

Terms of Reference for the Forest Genetics Council of British Columbia (Revisions and replacement of FGC's 2012 Bylaws)

Article 1: Preamble

The Forest Genetics Council of British Columbia (the “Council” or “FGC”) is an advisory committee established by the Provincial Chief Forester. These terms of reference are for Councillors appointed to Council.

Article 2: Purpose

The Council’s goals are to enhance the conservation, adaptation, health, and productivity of British Columbia’s forest genetic resources. Council shall accomplish its purpose by developing strategic and operational plans, coordinating activities, and overseeing Select Seed Company Ltd. It shall also advise the Provincial Chief Forester on forest genetics policies and investment priorities.

Article 3: Membership

Section 3.1 – Representation

The Council shall consist of representatives of organizations involved in the management, study and use of BC’s forest tree genetic resources.

Section 3.2 – Appointments and Nominations of Councillors

The Provincial Chief Forester shall appoint Councillors. Certain groups or organizations may nominate individual(s) to serve on the Council. Forest industry representatives may be nominated by forestry associations (e.g., Council of Forest Industries of BC, BC Community Forest Association, Federation of BC Woodlot Associations). Nominations should consider geographic representation and respect the principles of diversity, equality, and inclusivity. Nominations shall be submitted to the Ministry Co-Chair and may be accompanied by an Expression of Interest from the nominee.

Section 3.3 – Membership Structure

The membership structure is outlined below. Ministry members will be selected to represent a range of relevant work areas – e.g., BCTS, orchards, forest genetics, reforestation, and regional operations. Forest industry members will represent a range of relevant groups – e.g., seed users and producers, small and large tenure holders, and coast and interior. The First Nations position will strive to represent First Nations forest managers.

Council Positions	Number of Positions
Co-Chairs	
- Ministry Co-Chair	1
- Industry Co-Chair	1
Ministry of Forests	4
Forest Industry	5
First Nations	1
University	1
<u>Canadian Forest Service</u>	<u>1</u>
Total Members	14

Section 3.4. Terms

Councillors shall normally be appointed for a term of three years, and may be appointed for more than one term. Approximately, one third of councillors’ terms should expire each year.

Section 3.5 Fees and Expenses

Councillors shall not be remunerated for participating in FGC meetings and committees. Travel expenses for attending meetings are to be paid by the Councillor’s employer or the representative group, except under special circumstances and at the discretion of the Co-Chairs and FGC Program Manager.

Article 4: Technical Advisory Committees

Section 4.1 – Technical Advisory Committees (TACs)

The Council shall be supported by the following technical advisory committees:

- Coastal Technical Advisory Committee (CTAC)
- Interior Technical Advisory Committee (ITAC)
- Genetic Conservation Technical Advisory Committee (GCTAC)

Section 4.2 – Purpose of TACs

The Technical Advisory Committees provide technical, policy information and advice to the Council, and contribute to the development of Council’s plans and budgets. TACs will report to Council from time to time and will hold regular extension workshops to communicate information and project results to external audiences.

The Coastal and Interior TACs will review breeding and seed orchard plans, identify seed supply gaps and opportunities, and discuss technical challenges associated with seed production, processing, management, and use. They will also facilitate communication between Council and seed users, seed producers, and researchers.

The Genetic Conservation TAC will monitor the conservation status of BC’s native tree species, investigate genetic diversity, identify research needs, and develop genetic conservation strategies.

Section 4.3 – TAC Chairs

Each TAC shall have a Chair appointed by Council from the current Councillors for a three-year term.

Section 4.4 – Appointment of TAC Members

TAC members will be named by the TAC Chair. The TAC members may comprise research scientists and technicians; tree seed producers, managers, and users; forest professionals working for government, private companies, and consulting firms; and others with technical expertise and interests in forest genetics.

