

Vancouver Island North Woodlands Advisory Group TERMS OF REFERENCE AND PROCEDURES

Reviewed October 22nd, 2020

Introduction

The purpose of the Terms of Reference and Procedures is to define the goals, tasks, roles and procedures that will guide the progress and development of Western Forest Products' (WFP) CSA Sustainable Forest Management (SFM) Plan. The SFM Plan was developed based on the current Canadian Standards Association (CSA) Standard CAN/CSA Z809, and has been applied to WFP's defined forest areas, located within the North Island-Central Coast Resource District.

For the duration of this document, the Vancouver Island North Woodlands Advisory Group will be referred to as "VINWAG." Western Forest Products Inc will be referred to as the "Company."

The Terms of Reference and Procedures include the following sections:

- I. Content
- II. Goals
- III. Timelines
- IV. Provisions for Internal and External Communication
- V. Resources (Including human, physical, financial, information, and technological, as necessary and reasonable)
- VI. Roles, Responsibilities, and obligations of participants and their organizations
- VII. Provisions for Conflict of Interest
- VIII. Decision-making Methods
- IX. Authority for Decisions
- X. A Mechanism to Adjust the Process
- XI. Access to Information (including the Standard)
- XII. The Participation of Experts, other interests, and government
- XIII. A dispute-resolution mechanism
- XIV. A Mechanism to Measure Participant's Satisfaction with the Process

I. Content

In the public participation process, interested parties shall have opportunities to provide meaningful input to and review outcomes with the Company that ¹:

- i) Identify and select values, objectives, indicators and targets, based on the CSA SFM elements and any other elements of relevance to the DFA;
- ii) Develop alternative strategies to be assessed;
- iii) Assess alternative strategies and select the preferred one;
- iv) Review and enhance the SFM plan;
- v) Consider monitoring programs, evaluate results, and recommend improvements;
- vi) Resolve issues relevant to SFM in the DFA; and
- vii) Are related to discussion items identified in the current CSA Z809 standard.

II. Goals

The goals of VINWAG are to:

- Develop SFM plans in accordance with the CSA guidelines and mutually with the Company, in the spirit of collaboration;
- Monitor the effectiveness of the SFM Plans;
- Provide the Company with, in the spirit of continuous improvement, constructive and valued feedback on their practices and performance under the SFM Plan².

III. Timelines

Adoption of the CSA Z809-16 SFM standard was completed in January 2018.

Each year an annual report measuring how well indicator targets have been met will be prepared within the following timelines:

January 31: Deadline for all operational data for the year ended to be updated and entered into CENFOR (includes harvested areas, reforestation information and roads constructed).

January 31: Deadline for Operations Staff to submit all indicator-related data requests to Corporate Forestry.

February 28: Deadline for Corporate Forestry responses back to Operations Staff on indicator-related information.

March 31: Deadline for Operations Staff to complete their annual reports on indicator performance and provide this information to the Manager, Certification and EMS.

May 1: Annual report results will be provided to and reviewed with VINWAG, prior to the scheduled external audit.³

¹ Revision made following review, at the February 25th, 2016 VINWAG meeting, of recommendations from the 2015 participant satisfaction survey that called for clarification of the current and future role of the public advisory group. VINWAG has been in existence for nearly 20 years and operated through at least 3 revisions to the CSA Z809 standard. Some members have been with the public advisory group since its inception in the late 1990's. At their meeting on February 25th, 2016, members of the group noted that they are in a better position now to provide informed and valued input to the Company and have asked that amendments, such as this one, be made to the Terms of Reference, that reflect this enhanced level of knowledge about issues affecting the SFMP, and ongoing relationship with the Company.

² Revisions to the goals were proposed following a recommendation from the 2015 participant satisfaction survey that the current and desired role of VINWAG be clarified to reflect an enhanced level of knowledge about issues affecting the SFMP, and ongoing relationship with the Company.

³ Inclusion of specific timelines for data requests to be submitted and received, revisions to annual report to be made and review by VINWAG membership. Revised November 9th, 2012 as a result of internal audit recommendation. Revised again on April 24th, 2014 to allow for flexibility for the actual release date of the annual report.

