

Governance Manual



Updated:

April 2023

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SECTION 1 – ORGANIZATIONAL PRINCIPLES

Mission

Maintain and enhance the successful, trusted, supply-managed egg industry, operating to meet the best interests of stakeholders throughout British Columbia.

Vision

Sustainable, wholesome BC eggs are British Columbians' go-to protein.

Goals and Philosophy of BC Egg

BC Egg is committed to supporting egg producers in supplying safe, nutritious and high quality eggs to BC consumers at prices that are fair to both parties. BC Egg will encourage innovation in production and marketing of eggs and will fulfil board responsibilities in an effective and professional manner. Competence, fairness and ethical behaviour are key characteristics in the administration of all board relationships.

Structure of BC Egg

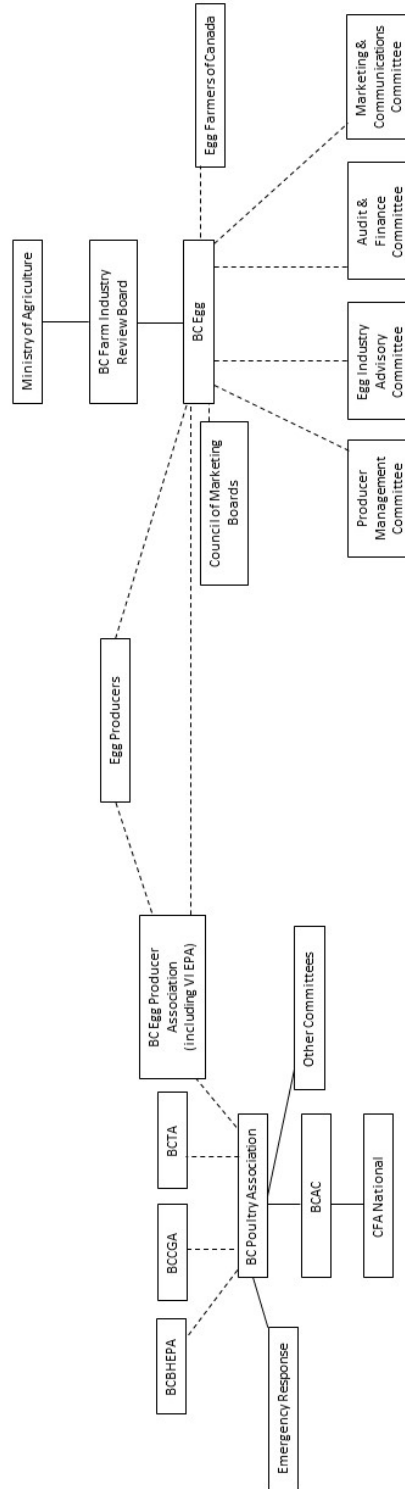
BC Egg became a legal entity through Order-in-Council No. 2263, on July 13 1967 under the BC Egg Marketing Scheme, 1967 and functions under the authority of the Natural Products Marketing (BC) Act.

Reporting Structure and Authority

The BC Farm Industry Review Board is responsible for the general supervision of marketing boards and commissions in British Columbia, and is signatory to federal-provincial agreements for supply managed commodities. The Board also hears appeals from decisions of the marketing boards and commissions, appeals concerning grading licenses, and complaints arising from farm practices used by agricultural and aqua- cultural operations.

The BC Farm Industry Review Board is accountable to the Minister of Agriculture for its administrative operations, although it is independent of government in its decision-making.

Organizational Structure



SECTION 2 – BOARD OF DIRECTORS RESPONSIBILITIES

Introduction

The Board of Directors of BC Egg are responsible under the Natural Products Marketing (BC) Act for the management of BC Egg’s business and its affairs. The Mandate of BC Egg includes:

- developing and implementing policies, procedures, programs and initiatives required to maintain and promote the BC table egg industry;
- providing administration, operation, and management of BC Egg, including services mandated by law or as agreed upon by BC Egg, as a cost recoverable independent enterprise in accordance with generally accepted commercial business practices;
- establishing prices, quota allocation and distribution policies in BC in cooperation with Egg Farmers of Canada.

As per the delegated authority of the BC Egg Marketing Scheme, BC Egg is tasked with providing effective promotion, control and regulation of the production, transportation, packing, storage and marketing of regulated product within the province.

The mandate of the Board is prescribed in section 16 of the Scheme, namely: “to provide for the effective promotion, control and regulation of the production, transportation, packing, storage and marketing of the regulated product within the Province, including the prohibition of such production, transportation, packing, storage and marketing in whole or in part.”

Director Qualifications

The Board of Directors of BC Egg is comprised of five (5) Directors, each of whom is required to be a Canadian citizen, at least eighteen years of age and each of whom shall have executed, delivered and abided by the Code of Conduct and Conflict of Interest Guidelines for Directors and Officers of BC Egg. Each Director is required to sign the “BCEMB Director’s Declaration” each year of their term.

The composition of the Board of Directors of BC Egg is as follows:

- four individuals who are registered egg producers shall be nominated and elected by egg producers of British Columbia;
- the Chair of the Board is appointed by the BC Provincial government.

Directors are elected or appointed for terms of four (4) years, on a staggered basis, to ensure continuity of membership on the Board of Directors.

The Board should ensure that, in appointing directors to the Board of Directors, the respective candidates possess demonstrated experience including, but not restricted to, the egg industry, business, commerce, finance, administration, and government, as well as possess such experience as will assist BC Egg in conducting its activities in furtherance of its objects.

Individuals will possess personal attributes including:

- high ethical standards,
- integrity in professional and personal dealings,
- appreciation of the responsibilities to the public and other egg producers,

- capability for a wide perspective on issues and opportunities,
- ability and willingness to listen to colleagues and engage in dialogue, and
- ability to work as a team.

Additionally, if appropriate and desirable by special resolution to amend the policies, the Board should ensure that no individual may be elected as a director if such individual is a person elected to the Parliament of Canada, or any provincial legislature or territorial legislative assembly, or a director or employee of an entity that has a material interest as a supplier, client or user of services of BC Egg. The Board determines that any member of BC Egg cannot be a member of any other provincial or territory egg marketing board.

The Board acts as the ultimate decision-making body of BC Egg and advises and oversees management, who are responsible for the day-to-day operations and management of BC Egg. In fulfilling this role, each director must act in what he or she reasonably believes to be in the best interests of BC Egg and must exercise his or her best judgment.

Code of Conduct

A Director has a duty in the performance of the activities of the Board to act in a manner “that a reasonably prudent person would exercise under similar circumstances” and “conduct that may be reasonably expected from a person of such knowledge and experience as the identified Director.”

A full description of the code of conduct is found under *Code of Ethics and Business Practice*.

The Chair and Executive Director

At BC Egg, the roles of the Chair and the Executive Director are distinct and there are different responsibilities associated with each title. The responsibilities for each role are described on pages 18-21. The BC Egg Scheme provides for a distinction between the offices of the Chair and the Executive Director and, in fact, provides that separate individuals must hold each such office.

Board Agenda

The Chair of the Board, in conjunction with the Executive Director, shall set the time, location and agenda for each Board meeting. Board members are encouraged to suggest the inclusion of additional items on an agenda, and any director may request that an item be placed on the agenda.

Board Meetings and Quorum

Meetings of the Board of Directors will be held no less than six (6) times per year and at least once in each financial quarter.

A quorum will be two thirds of the membership present. Voting will be by a simple majority with the Chair casting a deciding vote if necessary. At least two weeks’ notice of meeting is required to constitute a properly called in person meeting.

