



Policies

The Saskatchewan Forage Seed Development Commission (SFSDC) was established under *The Forage Seed Development Plan Regulations* that became effective June 29, 2005. The purpose of the forage seed development plan is to develop the forage seed industry in Saskatchewan.

This policy outlines the rules and procedures (management guidelines) that govern how SFSDC carries out its daily operations as well as protecting the SFSDC Board and officers / employees / contract staff. Policies are outlined in key areas including: Board procedure and operation, Director Confidentiality, Director Conflict of Interest, and Director Code of Conduct. These policies are consistent with *The Forage Seed Development Plan Regulations* (amended 2015) including the purpose of the plan. In the case that changes are made to *The Forage Seed Development Plan Regulations* (amended 2015), the Regulations supersede this policy document.

Roles and Responsibilities of the SFSDC Board of Directors

SFSDC Board

1. Establish policy and budget.
2. Approve goals, objectives and define areas of activity.
3. Provide direction to Chairperson and Officers / Employees.
4. Act with fiduciary responsibility to growers. (Fiduciary means an obligation to act honestly, in good faith and in the best interests of the organization and to be loyal to the organization).
5. Elect the Chairperson and Vice Chairperson.
6. Hire and dismiss officers / employees / contract staff.
7. Appoint Directors as outlined under the Regulations.
8. Appoint Committees considered necessary by the Board.
9. Delegate representatives to other industry organizations.

SFSDC Directors

1. Directors will educate themselves about the affairs of the SFSDC including *The Forage Seed Development Plan Regulations* (amended 2015) and SFSDC policies.
2. Directors will commit themselves to the work of the organization.
3. Directors shall endeavor to attend all meetings of the Commission. If any Director is absent from two consecutive meetings without being excused by a Board resolution, they are subject to removal from the Board.
4. Directors shall endeavour to have knowledge and insight into opportunities and challenges facing agriculture and the agri-food sector.
5. Directors are required to abide by the majority decision regardless of personal views on any motion and to keep confidential any and all discussions of the Board. When breached, the Director is subject to removal from the Board.
6. Directors will exercise sound and practical judgment and be cautious and discreet in conduct.

7. Directors will assist in developing and maintaining positive relations among the Board, officers / employees / contract staff and forage seed growers.
8. The duties of each Director are owed to: the Commission, other Directors, members, officers / employees, government bodies and the general public.
9. Directors are not to act individually. Powers are given to the Board as a unit and to act formally through meetings, resolutions and motions.

SFSDC Director Confidentiality Policy

During the conduct of SFSDC business, Directors may become privy to information regarding industry issues, growers' operations and business opportunities. Information (i.e. grower or buyer forage seed sales transactions, commercial or government initiatives for business) may be divulged to the SFSDC in order to provide services to members and to the industry. This confidentiality policy is designed to ensure the integrity of SFSDC's reputation and intelligence.

1. Directors will undertake to treat all information confidentially, and not disclose information to any third party, or use information for any purpose either during and/or after their term, except as may be necessary in proper discharge of Board duties.
2. All materials produced by/for the SFSDC by/for Directors/Officers/Staff belong to the SFSDC.
3. Any Director violating the Confidentiality policy may be removed from the SFSDC Board of Directors according to *The Forage Seed Development Plan Regulations* (amended 2015) Section 34 (4)(d).

SFSDC Director Conflict of Interest Policy

To ensure SFSDC Directors / officers / employees / contract staff are not placed in a position of conflict of interest, and are not seen to be in a position of conflict of interest. This policy requires that any conflict of interest be recognized, declared, reacted to by the Board of Directors, and recorded in the Board minutes.

1. Directors / officers / employee / contract staff will act honestly and in good faith with a view to the best interests of the registered growers of SFSDC and will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
2. Directors will disclose and excuse themselves from any discussions / motions that may offer an unfair advantage in their other personal business.
3. The Board, at its discretion, may declare a Director or Directors in conflict of interest and require the declared Director(s) to remove themselves from that discussion.
4. The Board, at its discretion, may permit a Director in conflict of interest to participate in the discussion on the particular issue in question, but exclude that Director from any vote on the issue.
5. Directors will not use, request or permit use of any SFSDC equipment, material or property for any purpose other than for SFSDC business unless authorized by the SFSDC.
6. Directors will not use their position or unique knowledge to gain an advantage not otherwise available to members of the public.
7. Directors must not carry on business, hold an office or engage in activities that are likely to conflict with their duties and loyalty to SFSDC or bring harm to SFSDC.
8. Any Director violating the Conflict of Interest policy may be removed from the SFSDC Board of Directors according to *The Forage Seed Development Plan Regulations* (amended 2015) Section 34 (4)(d).