IV. Provisions for Internal and External Communication

Internal

Agendas and meeting summaries will be prepared for each meeting by the facilitator and the Company representatives. These meeting materials will be distributed in the following manner:

- a. Meeting summaries (minutes) will be posted on the Public Advisory Group website at www.northislandpag.com within two weeks after the scheduled meeting, and distributed to VINWAG members, associated Company representatives and to, upon request, interested members of the public with the agenda for the following meeting⁴, and;
- b. Meeting agendas will be circulated to VINWAG members, associated Company representatives and to, upon request, interested members of the public, two weeks prior to the regularly scheduled meeting.⁵
- c. Members who wish to share information using the VINWAG email distribution list will do so through the facilitator and the Company representatives.⁶

External

- Although group members are expected to communicate the progress of the VINWAG committee to their constituents, they are not authorized to issue public statements on behalf of VINWAG. The chairperson or facilitator is the designated public spokesperson for VINWAG;
- The chairperson or facilitator may only speak on behalf of VINWAG. He/she is not authorized to speak on behalf of the Company. All questions related to company activities must be referred to the Company representative.

V. Resources

Human, Physical and Technical Resources:

The Company will provide sufficient human, physical and technical resources to facilitate the effective and efficient implementation of the public advisory process as defined within the Roles and Responsibilities section below.

Financial:

VINWAG members will be reimbursed for travel as per the Company expense policy, and reasonable costs for required meals and accommodation at receipted cost where travel may be required in addition to the regularly scheduled VINWAG meetings. If a situation should arise where financial assistance is required for a member to attend VINWAG meetings, reimbursement for travel may be made if the member would otherwise be financially unable to attend. All expenses are to be claimed submitting receipts and/or documentation of km's (i.e. email noting from where to where and number of km's claimed) to the Company.

Relevant Information:

Information which is relevant to each meeting will be distributed with the agenda to members of VINWAG two weeks prior to the meeting or, at the very least, with the meeting reminder on the day prior to the meeting.

Requests for additional information pertaining to topics and issues related to the SFM Plan must be made in the form of action items arising from requests made by VINWAG members at their regularly scheduled meetings. The Company will provide a response to these requests in writing, through the facilitator, within two weeks of the request.

Where the Company determines that, for whatever reasons, it does not wish to share all or a part of the information requested by members of VINWAG, the Company shall provide its reasons for not providing all or part of the information requested.

⁴ This revision was proposed in 2015 to enshrine a practice that made use of the timely access that members now have to materials on the public advisory group website, and to consolidate the email distribution of minutes from previous meetings with agendas for upcoming meetings, thus reducing the amount of email sent to members without limiting timely access to meeting summaries.

⁵ Inclusion of specific timelines for distribution of agendas and minutes. Revised November 9th, 2012 as a result of internal audit recommendation

⁶ This revision was proposed in 2018 to limit and focus the use of the VINWAG email distribution list to relevant PAG-related correspondence.

VI. Roles, Responsibilities, and Obligations of Participants

Participation in VINWAG includes the following member types:

1) Public Advisory Group Members:

- a) The membership will consist of representatives from a wide range of parties and interest groups present within the DFA. Examples may include Small Business, Government, Community at Large, First Nations, Fish & Game, Labour, Small Business, Tourism & Recreation, Small Contractors, Large Contractors, Environment and Energy.

The group will consider requests to include other community interests as needs are identified. As outlined in the current CSA Z809 standard, the Company retains the final authority for the approval or removal of any member. However, in the interests of maintaining a spirit of collaboration and trust, and supporting the independence of the membership, removal of any member may be subject to the process outlined in Section VII (B) of this Terms of Reference, namely the 'Policy For Dealing With Actions That Are Not Collaborative or in the Spirit of Continuous Improvement.' In any case, as guided by the CSA Z809-08 standard, the Company will provide reasons for not approving or removing a member. A record of attendance will be included as part of each meeting summary. Where an existing participant stops participating, or a new applicant or individual approached to do so declines from participating in the process, their reasons for not participating or declining to participate shall be sought and recorded (if provided).⁷

From time to time, individuals outside the group have asked to attend public advisory group meetings or field trips as observers, particularly when the subject matter is of broad interest. In the interests of ensuring that public advisory group members who have shown their commitment to the process, have the space and opportunity to attend and participate fully in each meeting, the decision whether individuals outside the group may attend or be invited to attend will be made in consultation between the facility and company representatives. This decision will be based on the availability of meeting space in the venue and with the intent to ensure that members of the public advisory group have a fair and balanced opportunity to engage in the meeting and provide input.

