



Forest Stewardship Council®
FSC® Canada



BOARD OF DIRECTORS NOMINATIONS PACKAGE





ABOUT US

OUR VISION

Healthy Canadian forests meeting the social, ecological, and economic rights and needs of the present generation without compromising those of future generations.

OUR MISSION

FSC Canada's mission is to promote environmentally appropriate, socially beneficial, and economically viable management of forests in Canada.

MEMBERSHIP

The FSC membership is comprised of over 50 members in Canada and over 700 members worldwide. FSC members are fundamental to the organization and its vision. Diverse economic, social and environmental interests share decision-making authority, bringing integrity and resilience to the FSC system.

BOARD OF DIRECTORS

ABORIGINAL CHAMBER



ENVIRONMENTAL CHAMBER



ECONOMIC CHAMBER



SOCIAL CHAMBER



CHAMBER BALANCE

In order to equally balance the interests of different stakeholders, FSC is governed by three chambers that balance the voting power between different interests. International members are divided into chambers (Environmental, Social, and Economic), with an additional, Aboriginal Peoples chamber in Canada, each with equal voting power.

BOARD OF DIRECTORS – COMPOSITION

FSC Canada is managed by a Board of Directors composed of **8 members elected by the membership** (2 from each Chamber). The Board of Directors are all members of FSC International (individual members or delegates duly appointed by organizational members) in 'good standing'.

Certification bodies, government owned or controlled entities and industry associations may not be represented on the Board of Directors.



PROFILE OF A DIRECTOR

ROLE

The role of the Board of Directors is to govern, supervise and direct all activities and affairs of FSC Canada in accordance with FSC Canada's bylaws, the Canada Not-for-Profit Corporations Act and applicable law.

RESPONSIBILITIES

The Board's main responsibilities fall into the following categories: governance and compliance, strategic planning and evaluation, financial and risk management, and human resources.

Governance and Compliance

- Maintain the legal status of FSC Canada and ensure it operates according to the law and within the framework of its mission.
- Ensure governing documents, including the bylaws and policies are followed and reviewed regularly for accuracy, compliance, and strategic focus.
- Maintain a governance structure suitable to achieve FSC Canada's mission and regularly review the role, responsibilities and authority of Board committees.
- Ensure there is a robust and effective process for evaluating the performance of the Board, committees and directors annually.
- Adopt and regularly review a succession plan for key Board and committee positions.
- Appoint FSC Canada's Chairperson, Vice Chairperson, Treasurer, and Secretary.

Strategic Planning and Evaluation

- Determine FSC Canada's mission and vision.
- Oversee FSC Canada's strategic direction and approval organizational goals, objectives and priorities as part of the annual strategic planning process.
- Review FSC Canada's progress towards achieving the objectives set in the strategic plan.

Financial and Risk Management

- Review and approve the annual budget and regularly monitor financial performance over the course of the year.
- Ensure a financial audit is carried out annually and that a financial auditor is appointed by members at the Annual General Meeting.
- Review and approve annual audited financial statement for presentation to the membership at the Annual General Meeting.
- Ensure the implementation of appropriate systems of internal control; identify and make recommendations to mitigate significant business risk.

Human Resources

- Hire the President and ensure there is a robust and effective process for setting objectives and evaluating his/her performance annually.
- Develop and approve a compensation plan for the President.
- Establish and maintain a succession plan for the President.



BOARD COMMITTEES

Directors are expected to serve on committees. Committees provide much needed expertise to advance the goals, objectives and programs of FSC. Board committees will have terms of reference outlining their purpose, responsibilities and authority, reviewed and approved by the Board. Any recommendations made by Board Committees must be brought to the Board for approval.

Standing Committees of the Board:

- **Human Resources & Governance Committee (HRG)**
The HRG Committee makes recommendations to the Board on matters related to governance, recruitment and elections; Board development, leadership and succession planning; Board performance assessment; governance structure and compliance; and is responsible for the selection, compensation and succession of the President of FSC Canada.
- **Finance Committee**
The Finance Committee is responsible for monitoring the financial performance of FSC Canada, making recommendations with respect to audit/internal controls and risk mitigation, and delivering reports with respect to any financial matters to the Board of Directors.

CONFIDENTIALITY, CONFLICT OF INTEREST

- Board members shall be required to sign a non-disclosure agreement and to keep financial information confidential.
- Board Members shall sign a conflict of interest disclosure form annually.
- Both documents are required to be signed upon being elected and annually thereafter.

Terms of the agreements will be in effect until the Board members resigns or is removed. In order to prevent any conflict of interest, Board members should abstain from discussing and voting in those matters in which they have a conflict of interest.

EVALUATION

Assessments of the Board, committees and individual directors are conducted annually. Assessment processes are reviewed annually by the Human Resources & Governance Committee.



TERM(S) IN OFFICE

Directors are allowed to serve two consecutive two-year terms, subject to re-election by the membership, from the date of their respective appointment. Four members of the Board, one from each chamber, will be replaced each year.

Members of the Board of Directors shall continue in office until their successors have been elected. Board members begin their terms on the first day after the election.

