of Incorporation, the board of directors for ComFor Management Services Ltd. is responsible for:

- (a) Setting general corporate goals that are, whenever possible, consistent with the Village of Burns Lake Community Forest Proposal, Burns Lake Community Forest Ltd.'s Mission Statement & Emerging Strategy, and existing corporate policies;
- (b) Establishing policies governing board and corporate operations that
  - (i) Will facilitate achievement of corporate goals; and
  - (ii) Provide Management with adequate direction to undertake managing of the companies's day-to-day operations;

- (c) The hiring and/or termination of Management;
- (d) The approval of all disbursements, contracts, and documents pertaining to the company's forest license, as per existing company policies and guidelines; and
- (e) Media relations.

## 2. **ROLE OF COMPANY DIRECTORS**

In addition to their responsibilities and powers as outlined in the companies's Articles of Incorporation, individual directors are responsible for:

- (a) Attending regular, special, and in-camera meetings as outlined in the companies's Articles of Incorporation and existing policies;
- (b) During the conduct of corporate business, acting in the best interests of the community as a whole, without fear or favour; and
- (c) Complying with all corporate policies and guidelines relating to the conduct of directors and members of the Executive.

## 3. **ROLE OF MANAGEMENT**

In addition to the responsibilities outlined in their Offer of Employment, Management is responsible for:

- (a) Implementing decisions of the board of directors, as approved at regular, special, and in-camera meetings, or under Section 4 (b);
- (b) Managing the day-to-day operations of the companies, in a manner consistent with the direction from the board, company policies, and the Burns Lake Community Forest proposal; and
- (c) Supervision of company employees.
- (d) The hiring and/or termination of other employees of the companies in consultation with the Board of Directors;

## 4. **GENERAL OPERATIONS POLICIES**

- (a) All corporate policies, directives, proposals, and other actions of the board, as outlined in Section 1, must be approved in advance at a regular, special, or in-camera meeting of the board.

- (b) When time is deemed by Management or the Executive to be of the essence in deciding an issue, Management or a member of the Executive may conduct a telephone poll of all board members, or an e-mail ballot of all board members.
  - (i) When utilizing a telephone poll or e-mail ballot to decide a question under the provisions of this section, Management or member of the Executive calling the question must contact, or be able to show that every effort was made to contact, all members of the board of directors.
  - (ii) A decision on a question being asked through a telephone poll or e-mail ballot under Section 4 (b) is deemed to be made when consent of a majority of directors (six in total) is obtained. If, however, any member of the board votes against the question, it must be deferred to a regular or special meeting.
- (c) The board of directors shall annually, as a matter of policy, hold a one-day planning session to set corporate goals for the coming year. While not limiting the companies's operations, the resulting business plan shall act as a guide or 'road map' for both management and staff.