Persons from outside the public advisory group who wish to attend, and persons who wish to invite individuals outside the public advisory group to attend regularly scheduled VINWAG meetings should make a request through the facilitator and Company representative at least one week prior to the meeting so that every effort can be made to accommodate the request and balance this against the full and fair participation of members of VINWAG.⁸

b) The roles and responsibilities of participants in the process are to assist the Company in their development of SFM Plans by:

- Working collaboratively, respectfully and in the spirit of continuous improvement, with fellow members of VINWAG and the Company⁹;
- Expressing local values that relate to the Canadian Council of Forest Ministers (CCFM) SFM criteria and critical elements;
- Setting objectives that describe a desired future state or condition for each value;
- Developing indicators to be used to assess progress in meeting the objectives;
- Setting a target related to each indicator that will provide a clear, specific statement of expected results;
- Suggesting procedures for monitoring the effectiveness of the SFM plans including annual meetings of VINWAG to review results of performance measures and the outcome of any CSA audits;
- Ensuring that the values, objectives, indicators, targets and variances are consistent with relevant government legislation, regulations and policies;¹⁰
- Maintaining contact and communication with their constituents;
- Seeking to gain an understanding of sustainable forest management.

⁷ This revision was proposed following a corporate review of the Terms of Reference in April 2016.

⁸ This revision was proposed and reviewed on June 14, 2018, following several requests from individuals outside VINWAG to attend regularly scheduled meetings, particularly the joint meetings with NWAC.

⁹ This revision was proposed to support and manifest a relationship of trust between members of VINWAG and the Company.

¹⁰ This addition was proposed following a corporate review of the Terms of Reference in April 2016.

The long-standing rights and interests of First Nations will be considered in the development of the SFM Plans. First Nations whose traditional territories lie within the DFA include:

- Kwakiutl First Nation
- 'Namgis First Nation
- Quatsino First Nation
- Tlowitsis First Nation
- Tlatlasikwala First Nation

2) Facilitator/ Chairperson:

The VINWAG committee presently contracts the services of a facilitator who also chairs the meeting in the absence of the chairperson. The facilitator/chairperson currently fulfills the following roles:

- Ensure that meetings address agenda topics;
- Ensure that members of VINWAG and the Company are working collaboratively, and in the spirit of continuous improvement;
- Ensure that all members have an equal opportunity to participate in the meeting;
- Provide support in summarizing and clarifying issues, recommendations, etc.;
- Record the meeting proceedings and produce meeting minutes, and;¹¹
- Determine when it is appropriate to call for a caucus of members only, without observers or advisors present.¹²

The Facilitator will fulfill the above-mentioned roles and will not take part in the decision-making of VINWAG.

3) Company:

- Will work collaboratively, respectfully and in the spirit of continuous improvement with members of VINWAG;
- Will supply relevant information and resources as required and requested by VINWAG;
- Will provide a facilitator acceptable to VINWAG if deemed necessary by VINWAG and the Company;
- Will arrange appropriate speakers at the request of VINWAG;
- Will pay for the necessary and agreed upon costs, including the facilitator;
- Will ensure that the values, objectives, indicators, targets and variances are consistent with relevant government legislation, regulations and policies.¹³

4) Resource Agencies/Advisors:

- Will work collaboratively, respectfully and in the spirit of continuous improvement with members of VINWAG and the Company;
- Will provide technical information and support upon request from the facilitator;
- Will not take part in the decision making process of VINWAG;
- Will attend on an invitation basis.

5) Observers:

- Will work collaboratively, respectfully and in the spirit of continuous improvement with members of VINWAG and the Company;
- Will attend without formally representing any constituency;
- Will provide comment, upon request, in areas where they are known to have knowledge or expertise;
- Will not take part in any decision-making process of VINWAG;
- Will attend on request or on an invitation basis.¹⁴

¹¹ This addition was proposed following a corporate review of the terms of Reference in April 2016.