In Camera Board Meetings

Confidentiality is usually intended to achieve one or more of the following goals:

- Protection of the organization, its operations, economic interests, and delivery of its mandate against possible harm that could result from the release of certain information.
- Protection of individuals against an unreasonable invasion of their personal privacy.
- Protection of business interests of third parties.

The legislation, bylaws, and policies of an organization may specify particular areas of confidentiality.

Typical examples of such topic areas include:

- The security of the property of the organization,
- Financial information that, if made public, may be beneficial to the competition or detrimental to the organization itself,
- Intimate, personal, or financial details with respect to an individual,
- Acquisition or disposition of property,
- Decisions with respect to employee negotiations,
- Decisions with respect to hiring, terminating or disciplining an employee, and/or
- Litigation affecting the organization.

Board Performance Review

The Board shall conduct an annual self-evaluation to determine whether it and its committees are functioning effectively.

Board Orientation and Continuing Education

All new members of the Board are required to participate in the Egg Farmers of Canada's Canadian Egg Industry orientation session held annually in Ottawa. Other directors may also attend the orientation program.

All directors will be encouraged to participate in continuing education programs in order to stay current and knowledgeable about the business of BC Egg.

Stakeholder Engagement

BC Egg's Vision is to create "a sustainable and growing BC Egg community that meets the values of consumers while being socially and environmentally responsible." In order to create the changes necessary to make this Vision become a reality, there needs to be active dialogue with the various stakeholders of BC Egg.

Good communication is vitally important to this process and it needs to be a two-way process. Stakeholders want to feel that their views are listened to and acted upon or to know why their advice has not been used.

See Appendix 1 for the full Stakeholder Engagement policy.

Spokesperson Policy

For the purposes of this policy, a spokesperson is an individual who is explicitly authorized by BC Egg to speak and represent BC Egg publicly to external non-political stakeholders, political stakeholders and at community events.

This policy specifies who is authorized to speak on behalf of BC Egg, who can authorize an individual to speak on behalf of BC Egg and the activities that member should not disclose without authorization.

See Appendix 2 for the full Spokesperson policy.

Management Evaluations and Succession

The Chair shall be responsible to evaluate the performance of the Executive Director of BC Egg and shall present his/her findings to the full Board. The Board shall review the Chair's report in order to ensure that the Executive Director's performance is satisfactory and he/she is providing the best leadership for BC Egg in the long and short-term.

The Chair shall review and report to the Board on the BC Egg succession plan, including succession planning in the case of the incapacitation, retirement, or removal of the Executive Director. The Executive Director shall provide an annual report to the Chair recommending and evaluating potential successors, along with a review of any development plans recommended for such individuals.

Director Access to Management and Independent Advisors

The Board of Directors is committed to ensuring it can function independently of management. The structure and composition of the Board of Directors of BC Egg attempts to ensure such independence.

Board members shall have access to the management and employees of BC Egg and to its outside counsel and auditors. Any meetings or contacts that a director wishes to initiate may be arranged through the Executive Director or directly by the Director in appropriate circumstances.

Director Compensation and Liability Insurance

The Chair will review director compensation and directors' and officers' liability insurance on an annual basis and make recommendations to the Egg Producers Association regarding changes, if any are deemed necessary or appropriate. (Director Compensation must be consistent and comply with pertinent Commodity Board policies.)

The plan compensates directors in cash through Board of Director and committee per diems as well as Board of Director and committee meeting fees, as a result of Board of Director and committee Chairship responsibilities.

Board Member Per Diems and Expenses

The Purpose of the Policy is to provide for the reimbursement of reasonable expenses incurred by Directors while conducting business on behalf of BC Egg.

Key Principles

BC Egg will reimburse out-of-pocket expenses for business travel and related costs that are legitimate, reasonable and appropriate for the business activity undertaken.

The Director should neither gain nor lose personal funds as a result of a travel assignment. The Director should make travel decisions in the best interest of the organization.

See Appendix 3 for the full Board Members Per Diems and Expenses policy.

Strategic Planning and the Board of Directors

The Executive Director, with the support of the Board of Directors, is responsible for leading BC Egg into the future and therefore must ensure there are long-term goals and strategies in place. This occurs on an annual basis and is an important component of the Board of Directors' Forward Agenda.

Board Committees

The Board shall have at all times an Audit and Finance Committee, and an Egg Industry Advisory Committee. Other committees may be established by the Board from time to time.

The Audit and Finance Committee shall generally be responsible for overseeing the integrity of BC Egg financial statements, its independent auditor, its internal audit function, and compliance by BC Egg with legal and regulatory requirements.

See Section 4 of the Policy Manual for the Audit and Finance, Specialty Egg and Egg Industry Advisory Committee's Terms of Reference.

Sponsorship Strategy

The purpose of a corporate sponsorship program is to support our brand – Integrity in Farming – as well as to support business goals and promote BC Egg farmers. In addition, BC Egg wants to be a good corporate citizen so a portion of our sponsorship program should demonstrate our social responsibility.

Sponsorship agreements are not to be entered into lightly. It is important to find a good fit between BC Egg and the sponsored organization. Sponsorship partnerships have a great deal of inherent risk and we must try to minimize the risks while enjoying the benefits these opportunities provide to both parties.

See Appendix 4 for the full Sponsorship policy.

SECTION 3 – CODE OF ETHICS AND BUSINESS PRACTICE

Introduction

Each Director must strive to foster a culture of honesty and accountability. Our commitment to the highest level of ethical conduct should be reflected in all of BC Egg's business activities including, but not limited to, internal relationships with employees and external relationships with customers, suppliers, competitors, governments, and the questions:

- Is the action legal?
- Is the action ethical?
- Does the action comply with this Code and other policies and laws applicable to my position and to BC Egg as a whole?
- How could my decision affect others, including producers, stakeholders, employees, and the community?
- How will my decision look to others? Important Consideration: If an action is technically legal but can result in the appearance of wrongdoing, consider taking an alternate course.
- How would I feel if my decision were made public? Could the decision be honestly explained and defended?
- Should I contact my Chair, fellow Directors, or BC Egg Legal Counsel regarding the action?

Protection of Confidential and Proprietary Information

BC Egg is a public body within the meaning of the Freedom of Information and Protection of Privacy Act (FOIPPA). FOIPPA governs the collection, use, disclosure, retention, and security of personal information in the custody or control of BC Egg.

BC Egg's confidential and proprietary information generated and gathered in our business is a valuable BC Egg asset. Protecting this information plays a vital role in our continued growth and ability to compete. All BC Egg confidential and proprietary information must be maintained in strict confidence, except when disclosure is properly authorized by a regulating authority or is required by law.

A Director's obligation to protect BC Egg's confidential and proprietary information continues even after leaving the position of Director of BC Egg. All proprietary information in a Director's possession must be returned upon leaving the position of Director.

Conflicts of Interest

Directors have an obligation to act in the best interest of BC Egg. Directors should endeavour to avoid situations that present an actual conflict or present the perception of a conflict between an individual interest and the interests of BC Egg.

A conflict of interest occurs when a person's private interest interferes in any way, or even appears to interfere with, the interest of BC Egg. A conflict of interest can arise when a director takes an action or

pursues an interest that may make it difficult for him/her to perform his or her work objectively and effectively. Conflicts of interest may also arise when a director (or his or her immediate family members) receives improper personal benefits as a result of that individual's position in or access to BC Egg. For purposes of this Code, immediate family member is defined as spouse, child, parent, brother or sister of the Director or any family member living with the Director.

