



Wells Gray Community Forest Corporation

Effective Date: April 5, 2012

Policy No: 2026-03

Amendment Date: February 2013, January
8, 2026

Subject: Board of Directors Code of Conduct Policy

PURPOSE

This Code of Conduct establishes the principles and standards of behaviour expected of all members of the Board of Directors (“the Board”). It is designed to promote integrity, accountability, and effective governance in fulfilling the Corporation’s mission and responsibilities.

1. **Fiduciary Duties** Board members must exercise:

- 1.1. **Duty of Care:** Make decisions with the diligence and judgment of a prudent person, based on adequate information.
- 1.2. **Duty of Loyalty:** Place the interests of the organization above personal or professional interests.
- 1.3. **Duty of Obedience:** Ensure that the organization operates in compliance with its mission, governing documents, and applicable laws.

2. **Authority** Board members are expected to:

- 2.1. Act within their mandate as designated by the Board or the Board’s policies.
- 2.2. Refrain from acting on behalf of the Board or the Corporation without the Board’s knowledge or authorisation.

3. **Responsibilities** Board members are expected to:

- 3.1. Prepare for and actively participate in board and committee meetings.

- 3.2. Respect collective decisions of the Board, even when personally dissenting.
 - 3.3. Provide strategic guidance without interfering in day-to-day management.
 - 3.4. Contribute time, expertise, and resources to advance the corporation's mission.
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4. Ethical Conduct Board members are expected to:

- 4.1. Conduct themselves with honesty, integrity, and fairness.
 - 4.2. Treat fellow directors, staff, and stakeholders with respect and professionalism.
 - 4.3. Avoid any behavior that could damage the corporation's reputation or public trust.
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5. Confidentiality Board members must:

- 5.1. Maintain the confidentiality of all non-public information entrusted to them.
 - 5.2. Not use confidential information for personal gain or to the detriment of the organization.
 - 5.3. Respect the privacy of board discussions, except where disclosure is legally required.
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6. Conflicts of Interest

- 6.1. Board members must adhere to Conflict-of-Interest and Disclosure Statement Policy 2025-4.
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7. Accountability & Transparency Board members must:

- 7.1. Be accountable to stakeholders for decisions and actions taken.
 - 7.2. Support accurate, timely, and transparent reporting of organizational activities.
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8. Compliance with Laws & Policies Board members must:

- 8.1. Comply with all applicable laws, regulations, and internal policies.
 - 8.2. Ensure the organization maintains proper governance, risk management, and compliance systems.
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9. Use of Organizational Resources Board members must:

- 9.1. Use organizational resources responsibly and only for legitimate purposes.
 - 9.2. Avoid waste, fraud, and abuse of organizational assets.
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10. Commitment to Diversity, Equity, and Inclusion Board members are expected to:

- 10.1. Foster an inclusive culture that values diverse perspectives.
 - 10.2. Support policies and practices that promote fairness and equal opportunity.
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11. Enforcement

- 11.1. Directors found in violations of this Code, depending on the gravity, will be subject to:
 - 11.1.1. A warning from the President or Vice-President of the Board
 - 11.1.2. Internal disciplinary actions such as removal from committees or executive positions
 - 11.1.3. A Board recommendation to the Shareholder's for the Director's immediate removal"