



FSC CANADA BOARD OF DIRECTORS

NOMINATION FORM

The Forest Stewardship Council (FSC) Canada has established a Nominations Committee to consider candidates for positions on the FSC Canada Board of Directors, to take office at the first Board meeting following elections in November 2018.

With the expiration of terms for existing directors there are four vacancies, one representative from each of the four Chambers (Aboriginal Peoples, Economic, Environmental, and Social). In accordance with FSC bylaws, directors serve two-year terms, with half of the 8-member Board renewed annually.

If you would like to nominate a candidate for the FSC Canada Board of Directors, please submit this form by August 1, 2018.

YOUR INFORMATION (NOMINATOR)

- First & Last Name
- Email
- Telephone
- Organization (if Organizational Member with FSC)

NOMINEES'S INFORMATION (CANDIDATE)

- First & Last Name
- Organization
- Email
- Telephone



Forest Stewardship Council®
FSC® Canada

NOMINEE'S PROFILE

Please submit a paragraph outlining the individual's attributes in support of the Profile of a Director (e.g. why they would be a good candidate on the board of directors, what qualifications they have etc.) (300-400 words):

NOMINEE'S POTENTIAL CONFLICTS OF INTEREST

Identify potential conflicts of interest that the nominee may have. Please refer to the Conflict of Interest policy for additional information on identifying potential conflicts of interest.



CONSENT AND DECLARATION FORM

I hereby declare that all information submitted as part of this nomination is accurate and true.
I consent to my nomination to the Board of Directors.

I have read the Nominations Package and understand the commitment required to fulfill the position and agree to abide by FSC Canada's Bylaws, Policies and Election Process.

I understand that a portion of this application will be made public as part of the Board Elections process.

Nominee's Signature

Date

CONFIRMATION

I hereby declare that all information submitted as part of this nomination is accurate and true. I consent to seconding the nomination to the Board of Directors.

Nominator's Signature

Date

TO SUBMIT YOUR NOMINATION

- **EMAIL**
Scan a copy of this form or select the 'email' button below and submit to Monika Patel, m.patel@ca.fsc.org by August 1, 2018.



CONFLICT OF INTEREST			
Governance Manual			
Policy No.	P1		
Date of Approval:	September 30, 2013	Effective Date:	September 30, 2013
Revision Date:	May 20, 2014	Date of Next Review:	May 2015
Cross Reference:	Donor policy 2000 HR Guidelines 2013	Version No:	2
This Policy Applies to: Board members and staff			

1.0 Policy Statement:

Directors and employees of FSC Canada will avoid conflicts of interest and the appearance of conflicts of interest in their work with this organization.

2.0 Interpretation/Background/Reasoning

Actual or perceived conflicts of interest can include, but are not limited to, benefitting personally from a decision, an interest in an outcome that is beyond or not aligned with the organization’s interest, or gaining benefit from access to confidential information.

The procedures outlined below have been designed to provide directors and employees with guidance on identifying and avoiding conflicts of interest or the appearance of conflicts of interest in their work with FSC Canada. They also provide guidance for resolving violations of this policy.

Directors and employees are expected to avoid situations which might be construed as a conflict of interest since it is not feasible to describe all of the circumstances and conditions that might be or have the potential of being considered conflicts of interest.

3.0 Procedures

3.1 Disclosure of conflicts of interest and potential conflicts of interest:

- 3.1.1 On an annual basis, all directors and employees shall complete and sign a conflict of interest disclosure form (Annex 1). All material outside-business interests (as determined by FSC Canada from time to time), including any and all positions held and interests in both public and privately held companies are to be identified on the disclosure form. Disclosure forms shall be collected and submitted to the Human Resources & Governance Committee.



3.1.2 Any significant changes in employment, employer, or volunteer role shall be reflected on the disclosure form as soon as is reasonably possible.

3.1.3 “Declaration of Conflicts of Interest” is to be included as an agenda at the beginning of each meeting of the Board of Directors and its committees.

3.2 Receiving gifts or favours:

3.2.1 Directors and employees may receive or accept gifts, fees, favours, meals or entertainment from any of FSC Canada’s suppliers, contractors, consultants, financial or lending institutions within a reasonable limit.

3.2.2 If the value of the gift exceeds \$200, it will be officially reported to Chair of the Board.

3.3 Financial interests:

3.3.1 Directors and employees are prohibited from acquiring or having a direct or indirect financial interest in a supplier, contractor, consultant, or other entity with which FSC Canada does business.

3.3.2 The exception is directors and employees owning less than a five percent (5%) interest in, or securities valued at less than five percent (5%) of, a corporation whose stock is publicly traded.

3.3.3 Any other interest in or relationship with an outside organization or individual having business dealings with FSC Canada is prohibited if this interest or relationship might tend to impair the ability of the directors or employees to serve the best interests of FSC Canada.