¹² This amendment provides for the eventuality that VINWAG members may wish to meet separately from advisors and observers in order to engage in frank and open discussion about certain matters. This proposed amendment arose in December 2013, in response to a request from members that there be an option to caucus, without prejudice, in limited circumstances.

¹³ This revision was proposed following a corporate review of the Terms of Reference in April 2016.

¹⁴ Clarification of roles and rights of observers. Revised November 8th, 2012 following recommendation from participant satisfaction survey and subsequent discussion at VINWAG.

VII. Provisions for Conflict of Interest or Actions That Are Not Collaborative or in the Spirit of Continuous Improvement

Conflict of Interest Defined: A conflict between a person's private interests and public obligations.

A. Conflict of Interest Policy

A Conflict of Interest policy functions to protect the integrity of VINWAG's decision-making process, and enables constituencies to have confidence in its integrity, and to protect the integrity and reputations of volunteers.

Members of VINWAG, as representatives of a broad public interest, must recognize when a given issue may result in a real or perceived conflict of interest. If potential for such a conflict arises, VINWAG members must refrain from comment on the issue in question.

As VINWAG members represent specific public interest groups, in which they are personally invested, it may be difficult to identify potential conflicts. Therefore, in the course of meetings VINWAG members must disclose any interests in a decision where they (including their business), family and/or significant other, employer, close associates will receive a direct benefit or gain. After disclosure, other VINWAG members will decide whether they feel it will be a conflict if the member participates in the related discussion. The results of this discussion will be included within the VINWAG meeting minutes.

B. Policy For Dealing With Actions that Are Not Collaborative or in the Spirit of Continuous Improvement

Non Collaborative Actions or Actions Not In the Spirit of Continuous Improvement Defined: Actions which are contrary to the goals of VINWAG and inconsistent with the spirit of mutual respect of members of VINWAG and representatives of the Company, or the spirit of continuous improvement, as defined by the current version of the CSA Z809 Forest Certification Standard.

It is expected that members of VINWAG, representatives of the Company and Resource Agencies and Observers will support the goals outlined in this Terms of Reference and operate in a spirit of collaboration and continuous improvement.

Where members of VINWAG and representatives of the Company agree, at a regularly scheduled meeting, that the actions of a participant or participants in the process do not support the goals outlined in this Terms of Reference, or are not in the spirit of collaboration and continuous improvement, the facilitator may be directed to, by an action item approved at the regularly scheduled meeting, meet with the participant or participants in question to attempt to determine what their concerns and issues are and to attempt to mediate a resolution of the matter, through interest-based negotiation, between the participant or participants and members of VINWAG and the Company.

If a resolution by reasonable effort of mediation is not possible, the participant or participants in question may be asked to leave the group by an action item agreed to and generated at a regularly scheduled meeting. Final resolution of action taken with respect to the participant or participants rests with the Company.¹⁵

VIII. Decision-making Methods

Participants in the process will aim to reach decisions on the basis of consensus. Consensus is defined as "agreement by all participants on a recommendation related to the SFM Plan process or on the final SFM Plans."

In negotiating to reach consensus, participants agree to:

- Negotiate in good faith;

¹⁵ This section of the Terms of Reference was suggested by the facilitator to address the eventuality that any participant in the process might not support the goals as defined in this Terms of Reference, or act in the spirit of collaboration or continuous improvement.

- State concerns openly and directly and as interests rather than positions (where interests are defined as the needs, wants, fears, concerns that are connected to an issue. Positions are defined as a predetermined solution to a problem without consideration for the interests of others);¹⁶
- Listen carefully, ask questions and educate themselves regarding the interests of others;
- Share relevant information;
- Provide and record alternate views, even if they are not the majority position of the group.

When consensus is reached, a written record of the agreement will be recorded in the meeting summary.

If consensus is not achieved, the chairperson or facilitator will assist the participants in resolving their differences through the application of interest-based negotiation procedures. If consensus is still not achieved, participants will agree to disagree and options defined in the negotiation process will be recorded in the meeting summary, and any dissenting positions may be made a matter of record in the minutes.

Consensus will not be required for housekeeping items such as scheduling meetings dates and locations.

IX. Authority for Decisions

If consensus related to a specific decision is not achieved, the Company will consider all options in development of the final SFM plans and will provide a written explanation for decisions taken where consensus was not achieved.