Although it would not be possible to describe every situation in which a conflict of interest may arise, the following are examples of situations that may constitute a conflict of interest:

- Working, in any capacity, for a competitor, customer, or supplier while in the position of Director of BC Egg.
- Accepting gifts of more than modest value or receiving personal discounts or other benefits as a result of one's position as Director of BC Egg, from a competitor, customer, or supplier.
- Competing with BC Egg for the purchase or sale of property, services, or other interest.
- Having an interest in a transaction involving BC Egg, a customer, or supplier (other than in the ordinary course of one's duties as Director of BC Egg).

Receiving a loan or guarantee of an obligation as a result of one's position as Director of BC Egg.

- Directing business to a supplier owned or managed by, or which employs, a relative or friend.

In order to avoid conflict of interests, each BC Egg director must disclose to BC Egg any material transaction or relationship that reasonably could be expected to give rise to such a conflict.

Recusal Policy

After disclosing a possible Conflict of Interest, and unless otherwise expressly approved by the Chair, a Director shall immediately recuse him/herself from participating in any discussion, decision, debate or vote on any matter in respect of which he or she would be in a conflict of interest. This also includes refraining from attempting to improperly influence deliberations or voting on the subject, and not be privy to any non-public information relating to the transaction. The recusal of any Director shall be documented in the respective minutes of the Board of Directors, where discussed.

Respectful Workplace Policy

This policy details the full respectful workplace policies, which are infused throughout the Governance Manual, summarized as follows:

- **Code of Ethics and Business Practice (pg. 12):** We believe good Board Director and employee relations makes good business sense. Capable and satisfied Board Directors and employees are the company's greatest assets. All Board Directors and employees will be treated with fairness and sincerity. We reflect courtesy in all our contacts with producers, stakeholders and fellow Board Directors and employees.

BC Egg is committed to providing a working environment that is safe, comfortable and free from discrimination and any form of harassment. In exercising its responsibility as an employer, BC Egg endeavours at all times to provide a work environment that is supportive of mutual respect and dignity and is free from behaviour contrary to the BC Human Rights Code including sexual harassment, bullying, and violence.

See Appendix 5 for the full policy details including a complaint procedure.

SECTION 4 – DIRECTOR RESPONSIBILITIES

Goals and Objectives

As a member of the Board of Directors, each director shall fulfil the legal requirements and obligations of a director, which includes a comprehensive understanding of the statutory and fiduciary responsibilities; ensure that the best interests of BC Egg are paramount; and participate in the review and approval of policies, strategy and monitoring their implementation.

Duties and Responsibilities

- A. Board of Directors Activity - as a member of the Board of Directors, each Director shall:
- exercise good judgment and act with integrity;
 - use his/her abilities, experience and influence constructively;
 - be an available resource to management and Board of Directors;
 - respect confidentiality;
 - advise the Executive Director and/or the Chair when introducing significant and/or previously unknown information or material at a Board of Directors meeting;
 - understand the differences between governing and managing, and not encroach on management's area of responsibility;
 - be aware of potential conflict areas – real or perceived – and adopt an objective position;
 - when appropriate, communicate with the Chair and/or the Executive Director between meetings;
 - demonstrate a willingness and availability for one-on-one consultation with the Chair and/or the Executive Director; and
 - evaluate the Executive Director, the Chair and BC Egg's performance.
- B. Preparation and Attendance at Meetings of the Board of Directors - in order that all Directors enhance the effectiveness of the Board of Directors and committee meetings, each Director shall:
- prepare for Board of Directors and committee meetings by reading reports and background materials prepared for each meeting;
 - maintain an excellent Board of Directors and committee meeting attendance record; and
 - make such inquiries and acquire, as needed, adequate information necessary for decision making.
- C. Communication - communication is fundamental to Board of Directors' effectiveness and therefore each Director shall:
- participate fully and frankly in the deliberations and discussions of the Board of Directors;
 - encourage free and open discussion of the affairs of BC Egg by the Board of Directors and its members;
 - ask probing questions focused on policy and strategy; and
 - question officers in an appropriate manner and at proper times on strategy, implementation.

- D. Independence - recognizing that the cohesiveness of the Board of Directors is an important element in its effectiveness, each Director shall:
- be a positive force with a demonstrated interest in the long-term success of BC Egg; and
 - speak and act independently.

E. Board of Directors Interaction

As a member of the Board of Directors, each Director shall establish an effective, independent and respected presence and a collegial relationship with other members of the Board of Directors.

Cell phones should be turned off during meetings. If urgent business requires use of such device, a Director should excuse him/herself from the meeting to deal with personal communication.

- F. Committee Work - to ensure that Board of Directors committees are effective and productive each Director shall:

- participate on committees when asked and become knowledgeable with the purpose and goals of the committee; and
- understand the process of committee work, and the role of management and staff supporting the committee.

- G. Business, BC Egg and Industry Knowledge - recognizing that decisions can only be made by well-informed members of the Board of Directors, each Director shall:

- remain knowledgeable of BC Egg's strategy, services, and the industry;
- maintain an understanding of the regulatory, legislative, business, social and political environments within which BC Egg operates;
- become acquainted with management and the officers of BC Egg;
- remain knowledgeable about industry operations within the BC egg sector, and visit them when appropriate;
- be an effective ambassador and representative of BC Egg.

Role of Secretary

General Responsibilities

The Secretary is responsible for the efficient administration of the Board, particularly with regard to ensuring compliance with statutory and regulatory requirements and for ensuring that decisions of the Board of Directors are implemented. The Secretary is responsible for ensuring that accurate and sufficient documentation exists to meet legal requirements, and to enable authorized persons to determine when, how, and by whom the Board's business was conducted. In order to fulfill these responsibilities, the Secretary ensures accuracy and availability of the minutes of meetings, fulfills any other requirements of a Director, and performs other duties as the need arises and/or as defined in the bylaws.

Accountability

The Secretary is accountable to the Board of Directors. Certain duties of the Secretary may be delegated to the Executive Assistant, Executive Director, Board members and/or committees as appropriate; however, the accountability for them remains with the Secretary.

SECTION 5 – CHAIR AND EXECUTIVE DIRECTOR RESPONSIBILITIES

Introduction

The regulations under the Natural Products Marketing (BC) Act provide that the Chair of BC Egg has certain duties.

The Chair will assume the role of liaising with the Egg Producers Association of BC on major issues and will adopt an ongoing consultative and resource role. Additionally, the Chair will assume the role of liaising with any external stakeholders, advisory or otherwise, of BC Egg.

The Chair and the Executive Director will also be responsible for public interaction with respect to the affairs of BC Egg.

The Executive Director will be responsible for the customary duties of an Executive Director of a commodity Board of similar size and operation to that of BC Egg and will have ongoing responsibility for the accountability of management to the Board of Directors.

Chair Responsibilities

1. Introduction

The Board of Directors has ultimate accountability for the management of BC Egg to its shareholders. Critical to meeting this accountability is the relationship between the Board of Directors, management and egg producers.

The Chair, as the presiding Board of Directors' member, must ensure that these relationships are effective, efficient and further the best interests of BC Egg. In performing this role, the Chair must work with management, manage the Board of Directors, and ensure effective relations with egg producers and the public.

2. The Board of Directors Interface with Management - the Chair shall:

- ensure management is aware of concerns of the Board of Directors and other egg producers;
- ensure that management strategy, plans and performance are appropriately conveyed to the Board of Directors; and,
- ensure the Board of Directors has exposure to the management team;
- review and recommend a Code of Ethics and Conflict and Confidentiality policy as it relates to both board members and staff.

