

BOARD OF DIRECTORS TERMS OF REFERENCE

BOARD OVERALL RESPONSIBILITY

As per the Co-operators Act of Sask 1996, clause 72 under Directors, Officers and Bylaws: "...the board of directors, however designated, shall: (a) exercise the powers of the co-operative directly or indirectly through the employees and agents of the co-operative; and (b) direct the management of the business and affairs of the co-operative."

SPECIFIC RESPONSIBILITIES

The Board of Directors has specific responsibilities for the following, which do not, in any way, limit or comprehensively define its overall responsibility for the stewardship of the Co-operative:

1. Selection, appointment, evaluation and if necessary, the termination of the General Manager;
2. Succession planning, including appointing, counseling and monitoring the performance of the General Manager;
3. Approval of the Human Resources policies and procedures of the Co-operative as prepared by management, and the approval of the compensation (including salary, benefits, incentives) of the General Manager as recommended by the Governance & Human Resources Committee;
4. Adoption of an annual Strategic Planning process involving Board and management, approval of strategic plans prepared by management, and monitoring the Co-operative's performance against those plans;
5. Approval of annual Capital and Operating plans prepared by management and monitoring the Co-operative's performance against those plans;
6. Approval of annual Risk Management plans prepared by management that identify the Co-operative's principal business risks and include actions to mitigate these risks where prudent to do so;
7. Approval of a Board Member Code of Ethics to ensure ethical behavior of the Board and approval of an Employee Code of Ethics prepared by management to ensure ethical behaviour of the Co-operative and its employees and compliance with laws and regulations;
8. Approval of Governance policies and processes to support an effective Board including Director selection, an ongoing assessment of the effectiveness of the Board and its committees, an appropriate orientation program for new Directors and director succession and renewal;
9. Approval of Governance policies and processes related to Corporate governance including the relationship of the Board of Directors to management and related to the Co-operative's structures and procedures to permit the Board of Directors to effectively discharge its duties and responsibilities;
10. Approval of a resolution that appoints any Officer or individuals on behalf of the Co-operative to sign agreements or other documents generally, or to sign specific agreements, instruments and other documents;
11. Approval of a Communications policy of the Co-operative prepared by management;

12. Calling meetings of members and submission to the members of any question or matter requiring approval of the members;
13. Approval of Directors for nomination and election to fill a vacancy among the Directors;
14. Approval of the auditors to be appointed annually;
15. Approval of the annual audited Financial Statements and other disclosure documents required to be approved by the Directors of the Co-operative;
16. Adoption, amendment or repeal of Bylaws of the Co-operative;
17. Provide advice and direction to the General Manager on significant decisions and review and approval of material transactions not in the ordinary course of business; and
18. Acquire and analyze information, consider alternatives and make decisions required to be made by the Board of Directors, or as may be reserved by the Board of Directors, to be made by it, from time-to-time and not otherwise delegated to a committee of the Board of Directors or to the management of the Co-operative.

BOARD MEETINGS

1. Shall be held at least four times annually on a regular schedule, at the end of each quarter to review quarterly performance, and additionally, a meeting during the March/April time frame for an annual strategic planning session.
2. Additional meetings may be called in accordance with the Co-operative's bylaws to deal with matters of urgency or substance which cannot wait until the next scheduled meeting.
3. Directors shall receive the agenda and materials for regularly scheduled meetings in advance. Best efforts shall be made to make materials available one week in advance but no later than three days in advance. Whenever practical, the same applies to special meetings of the Board.
4. A draft copy of the minutes of such meeting, approved by the Board Chair, shall be circulated to the Board prior to the next following Board meeting and approval of same shall be included on the agenda of that Board meeting.

COMMITTEE DELEGATION

Subject to the provisions of applicable law and the bylaws of the Co-operative, the specific responsibilities of the Board of Directors may be delegated, from time-to-time, to committees of the Board of Directors on such terms as the Board of Directors may consider appropriate. These terms will be specifically outlined in a committee's Terms of Reference. However, the Board of Directors remains accountable for the decisions and actions of the committees and therefore accepts the responsibility to understand and question their decisions and actions, and will consider and approve or not approve their recommendations.

APPROVED

Date Approved by Resolution of the Board: _____

Signed by Board Chair: _____