The Company will consider consensus recommendations of VINWAG as advice to guide the development of the SFM Plans. In the event that the Company decides not to accept a consensus recommendation of VINWAG, a written explanation for this decision will be included in the SFM Plan process documents.

The SFM Plans for the Company's Defined Forest Areas will comply with all existing legislation and regulations and will be consistent with the strategic direction and intent of higher level plans. The Company cannot incorporate recommendations from VINWAG, which do not comply with these standards.

X. A Mechanism to Adjust the Process

The Terms of Reference and procedures for the SFM Plan process may be changed at any time during the process in accordance with the Decision-making Methods described in section VIII above, and the current version of the CSA Z809 Standard.

XI. Access to Information (including the Standard)

The Company will support the SFM Plan process by supplying relevant information including the current version of the CSA Z809 Standard and supporting reference documents, examples of other British Columbia-based SFM Plans and other technical information as required.

XII. The Participation of Experts, other Interests, and Government

When determined necessary by VINWAG, experts will be invited to present technical advice or opinion. Attendance by experts, advisors and observers is subject to Section VI 2) of this Terms of Reference, namely the facilitator's discretion to request a caucus meeting of members to openly discuss matters of a sensitive nature.¹⁷

Non-local interested parties, not directly impacted by DFA related issues, are welcome to attend VINWAG meetings (by invitation and with advance notice) but will not take part in the decision-making process.

¹⁶ Interests and positions defined in the body of the text rather than as a footnote, to allow footnotes to be used exclusively to outline where and when changes are made to the Terms of Reference. Revised April 18th, 2013 at the request of VINWAG at April 11th, 2013 meeting.

¹⁷ This amendment provides for the eventuality that VINWAG members may wish to meet separately from advisors and observers in order to engage in frank and open discussion about certain matters. This proposed amendment arose in December 2013, in response to a request from members that there be an option to caucus, without prejudice, in limited circumstances.

As defined under Roles and Responsibilities sub-section 4), Government representatives may take the role of an observer but will not be a direct participant in the process. Attending on an invitation basis, government representatives will act as technical support and may clarify legislative issues if necessary.

XIII. A Dispute-resolution Mechanism

The following guiding principles, published by the National Round Table on the Environment and Economy, will provide direction to resolve and avoid disputes:

Principle #1 – Purpose Driven: People need a reason to participate in the process.

Principle #2 – Inclusive Not Exclusive: All parties with a significant interest in the issue should be involved in the consensus process.

Principle #3 – Voluntary Participation: The parties who are affected or interested participate voluntarily.

Principle #4 – Self Design: Parties design the consensus process.

Principle #5 – Flexibility: Flexibility should be designed into the process.

Principle #6 – Equal Opportunity: All parties must have equal access to relevant information and the opportunity to participate effectively throughout the process.

Principle #7 – Respect for Diverse Interests: Acceptance of the diverse values, interests, and knowledge of the parties involved in the consensus process is essential.

Principle #8 - Accountability: The parties are accountable both to their constituencies, and to the process that they have agreed to establish.

Principle #9 - Time Limits: Realistic deadlines are necessary throughout the process.

Principle #10 – Implementation: Commitment to implementation and effective monitoring are essential parts of any agreement.

Although the majority of these principles have been addressed in the sections above, the following operating guidelines and ground rules of conduct will further define the process:

Operating Guidelines

SFM Plans will be developed by the Company based on advice and valued recommendations provided by VINWAG. VINWAG will include a cross-section of participants with varying interests and backgrounds. Participants in the process will:

- Contribute to the development of SFM Plans;
- Attend meetings on a regular basis;
- Consider the views of others in developing recommendations;
- Act in “good faith” in all aspects of the process;
- Aim to reach decisions on the basis of consensus;
- Support an open and transparent process in both the development and implementation of the SFM Plans.

Ground Rules & Conduct

1. Member Conduct - VINWAG and its members agree to work by the following ground rules:
 - a) Abide by this Terms of Reference
 - b) Stay on topic;
 - c) Show respect for other members;
 - d) Listen to other members;
 - e) Avoid personal issues and avoid politics;
 - f) Look and act to move the committee forward;
 - g) Adhere to WFP Policies for Health & Safety, Bullying & Harassment and Violence in the Workplace.¹⁸

If a circumstance arises where a member or members do not abide by the above ground rules and conduct, a decision on the member or members’ ongoing participation in VINWAG will be made through a mediation process, conducted by the Facilitator, between the member or members and a representative(s) of the Company, as outlined in Section

¹⁸ This revision was proposed following a corporate review of the Terms of Reference in April 2016.