3. Managing the Affairs of the Board of Directors - the Chair shall:

- chair Board of Directors meetings;

- ensure that the mechanisms for effective governance are in place and the Board of Directors is alert to its obligations to BC Egg, management, egg producers and regulators;
 - provide strong leadership to the Board of Directors and assist in reviewing and monitoring the vision, strategy, and policies of BC Egg and the achievement of its objectives;
 - participate in recommending the committees of the Board of Directors and their composition, reviewing the need for, the performance and suitability of, those committees and recommending such adjustments as are deemed necessary from time to time;
 - ensure that the Director selection process is appropriate and serves the needs of BC Egg;
 - conduct Board of Directors meetings in an efficient, effective and focused manner;
 - review and make recommendations to the board with respect to the appointment of the board's legal counsel;
 - be responsible for the orientation program for new Directors, as well as for board education and development programs; and
 - recommend to the Board of Directors an appropriate evaluation process for the Board of Directors, the Executive Director and the Chair.
4. Relations with Members, Shareholders, Other Stakeholders and the Public - the Chair shall:
- chair meetings of the Board of Directors and members, and regularly meet with the Egg Producer Association;
 - ensure BC Egg's management and, where applicable, the Board of Directors are appropriately represented at official functions and meetings with members; and,
 - ensure there is an appropriate communications program for all industry stakeholders.
5. Selection and Evaluation of the Executive Director - the Chair has the responsibility:
- for the appointment and replacement of an Executive Director, for monitoring the Executive Director's performance, approving the Executive Director's compensation and providing advice and counsel to the Executive Director in the execution of his/her duties;
 - for ensuring that plans have been made for management succession;
 - for reporting to the Board of Directors on the fulfilment of these responsibilities.

Executive Director Responsibilities

The Executive Director shall:

- lead and manage BC Egg;
- report to the Board of Directors;
- keep the Board of Directors current on major developments, ensuring the Board of Directors has sufficient information to permit it to fully discuss potential issues and to make decisions;
- recommend to the Board of Directors strategic directions for BC Egg's business and, when approved, successfully implement the corresponding strategic, business and operational plans;

- direct and monitor the activities of BC Egg in a manner that strives towards the achievement of targets and ensures the assets of BC Egg are safeguarded and optimized in the best interests of BC Egg;
- develop and implement operational policies to guide BC Egg within the limits prescribed by BC Egg’s regulations under the Natural Products Marketing Act and other applicable regulations, and the framework of the strategic directions adopted by the Board of Directors;
- develop and recommend to the Chair overall BC Egg structure and staffing;
- create, maintain and review with the Chair an annual plan for the development and succession of management;
- oversee the interfaces between BC Egg, regulators, egg producers and the public;
- meet regularly, and as required, with the Chair to review material issues and to ensure that the Board of Directors are being provided with all of the information it requires to fulfil its statutory and other obligations;
- provide the Board of Directors with exposure to the key management of BC Egg; and
- engage in public service as agreed with the Board of Directors in connection with any of BC Egg’s charitable, educational and cultural activities (if applicable and appropriate).

SECTION 6 – AUDIT AND FINANCE COMMITTEE RESPONSIBILITIES

Purpose

The purpose of the Audit and Finance Committee is to assist the Board of Directors in fulfilling its oversight responsibilities by:

- reviewing the financial statements of BC Egg;
- reviewing the financial and internal controls, the accounting, audit and reporting activities of BC Egg;
- annually reviewing the qualifications and objectivity of BC Egg’s auditors;
- making recommendations to the Board of Directors, in the case of any vacancy in the office of auditor as to the selection of BC Egg’s auditors and their fees;
- reviewing the scope, results and findings of BC Egg’s auditor’s audit and non-audit services;

Composition

The composition of the Audit and Finance Committee shall be one Director, who acts as the Chair; at least two Board-appointed members who may be producers; at least one external individual appointed by the Board of Directors; and Manager of Finance who meets certain criteria of ‘independence’ in keeping with governance best practice.

For a full list of the Audit and Finance Committee duties and responsibilities, please see the Terms of Reference.

Accountability

The Audit and Finance Committee shall report to the Board of Directors on a regular basis all such action it has taken since the previous report.

Committee Timetable

The major annual activities of the Audit and Finance Committee shall be outlined in a schedule of activities.

Audit and Finance Committee Timetable

Agenda Item	Timeframe
Risk assessment, scope and plan of audits, including a summary of areas of greatest risk	February
Current audit schedule and scope of internal financial controls	
Internal Controls:	
<ul style="list-style-type: none"> external auditors' summary of audit work completed and report on internal controls 	
<ul style="list-style-type: none"> external auditors' management letter 	
<ul style="list-style-type: none"> list of completed internal audit reports 	
<ul style="list-style-type: none"> significant findings in internal audit reports 	
<ul style="list-style-type: none"> five-year history of significant findings 	
<ul style="list-style-type: none"> internal control evaluation 	
Annual financial statements:	
<ul style="list-style-type: none"> external auditors' report on annual financial statements 	
<ul style="list-style-type: none"> review and approval of annual financial statements 	
Review of financial disclosures of BC Egg required under applicable provincial policies and other regulations	
Audit and Finance Committee meeting with Board for presentation of the annual audited statements from the auditors	
Audited statements mailed to producers	
Presentation of financial statements at "Producer only" meeting	AGM
Presentation of annual audited statements at AGM.	
Confirm committee members	1st Meeting following the AGM
Audit and Finance Committee Terms of Reference and Responsibilities	Fall
Accountability:	
<ul style="list-style-type: none"> Chair report to the Board of Directors on the activities of the Audit and Finance Committee during the year 	
<ul style="list-style-type: none"> Proposed audit fees 	
External auditors' review of audit process	

Board Activity Schedule

Agenda Items	Timeframe
Financial Matters:	
Approval of monthly results	January through December
Approval of capital budget	December
Approval of operating budget	December
Approval of annual audited financial statements and auditor's report	February
Establish charitable donations budget	October
Planning:	
5 year strategic plan	May
Nomination of vacant director positions	1 st meeting post elections
Review of governance manual	May
Operations:	
Executive Director's Report	January through December
Chair's Report	January through December
Financial Reports	January through December
Executive Director's Performance Review	September
Board of Directors' Performance Review	February, prior to AGM
Review of committee performance and formal appointment of members	1 st meeting after AGM
Committees:	
Opportunity to report monthly or at request of the Board	January through December
Annual General Meeting	
Set date	End of February, beginning of March with BCPC
Approval of notice of meeting, election procedures and all other documentation required under applicable law	January
Presentation of format of annual meeting	March
Approval of Chair's, Executive Director's, financial reports and committee reports for Annual Report	January

APPENDICES

Appendix 1 – Stakeholder Engagement Policy

Policy Statement

BC Egg’s Vision is to create “a sustainable and growing BC Egg community that meets the values of consumers while being socially and environmentally responsible.” In order to create the changes necessary to make this Vision become a reality, there needs to be active dialogue with the various stakeholders of BC Egg.

Good communication is vitally important to this process and it needs to be a two-way process. Stakeholders want to feel that their views are listened to and acted upon – or to know why their advice has not been used.

With this in mind, BC Egg has developed a Stakeholder Engagement program that will be implemented by management and monitored by the Board of Directors.

Feedback Management Process

Inform - BC Egg will provide timely, accurate, objective and balanced information to stakeholders to help them understand the issues and challenges we face. We’ll provide background information and solutions from similar organizations, if applicable, and our organization opportunities and solutions.

