



**BC CRAFT FARMERS CO-OP
BOARD POLICY
DISCLOSURE and CONFLICT of INTEREST (#005)**

INTRODUCTION

The BC Craft Farmers Co-Op (BCCFC) Directors are elected by members at the organization's Annual General Meeting and in accordance with the BCCFC Rules.

Elected Directors must manage BCCFC in accordance with the responsibilities, duties and powers set out in the BC Cooperatives Act, the regulation, the BCCFC Memorandum of Association and established Rules.

As required in Part 17 of the BCCFC Rules, the elected Board must maintain transparency regarding disclosure and conflicts of interest. To support this obligation, the BCCFC Board has adopted specific policies and guidelines related to disclosure and conflict of interest. These support Division 2 provisions of the BC Cooperatives Act

POLICIES

1. BCCFC directors hold a disclosable interest in a transaction if:
 - the contract is a material contract, or the transaction is a material transaction, to BCCFC
 - BCCFC is or proposes to become a party to the contract or has entered into or proposes to enter into the transaction, and
 - one of the following applies to the director or officer:
 - the director or officer has a material interest in the contract or transaction
 - the director or officer is a director or officer of, or has a material interest in, a person who has a material interest in the contract or transaction
2. Directors do not hold a disclosable interest in a transaction if:
 - the transaction is an arrangement by way of security for money loaned to, or obligations undertaken by, the director or officer, or a person in whom the director or officer has a material interest, for the benefit of BCCFC or an affiliate
 - the contract or transaction relates to an indemnity under section 98 or to insurance under section 103 of the BC Cooperatives Act
 - the transaction relates to the remuneration of the director/officer in that person's capacity as director, officer, employee or agent of the association or of an affiliate of the association
 - the transaction relates to a loan to BCCFC, and the director, or a person in whom the director or officer has a material interest, has guaranteed or joined in guaranteeing the repayment of the loan or any part of the loan
 - the transaction has been/will be made with or for the benefit of a corporation that is affiliated with BCCFC and the director is also a director or officer of that corporation
 - the transaction is between BCCFC and its wholly owned subsidiary



- the transaction benefits the director on the same terms and conditions as any other member, or any other member in the membership class to which the director or officer belong
 - the transaction is between BCCFC and another association in which BCCFC is a member and of which the director or officer is a director or officer
3. Directors must disclose the nature and extent of any disclosable interest held by that person in a transaction. The disclosure must be made promptly after the last to occur of:
 - the date on which he or she becomes a director or officer,
 - the date on which he or she becomes aware of having the disclosable interest, and
 - the date on which he or she becomes aware of any of the following:
 - the transaction is to be considered at a meeting of the directors or is to be the subject of a consent directors' resolution
 - BCCFC is to become a party to the contract or is to enter into the transaction
 - the transaction has been considered at a meeting of the directors or has been the subject of a consent directors' resolution
 - BCCFC has become a party to the contract or has entered into the transaction.
 4. The disclosure is sufficiently provided through a written notice from the director that is entered in the minutes of a Board or general meeting. The notice should state the full nature and extent of their interest.
 5. Directors may approve a contract or transaction by a resolution passed at a meeting of the directors in which the director who has a disclosable interest in the contract or transaction abstains from voting on the approval, or a consent resolution signed by all of the directors except the director who has disclosed a disclosable interest in the contract or transaction.
 6. A director of the association who has a disclosable interest in a contract or transaction and who is present at the meeting of the directors referred to in Section 5 may be counted in the quorum at the meeting even though the director does not vote on the resolution being considered at the meeting.
 7. If a contract or transaction in which a director or officer holds a disclosable interest is approved by the directors, the directors must provide a brief description of the interest held by that person at the next general meeting of members.

DISPUTE RESOLUTION

To support the policy, the Board will maintain a fair dispute resolution process that responds to any concerns being expressed regarding the Code of Conduct or any other activities. The dispute resolution process will comply with the BCCFC Privacy Policy (#001).



In the event the dispute may include the BCCFC President, affected members/supporters may contact the BCCFC Secretary confidentially via info@bccraftfarmerscoop.com.

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