3.3.4 If a member of the immediate family of a director or employee has a financial interest as specified above, such interest should be identified on the conflict of interest disclosure form. The term “immediate family” is inclusive of domestic or civil union partner, spouse, child, stepchild, foster child, sibling, stepsibling, parents, stepparents, grandparents, grandchildren, aunts, uncles, nieces, nephews, mother-in-law, father-in-law, sister-in-law, brother-in-law, daughter-in-law, son-in-law, or any other person residing in the household of a director or employee.

3.4 Directors as employees:

3.4.1 Directors are prohibited from being an hourly, salaried, or contractual employee of FSC Canada. Directors are prohibited from functioning as an FSC Canada employee regardless of reimbursement.

3.5 Confidential information:



- 3.5.1 Confidential business information must be respected at all times. Directors and employees are prohibited from knowingly disclosing confidential business information to those who do not have the need to know or to anyone whose interests may be adverse to FSC Canada either inside or outside the organization.
- 3.5.2 Directors and employees must not use confidential business information for personal gain or advancement or to the detriment of FSC Canada.
- 3.5.3 Directors and employees may not conduct negotiations, make contacts or inquiries, or permit the appearance of doing so, unless official designated to do so, on behalf of FSC Canada.

3.6 Conflicting Interests

- 3.6.1 Directors and employees are prohibited from conducting business that conflicts with FSC Canada's vision and mission.
- 3.6.2 Directors and employees are prohibited from participating as a Board Member, Member or similar affiliation with a competing forest certification system.

3.7 Resolving incidents of conflict of interest at the Board of Directors level:

- 3.7.1 In all instances below, if it is the Chair who has violated or potentially violated the conflict of interest policy, leadership of the resolution process shall fall to the co-Chair, if there is one, or Vice Chair. If both the Chair/co-Chairs and the Vice Chair have violated or potentially violated the policy, responsibility shall fall to the longest serving member of the Board of Directors.
- 3.7.2 If a director becomes aware of an actual or possible conflict of interest, the director must disclose its existence to the Board of Directors, and recuse him or herself for any portion of the discussion and deliberation which may be affected by the actual or possible conflict of interest.
- 3.7.3 If a director determines he/she may have violated the policy, the director has a duty to report that violation to the Board of Directors as soon as is reasonably possible.
- 3.7.4 If the Board of Directors has reasonable cause to believe that a director has failed to disclose a real or potential conflict of interest, the Chair and/or HRG shall inform the individual of the basis for such a belief and offer an opportunity to explain the alleged failure to disclose to the Board of Directors.



- 3.7.5** The HRG will investigate and gather information pertaining to the conflict or perceived conflict and determine its seriousness and risk to FSC.
- 3.7.6** If it is determined that there has been no violation of the conflict of interest policy, then the director will be advised of the Board of Directors' conclusion and the matter will be approved to be closed at the next regularly called board meeting.
- 3.7.7** If, after the director's explanation, it is determined that further investigation is warranted, then the further investigation of potential violations of this policy will be the responsibility of the Human Resources & Governance (HRG) Committee.
- 3.7.8** HRG will provide the director with 30 days from when the committee receives the investigation assignment to respond to the allegation in writing.
- 3.7.9** HRG shall, within 60 days of the investigation assignment, submit a written report on its findings to the Board of Directors.
- 3.7.10** If HRG found no violation of the conflict of interest policy, the Board will consider the matter closed.
- 3.7.11** If HRG found that a violation of the conflict of interest policy has taken place, the Board of Directors will discuss the report and determine the appropriate next steps, which may include:
- No further action if impact on the organization was found to be minimal or insignificant
 - A directive to cease the association or actions causing the conflict of interest
 - A letter of reprimand entered into Board minutes
 - The director being barred from discussions and voting on relevant topics
 - Removal from the Board of Directors, as per FSC Canada's bylaws
- 3.7.12** If the situation arises where two or more members of HRG members are subject to investigation regarding a violation or potential violation of the conflict of interest policy, the investigation shall remain the responsibility of the Board of Directors and undertaken following the same investigation timelines and protocols as identified in 3.6.7 through 3.6.10 above.
- 3.7.13** If sufficient numbers of members of the Board of Directors are in violation or potential violation of the policy, the Chair and/or HRG shall seek legal advice on how to proceed.



- 3.7.14** If any violation of this conflict of interest policy appears to the Board of Directors to be in violation of the Criminal Code of Canada, the Chair, Secretary and/or Treasurer shall refer the matter immediately to the appropriate law enforcement agency, in addition to internal disciplinary or corrective actions.
- 3.7.15** All actions of HRG or the Board of Directors on matters relating to conflict of interest investigations, including the written findings, shall be considered confidential and conducted *in-camera*.