Input - Retrieval and Confirmation - this is the next step when, after receiving input from the appropriate stakeholders, the session notes will be developed and circulated back to the parties who gave the feedback and all other parties in their sector to confirm that their input was received in an unbiased fashion.

Management Consideration - during this step, management will review the input and decide how to respond to it. This response could involve commencing new support programs or refreshing existing ones. It might mean accepting the suggestion or not. If the suggestion is not accepted, then a rationale must be given.

Action Report -the next step is to circulate the management action report to all parties in the sector as evidence that not only was their input heard, but it was given serious consideration and acted upon.

Report Cards - all management action plans are monitored and measured by the board to ensure they are executed in a timely manner.

Methods of Engagement

Consumers

- BC Egg Surveys
- EFC Surveys
- Social media – Facebook, Twitter, Instagram, YouTube
- Agri fairs
- Grocery feedback sessions
- HRI feedback sessions
- AC Nielsen data

Producers

- Survey(s)
- Regional meetings - three per year
- BC Egg Producer Association meetings - four meetings per year
- Committee Representation – Audit & Finance Committee, Production Management Committee, Egg Industry Advisory Committee,
- Participation in annual strategic planning sessions
- Producer Liaison Officer visits - four times a year
- EFC officer visits and reports – once per year
- Management visits

Processors

- Quarterly management input sessions
- EIAC
- BC Egg Processors Council meetings - four a year

Staff and Management

- Satisfaction surveys

Advocacy Groups

- Meetings annually

Farm Industry Review Board

- Quarterly management sessions
- Annual review

Appendix 2 – Spokesperson Policy

Introduction

For the purposes of this policy, a spokesperson is an individual who is explicitly authorized by BC Egg to speak and represent BC Egg publicly to external non-political stakeholders, political stakeholders and at community events.

This policy specifies:

1. who is authorized to speak on behalf of BC Egg,
2. who can authorize an individual to speak on behalf of BC Egg, and
3. the activities that members should not disclose without authorization from BC Egg.

Spokesperson

Only spokespersons are permitted to speak on behalf of BC Egg. Appointed spokespersons for external non-political stakeholders, political contacts and community events are individuals in the following positions:

- Executive Director
- Director of Communications & Marketing
- Chair of the Board
- Vice Chair of the Board
- EFC Representative
- Chair of the Egg Producers Association

A spokesperson may be appointed for any engagement opportunity by:

- BC Egg Board of Directors
- The Chair of the Board
- The Vice Chair of the Board
- The Executive Director
- The Director of Communications & Marketing
- The Chair of the BC Egg Producers Association

The Board and the BC Egg Producers Association should be made aware of Spokespersons' activities.

Process

1. A producer, staff or board member receives a request for an engagement opportunity.
2. That request is forwarded to Amanda Brittain, Director of Communications & Marketing (amandab@bcegg.com).
3. Amanda will send the request to the Board, Association Chair and Executive Director with a recommendation on whether or not the engagement opportunity should be attended as well as a few recommendations on possible spokespersons.
4. The Board, Association Chair and Executive Director then have two (2) business days to affirm the recommendation or state possible concerns. This is the appropriate time to bring up any key messages that should be addressed during the engagement.
5. Amanda will contact the recommended spokesperson and provide him/her with the details of the engagement opportunity as well as any key messages.
6. The spokesperson may choose to meet with staff, Board or Association members to ensure he/she has the appropriate understanding of the key messages.

7. The spokesperson will attend the engagement and prepare a written report for the Board and Association. This report will be provided to Amanda for distribution.

****In the event that a media request is received, the above process must take place within one hour.

Member Representations

1. Producers, staff and Board members do not speak on behalf of BC Egg.
2. In some cases, a producer may be interested in discussing Board or Association activities publicly as independent producers and without interest in representing the Board or Association. In that event, producers:
 - a. May request that the Board or Association review and approve the material to be discussed. Such requests should be made at least five (5) days in advance of the event.
 - b. Shall not disclose any Board or Association confidential information.
 - c. Shall specify that their statements and opinions are their own and that such statements and opinions are not to be attributed to the Board or Association.

Appendix 3 – Board Members Per Diem and Expense Policy

The BC Egg Marketing Board's Standing Order establishes the policies and procedures applicable to egg producers. The following manual addresses the internal office procedures that are intended to augment the implementation of the Standing Order.

PURPOSE

The Purpose of the Policy is to provide for the reimbursement of reasonable expenses incurred by Directors while conducting business on behalf of the BCEMB.

KEY PRINCIPLES

The BCEMB will reimburse out-of-pocket expenses for business travel and related costs that are legitimate, reasonable and appropriate for the business activity undertaken.

The Director should neither gain nor lose personal funds as a result of a travel assignment and should make travel decisions in the best interest of the organization.

1.1 PER DIEMS

1. AUTHORITY - Section 3:14 of the British Columbia Egg Marketing Scheme states the Producers of British Columbia shall set the remuneration paid to the Directors of the British Columbia Egg Producers.
2. RATE - Directors Per Diem \$450.00 per day; Chair Per Diem \$550.00 per day (AGM March 18, 2022 and BC EPA Feb 9, 2023)
3. DIRECTOR POLICY –
 - (a) **Monthly Stipend**

Chair and each Board Director shall be entitled to claim five additional per diems per period in respect of time spent on Board business outside of structured meetings. EFC Director is entitled to two additional per diems per period to cover extensive travel costs; this policy to be reviewed on an annual basis.

The Stipend will cover the following:

- preparation for meetings
- preparation of documents
- attending any golf tournaments
- meetings with individual producers
- receptions

- (b) **Telephone and Video Conference Meetings**

In the event of extraordinary circumstances where the need to hold telephone or video conference meetings instead of face-to-face meetings arises, the Chair and each Board Director shall be entitled to a full day per diem no matter the duration of the meeting.

- (c) **Meetings/Events**

Any director can go to an industry meeting within British Columbia without seeking permission from the board. Meetings that are outside the province require discussion and approval by the board.

(d) Travel Per Diems

Chair and Directors are entitled to travel per diems as follows:

1. Per diems for attending an out of area meeting within the province is equivalent to ½ per diem for each direction. Fraser Valley to Greater Vancouver is not eligible for a travel per diem.
2. Travel outside the province requires approval of the Board of directors.
3. Chair and each Director shall claim per diems as follows:
 - a. Outside of BC but within Canada – EFC Matrix (*see page 30*)
 - b. Canada to United States – 2 per diems round trip
 - c. Canada to International – 3 per diems round trip
4. Directors must take notes at the session to qualify for a per diem and future attendance approval
5. Travel per diems must be shown separate from regular per diems.

If a Board Member recovers expenses and/or per diems for external committees they are part of, they must refund or credit the board for the amount recovered.

4. COMMITTEE POLICY –

(a) Committee Per Diems

Each Industry Committee member's per diem shall be \$275 per day.

Each non-industry committee member's per diem shall be \$450 per day.

The EIAC Chairperson's per diem shall be \$400 per day.

(b) Travel Per Diems

Travel per diems for Industry Committee Members attending a meeting within the province but outside their region is equivalent to ½ per diem for each direction traveled. Fraser Valley to Greater Vancouver is not eligible for a travel per diem.

(c) Barn Fitness Audit Committee Per Diems

Each Barn Fitness Audit Committee member will receive a \$400 per diem when the audit process is longer than 4 hours.