VII(B) of this Terms of Reference. If mediation does not satisfactorily resolve the matter of ongoing participation, a final decision will be made by the Company.¹⁹

2. Meeting Agenda and Dates:

- a) Meeting agendas:
 - i) Input on upcoming meeting agendas will be obtained during each VINWAG meeting;
 - ii) The VINWAG chairperson or facilitator and the Company will finalize meeting agendas;
 - iii) Each meeting agenda will allow for public presentations, if required or requested;
 - iv) Time for public questions and feedback may be allocated at the end of each meeting;
- b) Meeting dates will be set at the beginning of each year and confirmed jointly between the Company and VINWAG. A schedule of meetings for the year will be prepared in the fall of the year prior and confirmed early in the year for which the schedule applies.
- c) Meeting Notices:
 - i) Agendas and supporting materials will be sent out to members two weeks prior to the meeting;
 - ii) A reminder and any outstanding supporting materials for the meeting will be sent out to members the day before the meeting;
 - iii) The next meeting date will be confirmed at each VINWAG meeting.
- d) Meeting Location:
 - i) Meetings will be held at a time and place most suitable to the members of the committee. Time and/or location may vary to satisfy member requirements.
 - ii) Suggested meeting location is Port McNeill in the evenings.
 - iii) In the event that face to face meetings are unable to be held, meetings will be conducted through virtual meeting platforms (i.e. TEAMS).²⁰
- e) Meeting minutes will be distributed to all First Nation's Councils within the DFA.

3. Member attendance:

- a) Existing and new members will be asked annually and initially to commit to attending a minimum of three of the five meetings held during the year.
- b) Members who cannot and do not attend three of the five meetings, or fail to make arrangements for their alternate to attend on their behalf, for at least three of five meetings during the course of a year, may be asked to help find a representative who can fulfill this level of attendance.

These conditions apply where a schedule of meetings is reviewed with and approved by the membership and circulated each year.²¹

XIV. A Mechanism to Measure Participant's Satisfaction with the Process

A VINWAG member survey will be conducted to determine satisfaction with the public participation process. The member survey will be prepared and distributed by the Company representatives and the facilitator/chairperson. Members will be given the choice of responding anonymously or not. Results of the survey will be compiled by the facilitator/chairperson, and reviewed with members of VINWAG and representatives of the Company.

Member surveys will be completed annually, but once every second year is permissible.

¹⁹ This section was proposed by the facilitator to address a potential circumstance where a member or members do not abide by the ground rules and conduct established in this Terms of Reference.

²⁰ This section was added during the September 10th, 2020 review to address the current COVID-19 pandemic and accommodate an alternate way to continue to hold VINWAG meetings.

²¹ The revisions to the above ground rules and conduct were proposed by the facilitator to enshrine generally accepted practice since 2012.

Record of Review and Updates

- Updated – October 14th, 2010 (feedback from October 2010 WFP Internal Audit)
- Reviewed with VINWAG – October 14th, 2010
- Accepted and adopted by VINWAG – November 25th, 2010
- Updated – May 26th, 2011 (discussion from April 14th, 2011 VINWAG meeting)
- Reviewed, accepted and adopted by VINWAG – May 26th, 2011
- Reviewed, accepted and adopted by VINWAG – June 14th, 2012
- Updated - February 28th, 2013 (feedback from 2012 WFP Internal Audit and February 28th, 2013 VINWAG meeting)
- Updated and Reviewed by VINWAG April 24th, 2014
- Reviewed and adopted by VINWAG April 23rd, 2015
- Updated and Reviewed by VINWAG September 8th, 2016
- Reviewed and Adopted by VINWAG April 13th, 2017
- Reviewed and Adopted by VINWAG June 14th, 2018
- Reviewed and Adopted by VINWAG June 27th, 2019
- Updated, Reviewed and Adopted by VINWAG October 22nd, 2020