Section 4.5 – Activities for the Coastal and Interior TAC

In addition to responsibilities listed in Section 4.2, the activities of the Coastal and Interior TAC will include:

- advising the Council on technical and policy issues, and program priorities;
- striking sub-committees including species committees (see Section 4.6);
- evaluating, ranking, and recommending budget allocations to Ministry-funded projects;
- assisting with monitoring progress towards FGC Strategic Plan goals;
- coordinating activities and sharing technical information among persons involved in forest genetic resource management;
- communicating with and receiving input from seed users and providing a forum for stakeholder input.

Section 4.6 – Species Committees

The Coastal and Interior TAC will create sub-committees known as Species Committees, as needed. Membership of the species committees shall include tree breeders, seed producers and users. The Species Committees will:

- develop coordinated strategies for breeding and seed production for each major commercial tree species,
- provide a forum for stakeholder input in the development of breeding and seed orchard strategies, and
- prepare plans, reports, and recommendations for seed producers and users, Council, the Ministry and others.

Section 4.7 – TAC Business Meetings

TAC shall hold an annual business meeting to review project proposals and budgets, and prepare recommendations for Council. If a vote on a matter is required, each TAC shall designate for itself the number constituting a quorum. Dates, location, or forum for TAC meetings shall be chosen by the TAC Chair.

Article 5: Other Committees

Other committees may be struck as deemed necessary by Council.

Article 6: BC Forest Genetics Society and Select Seed Company Ltd.

Upon appointment, Councillors shall be provided with the Constitution and Bylaws of the BC Forest Genetics Society (the “Society”) and Articles of Select Seed Company Ltd. (“SelectSeed”). Councillors shall become familiar with these organizations and their fiduciary responsibilities in governing them.

Section 6.1 – BC Forest Genetics Society

The Society was incorporated in 1999 under the Societies Act of British Columbia. Councillors are expected to apply for membership to the Society and agree to uphold its Constitution and Bylaws.

The Society serves as a legal entity enabling the FGC to hold assets, including property, and undertake business to advance FGC objectives. The only property currently owned by the Society is 100% of the shares of SelectSeed. The Society is not restricted from conducting other business if within the scope of its purposes.

The Society, as SelectSeed’s sole shareholder, shall elect or appoint SelectSeed’s Board of Directors in accordance with the Articles of the Company. Council may develop criteria for selecting new Directors for use by the Society.

The Society will also review and approve the Company's annual reports, including its audited financial statements, at the Company's AGM.

Section 6.2 – Select Seed Company Ltd.

SelectSeed was established in 1999 to advance FGC's goals of increasing the production and use of genetically-select tree seed. SelectSeed maintains agreements with third-parties and owns property to achieve these objectives.

Start-up capital was provided through a Multi-Year Agreement (MYA) with the Province. SelectSeed is expected to remain financially self-sufficient by generating revenue through seed sales and effectively managing expenditures. Seed is sold to tenure holders and others with reforestation obligations for a fair price on a non-preferential basis.

SelectSeed provides program management services to the Society and FGC (see Section 6.3). SelectSeed also provides financial support to the Ministry through separate agreements.

Council, as sole shareholder of SelectSeed through the Society, shall provide strategic direction to the Company. This shall be accomplished, in part, by FGC reviewing and approving SelectSeed's annual business plans, as required under the MYA.

Section 6.3 – Program Management Services

SelectSeed provides program management services to the Society, FGC and its TACs. These services include a part-time Program Manager to assist with meetings, strategic and business planning, analyses, and communications.

Responsibilities of the Program Manager include:

- Assisting the Co-chairs with organizing FGC meetings, including scheduling, agendas, video conference service, logistics and draft minutes;
- Supporting TAC chairs in the organization and delivery of TAC meetings;
- Compiling business plans, budgets and progress reports;
- Conducting analyses, including those respecting seed production and use;
- Maintaining FGC's website, preparing newsletters and other communications; and
- Representing Council at other meetings and forums, including presentations.

SelectSeed provides financial resources to support the Society, FGC and its TACs, if the activities fall within scope of the Company's annual business plan and budget approved by Council. Additional expenses may also be considered through a special resolution approved by Council.