1.2 EXPENSES

(a) General

1. Mileage will be reimbursed at the yearly [published Federal rate](#). As of May 1, 2022, the amount to be reimbursed will be the up to 5000 km rate regardless of how many KM's have been driven during the year.
2. Cellular phone will be reimbursed up to \$100/month plus travel packages when travelling out of area.
3. Internet will be reimbursed up to \$50/month.
4. Conference calls that have incurred additional charges to a chair/director's phone account may be claimed as an expense.
5. Personal travel may be combined with business travel provided that there is no additional expense incurred to the BCEMB. Extensions of a stay are at the responsibility and cost of the Director including hotel, meals, taxis etc.

6. All claims from or charges to the Board for fees and expenses must be submitted on "Expense Reports". Receipts are mandatory except for rated amounts.
7. Directors will be reimbursed for business meal expenses and receipts must be provided, with initials of those Directors present, or group covered.
 - When one or more Directors are present at a business meal the most senior level Director must pay the full expense.
 - The standard for meals is a restaurant in a business class hotel or other of equivalent quality.
 - Original restaurant receipts (i.e. detailed restaurant bill) or credit card receipt are required for reimbursement of actual expenses. Please note that the credit card receipt may be used to substantiate the restaurant gratuity.
 - Gratuities in reasonable amounts are reimbursable. Gratuities are discretionary from 15-20% of charges. In occasions where it is necessary to tip higher than 20% because of the number of people in the party or where the restaurant is located, the amount of gratuity will be reimbursed in full.
8. Foreign currency exchange calculations should be taken at time of payment and documentation of the exchange be provided ie copy of Visa transaction.
9. Travel Insurance Coverage: A director travelling on business outside of Canada should purchase Emergency Medical Travel and Cancellation Insurance.

(b) Travel - Air

1. Travel will be reimbursed on the basis of the most direct route.
2. Frequent flyer travel points may be redeemed for personal use by the individual who accumulates them.
3. Air travel from BC to eastern provinces will be done by pre-purchased Air Canada flight passes through the board office as this is more cost effective.
4. When travelling to a province that is not part of the pre-purchased passes, airfare through Air Canada will be based on the cost of a full fare latitude class ticket or a full fare low business class ticket and travel by Westjet is eligible for business fare. In the event a flight has to be changed due to unavoidable circumstances, the applicable change fees will be permitted to be expensed.
5. A spouse or other individual may accompany a director on a business trip at the director's expense providing there is no additional cost to BCEMB or no adverse impact on the purpose of the trip.

If a director chooses to travel in economy class and total flight time is more than 3 hours, BCEMB will reimburse them for the travel costs incurred for a spouse or other individual. BCEMB will not reimburse for companion travel if the director travels in business and encourages directors to use upgrade certificates where possible. To be eligible for reimbursement, the director must submit a comparison from the airline for the cost of them traveling alone versus the cost of the director and their companion traveling together.

(c) Travel - Accommodations

1. Hotel accommodations are based on the number of room nights and related expenses necessary to conduct the business of the board - or for the actual cost of the trip - whichever is less. An examples of this option could be:
 - Travel by road instead of air.

- Spouse accompanies and stay may or may not be extended.
2. Directors staying in a private residence while travelling on Board business are entitled to claim \$100.00 per day in lieu of a hotel bill, receipts will not be required. Directors can claim for their personal meals while staying in a private residence.

(d) Conferences

1. A Director's spouse may accompany a Director and associated conference registration fees will be covered.
2. Either the Chair and a Director or two Directors, at the Boards discretion, can attend the following permitted conferences:
 - Urner Barry
 - American Humane Association or animal welfare conferences
 - International Egg Commission (IEC) – EFC Delegate and one other director or chair
 - International Poultry Show
 - International Retail Conference or Canadian Retail Conference
 - United Egg Producers
 - Canadian Poultry & Egg Processors Council
 - Egg Farmers of Canada (EFC) Board meetings, AGM(all), Strategic Planning (2) and the National Conference (all)
 - EFC Committee meetings: PMC, Marketing, COP for BCEMB equivalent
 - Other provincial AGM's: Ontario, Quebec, Alberta, Saskatchewan, Manitoba

(e) Car Rentals

1. Car Rental Guidelines: Directors may rent a car TO the destination when it is more cost effective than travelling by air, rail or privately owned vehicle.
2. Directors may rent a car AT their destination when it is more cost effective than other transportation modes (such as taxis, airport limousines and airport shuttles) or if required for business purposes (such as travelling a long distance from the airport).
3. At the time of rental, the car should be inspected and any damage found should be noted on the contract before the vehicle is accepted.
4. Rental Insurance should be accepted for both domestic and international travel. If a director requests personal injury coverage from the rental agency, the cost of this additional insurance shall not be reimbursed by BCEMB.
5. Every reasonable effort must be made to return the car rental:
 - To the original rental city unless approved for a one - way rental;
 - Intact (i.e., no bumps, scratches or mechanical failures);
 - On time, to avoid additional hourly charges; and
 - With a full tank of gas.

(f) Non Reimbursable Expenses

1. Personal entertainment expenses including (but not limited to) movies, hotel exercise facilities, cultural and sporting events, magazines, books, sightseeing trips, etc.,
2. Travel stopovers, except those necessary for BCEMB business or are unavoidable,

3. Meal per diems where meals have been included in another reimbursable item (e.g. conference fees, transportation, accommodation),
4. Passport costs,
5. Costs relating to the NEXUS border clearing program,
6. Parking, speeding and other traffic fines *under any circumstances*,
7. BCEMB will not reimburse employees for airfare if the flight was booked using personal airline rewards,

1.3 COVID-19

Board members are required to obtain a verified test result and follow instructions provided by the local health authority should they show symptoms of COVID-19 while travelling on approved BCEMB business. A copy of the test result and quarantine requirements must be included with the expense claim submission for expenses incurred as a result of testing positive.

Should a board member choose to combine their BCEMB business travel with personal travel and the board member tests positive during their personal portion of the trip, any additional expenses incurred will be the responsibility of the board member.

If unsure about any travel or expenses eligible for reimbursement, please check with BCEMB Chair and/or Manager of Finance.

Egg Farmers of Canada Per Diem Travel Matrix

FROM→ TO↓	BC	AB	NT	SK	MB	ON	QC	NB	NS	PEI	NL
BC	1.5	2	2	2	2.5	3	3	3.5	3.5	3.5	4
AB	2	1.5	1.5	2	2	3	3	3.5	3.5	3.5	3.5
NT	2	1.5	1.5	2	2	3	3	3.5	3.5	3.5	3.5
SK	2	2	2	1.5	2	3	3	3	3.5	3.5	3.5
MB	2.5	2	2	2	1.5	2	3	3	3	3	3.5
ON	3	3	3	3	2	1.5/2.0*	2	2.5	2.5	2.5	3
QC	3	3	3	3	3	2	1.5	2	2	3	3
NB	3.5	3.5	3.5	3	3	2.5	2	1.5	2	2	2
NS	3.5	3.5	3.5	3.5	3	2.5	2	2	1.5	2	2
PEI	3.5	3.5	3.5	3.5	3	2.5	3	2	2	1.5	2
NL	4	3.5	3.5	3.5	3.5	3	3	2	2	2	1.5

Appendix 4 – Sponsorship Strategy

The purpose of a corporate sponsorship program is to support our brand – Integrity in Farming – as well as to support business goals and promote BC egg farmers. In addition, BC Egg wants to be a good corporate citizen so a portion of our sponsorship program should demonstrate our social responsibility.

Sponsorship agreements are not to be entered into lightly. It is important to find a good fit between BC Egg and the sponsored organization. Sponsorship partnerships have a great deal of inherent risk and we must work hard to minimize the risks while enjoying the benefits these opportunities provide to both parties.