SFSDC Director Code of Conduct Policy

SFSDC is committed to treating all Directors, officers, employees, advisors, forage seed growers and buyers, industry representatives and the general public with respect. This Code of Conduct policy is designed to ensure that SFSDC Directors / officers / employees / contract staff adhere to these standards.

1. SFSDC maintains an image of respect and integrity and has no tolerance for objectionable or inappropriate conduct, comment or display by SFSDC Directors / officers / employees / contract staff while in the performance of duties on behalf of the SFSDC.
2. Directors will not vote on any issue prior to hearing the discussion and becoming fully informed on that issue.
3. Directors will recognize the authority invested in the Board and will respect and support all majority decisions of the Board.
4. Directors will not speak for/or on behalf of the Board unless asked by the Board to do so.
5. Directors will ensure that his/her behaviour meets acceptable societal standards and meets the roles and responsibilities of Directors previously outlined.
6. Any Director violating the Code of Conduct policy may be removed from the SFSDC Board of Directors according to *The Forage Seed Development Plan Regulations* (amended 2015) Section 34 (4)(d).

Roles/Responsibilities of SFSDC Chairperson

1. Represent and act as spokesperson for the Board.
2. Chair all Board meetings.
3. Prepare agenda with the Executive Director.
4. Work with the Executive Director on issues affecting the Commission.
5. Provide leadership and ensures Board adheres to *The Forage Seed Development Plan Regulations* (amended 2015).

Roles/Responsibilities of SFSDC Executive Director

1. Member of Board – an Officer of SFSDC with no voting privileges.
2. Policy formation with the Board.
3. Implementation of Board policies and procedures.
4. Responsible for day-to-day management of SFSDC – office function, Board organization and finance.
 - i. Accounting, coordination of levy collection, levy rebates, disbursements and related duties.
 - ii. Reporting to growers: newsletter, annual reports, organization of annual general meeting and field days.
 - iii. Strategic plan development with the Board.
 - iv. Budget development with the Board.
 - v. Program development and coordination.
 - vi. Interpret SFSDC's goals and services to the public (board, members, industry, government, general public and media).

SFSDC Board Executive

1. The Chairperson and Vice Chairperson shall be elected annually by the Board.
2. The Executive shall be Chairperson, Vice Chairperson and Executive Director.
3. The Executive is responsible for all business which may arise and require attention between board meetings.

SFSDC Public Statements and Press Releases

1. Directors and Executive Director should consult with Executive prior to making public statements or press releases as representative of SFSDC.
2. If interviewed by media prior to consultation with Executive or if interview will impact on SFSDC, Director must notify the Chairperson and the Executive Director as soon as possible.
3. Executive Director is responsible for all public correspondence.

SFSDC Board Meetings

1. Board meetings are at the call of the Chairperson and may be in person or via conference call.
2. Roberts Rules of Order apply.
3. A majority of Directors constitutes Quorum.
4. Meeting material is to be disseminated to the Board one week prior to meetings whenever possible.
5. Voting results to be recorded upon request of any Director.

SFSDC Board Committees

1. The Board shall form and dissolve committees as required.
2. The Board may appoint any combination of Board members and other advisors to committees.
3. Any committee member may move, second and vote on motions.
4. Committee meetings shall be held at the call of Committee Chair.
5. Quorum shall be 50 per cent or more of the voting committee members present.

SFSDC Advisors

The Board shall appoint advisors as required. Advisors may be from the research community or industry providing expertise and advice in specific areas (i.e. forage seed research, production, processing, marketing, regulations).

1. Advisors have no voting privileges.
2. SFSDC will cover expenses if advisor agency cannot. No honorariums are paid to advisors.

SFSDC Annual General Meeting

1. SFSDC will host an Annual General Meeting on or before February 1 each year.
2. SFSDC will notify all registered growers (ie. SFSDC levy paying growers) of the Annual General Meeting no less than 30 days prior to the meeting.
3. Voting at the SFSDC Annual General Meeting is restricted to SFSDC registered growers.
4. Quorum for the Annual General Meeting is 15 SFSDC registered growers.
5. A current list of SFSDC registered growers, as determined by the annual levy collection documents, is to be maintained and held in confidence by SFSDC.

SFSDC Elections

1. Registered growers list from check-off collection is to be kept confidential to SFSDC.
2. Board members should endeavour to ensure there are enough candidates nominated to fill all vacant positions.
3. The Executive Director will not actively solicit Board candidates.
4. Nominees names are to be kept confidential during nomination process. This information may be released once nominations have closed.

5. SFSDC will provide the opportunity to have candidate scrutineers present at time of ballot counting (at candidate's expense).

SFSDC Director Expenses / Honorariums

- Director honorariums are set at the Annual General Meeting.
- Honorariums may be paid to any Director while on approved Board business.
- Board members and staff will be reimbursed for expenses while on SFSDC business.
- Saskatchewan Government guidelines for meals and mileage apply within Canada.