WORKLOAD AND ATTENDANCE

- Two in-person Board meetings per year
- In-person Board meetings typically run from 8:30am to 5:30pm over a period of 2 days. Board Members are invited to attend a Board dinner after in-person meetings
- At least 4 teleconference meetings (1.5-2 hours in length each) per year
- Directors are expected to serve on Committees. Committees provide much needed expertise to advance the goals, objectives and programs of FSC. Time commitments vary based on committee objectives and purpose. Staff and contactors support the work of the committees.
- Preparation time is required to read the Board package prior to each meeting/ teleconference and put thought into key strategic issues.



NOMINATIONS & ELECTIONS

SEATS OPEN FOR ELECTION

Board Seats Open for Election	# of Seats
Social Chamber	1
Environmental Chamber	1
Aboriginal Chamber	1
Economic Chamber	1

NOMINATIONS CRITERIA

Nominees must:

- Be 18 years of age or older
- Be a member of FSC International, resident in Canada, in 'good standing'
- Submit a completed nominations form, seconded by another member of FSC
- Be committed to socially, economically and environmentally sustainable forest management practices
- Be able to serve the minimum 2-year term
- Be able to work well as part of a team, contribute reasoned opinion, and accept and support decisions reached by the Board
- Be experienced with membership diversity and understand regional issues
- *NOTE: Certification bodies, government owned or controlled entities and industry associations may not be represented on the Board of Directors.*

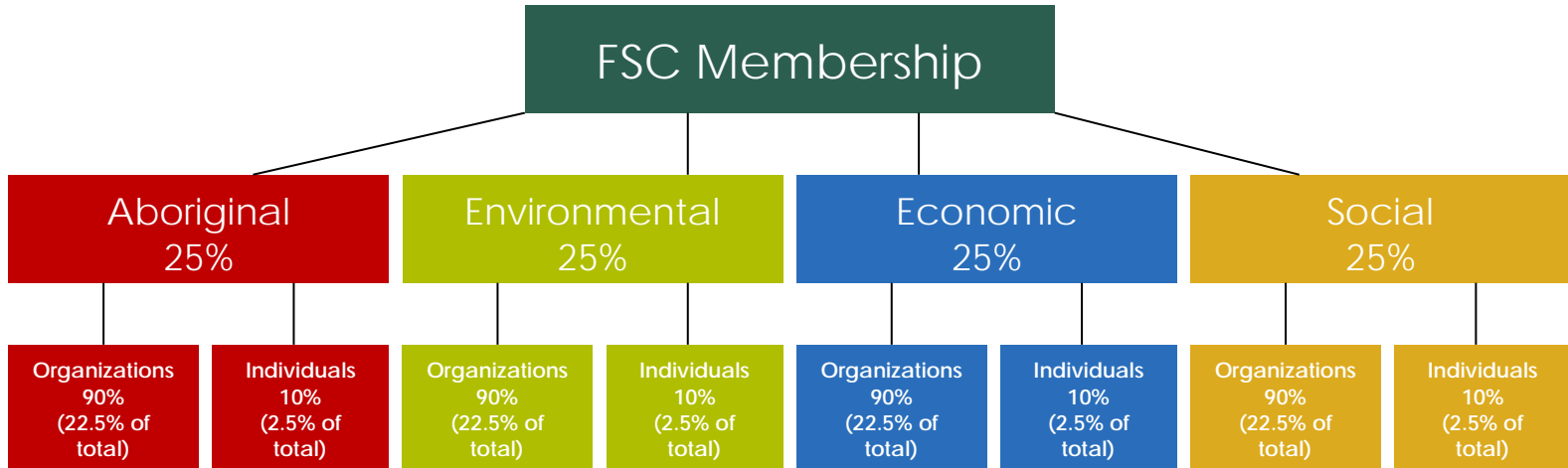
NOMINATIONS PROCESS

- The membership will be sent a notice of nomination and relevant election dates. Nominations forms must include contact information, a biographical statement, a declaration of potential conflicts of interest, signatures of both the nominee and the nominator.
- Nominations will be reviewed by the Nominations Committee. The committee will notify nominees of their eligibility or ineligibility for election based on the minimum qualifications and potential conflicts of interest.
- FSC Canada will announce candidates (through an email broadcast) and distribute ballots (electronic/mail) with biographical statements, for election, to the membership. Candidates are free to campaign at their own expense in order to solicit and obtain support.
- FSC Canada will collect the ballots within the allotted timeframe, notify the winners and publicly announce the newly elected Directors.
- ***NOTE: Any nominee may request the withdrawal of their own name from the ballot prior to the announcement of candidates.***



ELECTIONS & VOTING

Only FSC members are eligible to vote. Members from each chamber vote in the Board of Director elections. Each chamber shall equally have 25% of the voting power. The total voting weight of all individual members in each sub-chamber is limited to 10% of the chamber’s total voting weight.



ELECTION RESULTS

The results of the election will be announced electronically to the membership and posted on the FSC Canada website after the close of the election period and after candidates have been notified of the election results.

QUESTIONS?

If you require assistance or have any questions regarding the nomination and election process, please contact:

Forest Stewardship Council (FSC) Canada
Monika Patel, Director of Programs and Communications
By email: m.patel@ca.fsc.org