Sponsorship opportunities require an outlay of BC Egg funds; however, it should also be noted that sponsorships are often very labour intensive and require other funds in the form of giveaways (recipe cards, logoware, kids’ toys etc.), egg donations, and t-shirts for volunteers. Other expenses may include volunteer/staff mileage to attend events as well as per diem costs for producers. As with most organizations, BC Egg must narrow down our sponsorship focus in order to ensure we maximize BC Egg’s return on investment (ROI) on our sponsorship investment of funds and time.

Definitions

There is a very fine line between sponsorships and marketing promotion activities. To try and separate the two, following definitions are offered. In order to be transparent, there is also a definition of a donation.

Sponsorship – BC Egg gives money to help run the event. For example, sponsoring a hole, paying for a foursome, and donating golf towels for the Agriculture for Autism golf tournament.

Marketing Promotion – BC Egg pays to attend an event and give out swag. For example, paying for booth space and swag giveaways at the Day at the Farm event in Delta.

Donation (good corporate citizenship) – BC Egg donates money – but more likely eggs – to a non-profit organization without seeking anything in return. Often, recognition is provided but we do not make a donation expecting recognition. For example, egg donations to Sheway.

Focus Areas for BC Egg’s Sponsorship Program

Having specific focus areas help guide BC Egg in proper budget allocation and will identify the best ways to support Integrity in Farming while providing us with a good ROI are as follows:

- High Priority – agri-education (where does your food come from?). Examples include: agri-fairs, PNE, 4H Clubs etc.
- Medium Priority – food security and nutrition promotion. Examples include: Union Gospel Mission, breakfast programs, food banks, kids sports (focus on sports nutrition), health fairs, etc.
- Low Priority – traditional sponsorships/agriculture-sector events. These are events that don’t really meet our sponsorship goals; however, the optics of BC Egg not attending would be very bad. Examples include: Saccomaniacs Agriculture for Autism golf tournament, etc.

Of course, BC Egg wants to be a good corporate citizen so we must leave room in our budget for events that match the values of the organization, our board members, and staff, but which don’t necessarily

support the brand. Examples of these events may include: staff volunteering at the food bank, Run for the Cure etc. These events should deliver opportunities for team building as part of the ROI.

As a good corporate citizen, we have a social responsibility to use our unique position to help other organizations. Our unique position is access to fresh eggs – an inexpensive source of protein. In the past, we've provided fresh eggs to various food banks as well as Sheway on an ad hoc basis.

These programs should be continued, and perhaps expanded, depending on the available budget. At the very least, we could enter into multi-year agreements with a few organizations to provide them with a stable supply of eggs and to free up budget for other uses. What should be improved in future years is how we measure the ROI of such donations.

The breakdown for the categories is as follows:

- High Priority – 60%
- Medium Priority – 20%
- Low Priority – 15%
- Other – 5%

Donations/good corporate citizenship can be attributed to the Low Priority or Other categories as budget allows.

Evaluating Sponsorship Opportunities

In order to ensure we achieve our goals, all sponsorship proposals should be vetted through the same process. This standardized process will ensure a fair evaluation for everyone. Acceptable sponsorship opportunities should have at least nine positive answers to the questions below. Sponsorship opportunities that have fewer than nine positive answers should be rejected unless there are extenuating circumstances.

Sponsorship Checklist:

1. Does the opportunity connect with our brand?
2. Does the opportunity connect with one of our corporate strategies?
3. Does the opportunity support our business goals?
4. Does the opportunity complement an existing sponsorship or EFC sponsorship?
5. Is the organization reputable and credible?
6. Does the organization have similar values to ours?
7. Is the audience for the opportunity clearly defined?
8. Can producers or staff participate in (or gain benefit from) the opportunity?
9. Is there opportunity for traditional media mentions of BC Egg?
10. Is there opportunity to promote our sponsorship on social media?
11. Do the recognition/publicity opportunities commensurate with the size of the sponsorship?
12. Is BC Egg the primary (or category exclusive) sponsor?

A final check that a sponsorship opportunity must pass is whether BC Egg can fund the sponsorship within the budget approved by the Board of Directors. In addition, large sponsorship opportunities (\$10,000 +) that meet all other criteria, must go to the Board of Directors for final approval.

Measuring ROI

It is often difficult to determine the success or failure of a sponsorship opportunity. While it is important that both BC Egg and the sponsored organization feel good about the relationship, it is equally important to measure success more strategically.

What does success look like? Success will likely be different for different sponsorship opportunities because each opportunity will have different goals. The following are a few ways to measure success.

- Survey attendees after an event to determine:
 - What is the attitude towards the BC Egg brand?
 - What is the attitude towards a specific product (i.e. specialty eggs)?
 - Is there an increased awareness of our brand or a product?
- How many people were exposed to our logo/brand?
- Have sales of specialty eggs increased? (Warning: It is very hard to attribute an increase/decrease in sales solely to one sponsorship opportunity or even a year's worth of sponsorship opportunities).
- Web analytics.
- Number of e-newsletter sign ups.
- Traditional media mentions/exposure.
- Social media mentions/reach.
- Survey producers to determine their level of satisfaction with an event or the entire sponsorship program.

The analytics of our first year of our sponsorship program can served as a benchmark to future years.

Measuring Social Responsibility

The work we do as good corporate citizens (such as egg donations or staff volunteerism) cannot always be measured in the same ways we measure ROI for more traditional sponsorship opportunities. In many cases, organizations receiving fresh egg donations are not in a position to provide anything more than cursory recognition in a newsletter or on its social media channels. BC Egg should be prepared to set our own recognition goals and follow through on them (with the permission of the receiving organization). Some ideas for recognition of a social responsibility donation/sponsorship may include:

- Sharing photos/videos of staff volunteering at an organization on our website and social media.
- Sharing photos of people benefitting from the donation (with permission) on social media.
- Creating a page on the website to highlight donations.
- Making use of both producer and consumer e-newsletters to talk about our corporate social responsibility actions.

Appendix 5 – Respectful Workplace Policy

Policy Statement

This policy details the full respectful workplace policies, which are infused throughout the Employee Handbook, summarized as follows:

- **HR Philosophy (pg. 8):** We believe good employee relations makes good business sense. Capable and satisfied employees are the organization’s greatest assets. All employees will be treated with fairness and sincerity. We reflect courtesy in all our contacts with members, suppliers and fellow employees.
- **Professionalism in the Workplace (pg. 15):** Our way of doing business is built on trust and respect for people both inside and outside the organization.

BC Egg is committed to providing a working environment that is safe, comfortable and free from discrimination and any form of harassment. In exercising its responsibility as an employer, BC Egg endeavours at all times to provide a work environment that is supportive of mutual respect and dignity and is free from behaviour contrary to the BC Human Rights Code including sexual harassment, bullying, and violence.

Application

BC Egg policy applies to all persons employed by BC Egg and prohibits bullying and harassment by any employee of BC Egg towards other employees including supervisors. BC Egg does not condone or tolerate any unlawful act of discrimination or harassment, or any behaviour, which denies individuals their dignity and respect. Through enforcement of this policy and by education of employees, BC Egg will seek to prevent, correct and discipline behaviour that violates this policy.

BC Egg considers harassment, in all its forms, to be a serious offence and shall take appropriate disciplinary measures up to and including termination against any employee who subjects any other team member to harassment. Disciplinary action may be taken against both the offending party as well as any individual in a supervisory role who becomes aware of, but does not act on, a potential violation of the harassment policy.