Article 7: Meetings

Section 7.1 – Regular Meetings

Council shall hold meetings quarterly – normally in March, June, September, and December. Council meetings will be scheduled in advance and may be cancelled or postponed at the discretion of the Co-Chairs.

Meetings may be held in-person, by telephone and/or video conference at the discretion of the Co-Chairs and in consideration of Councillors' time, expense, health, and safety.

Section 7.2 – Special Meetings

Special meetings may be called by the Co-Chairs, or by the Co-Chairs at the request of any Councillor. Such meetings will be held by video or telephone conference and limited to the business for which the meeting was called.

Section 7.3 – Parliamentary Authority

Council meetings shall be governed by Robert's Rules of Order, as applicable and where not inconsistent with these Terms of Reference.

Section 7.4 – Conflicts of Interest

Councillors shall avoid conflicts of interests in deliberations and voting on matters that may benefit a member, the member's employer, or others affiliated with the member's employer. See FGC's Conflict of Interest Guidelines.

Section 7.5 – Quorum

A quorum is a majority (more than half) of the voting members of Council.

Section 7.6 – Rights of a Councillor Who Cannot Attend a Meeting

If a Councillor is unable to attend a scheduled meeting, the Councillor may send a representative to observe the meeting. The Co-Chairs and Program Manager shall be notified in advance and the representative shall not be entitled to vote.

Section 7.7 – Proxy Votes

The vote of a Councillor who cannot attend a meeting may be given by proxy to another Councillor, including either of the Co-Chairs. Notification of a proxy shall be provided to the Co-Chairs and Program Manager in advance of the meeting.

Section 7.8 – Agenda

The agenda and materials for each meeting shall be distributed to Councillors no less than 5 business days before the meeting. This agenda shall be made available to people outside Council who express interest in seeing the agenda. Meeting materials identified as “Confidential” shall not be shared outside Council.

Section 7.9 – Meeting Minutes

Minutes of all Council meetings shall be recorded by the Program Manager or designate. Minutes shall be sent to Councillors for review and comment within 15 business days of the meeting. Minutes will be reviewed and approved by resolution at the subsequent Council meeting. Approved minutes will be posted on the FGC website.

Section 7.10 – Attendance by Visitors

Visitors are permitted to observe Council meetings, under the following conditions:

- Anyone wishing to observe a Council meeting must give notice to a Co-Chair or the Program Manager in advance of the meeting.
- Visitors may not participate in Council business. Councillors may direct questions to visitors or ask them to participate in a discussion at the discretion of the Co-Chairs. A question period for visitors may be held after the meeting adjourns, if time permits.
- Visitors may be asked to leave the meeting room if the meeting is moved in-camera.

Article 8: Independent Action by Co-Chairs

On occasion Council may be required to act rapidly in response to requests or unexpected events. In such situations, the Co-Chairs and Program Manager shall take necessary action to respond to the request or event on Council’s behalf. Before taking independent action, they shall make every effort to consult with as many Councillors as possible and act in accordance with the wishes of the majority.

Councillors shall be notified of independent actions immediately afterward by email or telephone. Such actions shall be recorded in the minutes of the next FGC meeting.

Article 9: Plans and Reports

Section 9.1 – Strategic Plan

Council will prepare a Strategic Plan to guide priorities and investments for a 5-year period. The Strategic Plan will outline the goals, activities and performance measures for enhancing the conservation, adaptation, health and productivity of BC’s forest genetic resources.

Section 9.2 – Annual Plan

FGC will be guided by its strategic plan in developing priorities, plans and budgets for each fiscal year. FGC and TACs will review proposed projects and activities to be funded through the Ministry’s Land-based Investment Strategy (LBIS). FGC will submit its recommendations for LBIS funding through the Ministry Co-Chair.

Section 9.3 – Reports

Council will prepare periodic reports to communicate progress in achieving its goals and performance measures, and other important developments. Council shall also post these plans and reports on the FGC website.



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A/ADM and Chief Forester

Date May 17, 2022