All reported incidents of harassment will be investigated.

Any person electing to use this complaint resolution procedure will be treated courteously. The complaint will be handled promptly and as confidentially as possible to take appropriate corrective action. Registering a complaint will in no way be used against the employee, nor will it have an adverse impact on the individual's employment status. Although reporting such incidents may be a difficult personal experience, allowing harassment to continue will perpetuate any ongoing negative behaviours.

In all circumstances, an individual who is alleged to be demonstrating harassing behaviours will be provided the opportunity to fully explain him/herself and to have those explanations considered. All interactions and documentation in regards to incidents of harassment will be held in the strictest confidence.

Definitions

- **Bullying and Harassment** - *includes any inappropriate conduct or comment by a person towards a worker that the person knew or reasonably ought to have known would cause that worker to*

be humiliated or intimidated, but excludes any reasonable action taken by an employer or supervisor relating to the management and direction of workers or the place of employment.

- **Discrimination** - *any attempt to harass an individual in matters related to employment including but not limited to opportunities, benefits or privileges, working conditions, or evaluation standards, on any of the following prohibited grounds: ancestry or place of origin, race, color, religious beliefs, physical disability, mental disability, gender, age, sexual preference, marital status, and family status, any other criteria contrary to established laws.*
- **Personal Harassment** - *includes abrasive, rude, condescending and/or offhanded remarks towards a fellow employee or manager that might be interpreted as offensive and cause another individual to feel personally threatened or insecure.*
- **Sexual Harassment** - *is any sexual behaviour, which is unwelcome, personally offensive, debilitates morale, and therefore interferes with work effectiveness. It includes: repeated offensive sexual flirtations, unwelcome advances, propositions, continued or repeated verbal abuse of an equal nature, and graphic or degrading verbal comments of a sexual nature about an individual or his/her appearance. The display of sexually suggestive written or graphic material or objects including calendars, photos or the use of degrading verbal comments creates an offensive atmosphere and is a form of sexual harassment. In addition, no one should imply or threaten that an applicant or employee's "co-operation" of a sexual nature (or refusal thereof) will have any effect on the individual's employment, assignment, compensation, advancement, career development, or any condition of employment. This includes offering work related rewards.*

Roles & Responsibilities

All individuals are expected to conduct themselves appropriately to maintain a workplace free from harassment, bullying, and violence, by adhering to the following expected standards:

- Being courteous, polite, respectful and considerate towards others
- Acting with honesty and integrity, abiding by and upholding all rules and regulations and assisting/encouraging others to do the same
- Expressing disagreement in a professional manner and engage in good faith when there are differences of opinion
- The inclusion of all people, including those with different strengths and opinions
- Managing workplace conflicts using conflict resolution processes
- Encouraging and supporting individuals to learn and practice personal conflict resolution and respectful workplace skills

BC Egg shall discourage and use its best efforts to prevent harassment in the workplace. These efforts include developing awareness, training and communication programs in support of this policy and regarding the consequences of inappropriate behaviour.

BC Egg encourages employees who feel they have been harassed in contravention of this policy to, as a first step, make a direct request to the alleged harasser that the offensive behaviour stops. If the behaviour continues or the employee being harassed does not feel comfortable speaking with the team member who they feel is acting inappropriately his/her should report the incident(s) to his/her direct supervisor or Executive Director immediately as there are procedures in place for reporting that

empowers employees to bring forward complaints while being fair and confidential to all parties involved.

BC Egg shall promptly investigate any complaint and if harassment in contravention of this policy is determined to have taken place, appropriate action will be taken.

Complaint Procedure

The following defines the procedures to be used when allegations of harassment, bullying, or violence occur, and is applicable to all employees, board members and anyone conducting business with BC Egg:

- make the disapproval and/or case known to the harasser immediately and firmly state that the specific behaviour is objectionable and unwelcome;
- keep a record of incidents including dates, times, locations, possible witnesses, what happened, etc. Maintaining a record of incidents may strengthen an individual's case and will help the team member remember details over time.

If direct communication is ineffective or difficult, the complainant should speak to his/her immediate supervisor and confirm the conversation in a letter and/ or Complaint Form (attached). If the supervisor is the harasser, speak immediately to his/her supervisor or the Executive Director. If the Executive Director is the harasser, immediately contact a member of the Board of Directors through the Executive Assistant to the Chair of the Board.

Action may also be initiated by filing a written and signed complaint with the Executive Director. No formal action will be taken against any person under this Policy unless a written and signed complaint is on file containing sufficient details to allow the Executive Director to determine if the policy may have been violated. If a supervisor becomes aware that harassment or discrimination is occurring, either from personal observation or as a result of an employee coming forward, the supervisor should immediately report it to the Executive Director.

The complaint will be investigated promptly to determine whether the complaint falls within the definition of harassment and bullying. If the complaint falls within the definition of harassment, the Executive Director, or another outside party, will:

- advise the alleged offender, hereafter named the respondent, of the complaint received;
- investigate the complaint, interview the complainant and the respondent and others, as appropriate. During these interviews the complaint will be explained, the respectful workplace policy will be reviewed, and the version of the facts given will be noted in detail.
- conclude the investigation by documenting a report of findings, with recommendations for resolution including appropriate disciplinary action up to and including termination, to the Board, the complainant and the respondent. If a violation of the policy is substantiated, a copy of the report will be provided to the Board Chair.
- if the complaint does not fall within the definition of this policy, the complainant will be so advised and actions may be taken to resolve the issue as appropriate.

In all cases, facts must be written down so that the complaint can be substantiated. BC Egg recognizes that individuals may be concerned about the confidentiality of information they share, and will strive to preserve confidentiality to the fullest extent possible.

Employees are encouraged to report all incidents that they feel may be considered harassment, bullying, or violence under this policy. Regardless of the outcome of a complaint, any individual who submits a

complaint or provides related information will be protected from any form of retaliation from either co-workers or superiors.

Nothing in this guideline will prevent the complainant or the respondent from pursuing formal legal remedies or resolutions.

Appendix 6 – Regional Representation Framework

Background

In 2019, the BC Egg Election Rules and Procedures were amended to remove regional representation. The Board of Directors agreed that emphasis should be placed on finding strong, capable candidates throughout the province who have industry and board/committee experience and broad forward-looking perspectives, and not be limited to regions where numbers of producers and potential candidates are small.

To ensure each region is properly represented at the board level, it was agreed that each board member would represent a region; however, which region they represented would be decided at the board level.

Regional Representative Election and Notification

During the board member role elections, the Board will elect one regional representative each for the Interior and Vancouver Island with two representatives for the Lower Mainland.

Once a board member is elected to a region, BC Egg staff will notify the producers within the region of their representative(s), including the representatives contact information. A Fast Fry will also be sent with a list of the regional representatives.

Regional Outreach

Producers from each region may contact their regional representative at any time with issues related to their region or egg production in general. In addition, there will be regular outreach conducted by each regional representative. This will be based on the needs and requests from each region.

At a minimum, quarterly outreach should occur from the Regional Board Representative. This can take place in person, via zoom, email or individual phone calls to producers within the region. Board staff will assist as required.

The Board will endeavor to hold a board meeting in each of the regions at least once a year. This will generally be in the fall for Vancouver Island and the spring for the Interior. Regular producer meetings are already held in the Lower Mainland where producers from that region are able to communicate with the Board and their representatives.

Reporting

The Regional Representative will report to the Board regarding regional issues on an as needed basis. At a minimum, this will be completed after each quarterly outreach.