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Appendix D
Terms of Reference

TOLKO INDUSTRIES LTD.
High Prairie OSB Division

BUCHANAN LUMBER LTD.
A Division of Gordon Buchanan Enterprises Ltd.

FOREST RESOURCE ADVISORY COMMITTEE
(FRAC)

TERMS OF REFERENCE

Ratified May 3, 2004

Amended April 20, 2004

October 21, 2002

A. BACKGROUND

The Forest Resource Advisory Committee was developed as part of the commitment to public involvement made by Tolko Industries Ltd. - High Prairie OSB Division in the Detailed Forest Management Planning process for the Original Forest Management Area and the Public Involvement Plan. During the early development of the committee it was recognized that there was value in operating the committee jointly with Buchanan Lumber. The committee was initiated January 18, 2000 and has been operating as a joint committee with both Tolko Industries Ltd. and Buchanan Lumber since March 13, 2000. In addition to its function as a forum for information exchange between the companies and stakeholders, the committee will be involved in the public review process of the Original Detailed Forest Management Plan, Joint Detailed Forest Management Plan, and Certification Processes.

B. PURPOSE AND OBJECTIVES

- To identify community concerns and issues for consideration in resource management planning.
- To obtain constructive community input, advice and recommendations to ensure all local interests are effectively involved in business and resource management planning.
- To ensure effective ongoing communication on company operating strategies between key stakeholders and the companies (Tolko Industries Ltd. – High Prairie OSB Division and Buchanan Lumber Ltd.).
- To ensure resources are being managed in the best possible interest of present and future generations.
- To identify local level values, objectives, indicators and targets in the development of a Sustainable Forest Management (SFM) plan for the Defined Forest Area (DFA) according to Canadian Standards Association (CSA) guidelines.
- To develop procedures for monitoring the effectiveness of the Sustainable Forest Management (SFM) plan and provide ongoing public input into the implementation, monitoring and continual improvement of the SFM plan.

C. OPERATING RULES

Name

- The name of the Committee is the Forest Resource Advisory Committee (FRAC).

Ground Rules/Conduct

- The FRAC and its committee members agree to work by the following ground rules:
 - a) All members will be given the opportunity to voice their perspectives;
 - b) All members will listen to the range of perspectives;
 - c) Meetings will be well-structured and facilitated to enable efficient progress;
 - d) Refreshments and food will be provided for the meetings.

Meeting Agenda & Dates

Meeting Agendas

- Meeting agenda will address where possible both the needs of the Detailed Forest Management Plan and CSA certification as well as any topics of interest or issues of concern to the committee members and/or companies.
- Input for future meeting agendas will be obtained during each meeting.
- Round table discussions will be held at the end of the meeting to develop an issues list and brainstorm possible solutions.

Meeting Dates

- Meeting dates will be the second Monday of the following months: February, April, June, October, and December. The meeting frequency may be increased as necessary.

Meeting Notices

- Meeting notices will be sent at least two weeks in advance, and generally the next meeting date will be confirmed at each FRAC meeting.
- Material, if available, will be provided for review in advance of meetings.

Meeting Locations

- Meetings will be held at a time and place most suitable to the members of the group, and may vary occasionally to satisfy members requirements.

D. TIMELINES

- The target date for the completion of the Sustainable Forest Management (SFM) Plan will be August 31, 2004. Following completion of the SFM Plan, the Forest Resource Advisory Committee (FRAC) will be engaged to review annual progress on performance measures with the goal being continual improvement.

E. COMMITTEE MEMBERSHIP, ROLES and RESPONSIBILITIES

- There will be two types of committee members:
 - a) participating members; and
 - b) advisory members.
- The following Organizations/Groups have been asked to provide a participating committee member and an alternate:
 - Alberta Guide Outfitters Association
 - Alberta Trappers Association
 - County of Birch Hills
 - East Prairie Metis Settlement
 - Gift Lake Metis Settlement
 - Local Advisory Committee – High Prairie
 - Local Advisory Committee – Valleyview
 - Municipal District of Big Lakes
 - Municipal District of Greenview
 - Municipal District of Smoky River
 - Northern Sunrise County
 - Peavine Metis Settlement
 - Public Members at Large (two positions)
 - Tolko Mill Employees
 - Buchanan Mill Employees
 - Town of High Prairie
 - Whitefish First Nations
 - Alberta Conservation Association

- The Committee may select additional committee members from stakeholders or interest groups. (Refer to Section E Suggested Selection Criteria For FRAC Members.)
- Other groups may approach the committee for membership. Upon expression of interest and acceptance by other members of the FRAC. Designation of member status will be determined on a case-by-case basis. Membership may be granted if the group/individual meets the selection criteria.
- The following Organizations/Groups have been asked to provide an advisory committee member and an alternate:
 - Alberta Plywood Ltd.
 - Alberta Sustainable Resource Development – Public Lands and Forests Division
 - Buchanan Lumber
 - Tolko Industries Ltd. – High Prairie Division

FRAC Committee Member's Role

- Members will be appointed by each of the member organizations.
- To provide input as related to the objectives outlined in Section B of the Terms of Reference including the Detailed Forest Management and CSA Planning Processes.
- To identify local-level values that are consistent with the Canadian Council of Forest Ministers (CCFM) criteria and identify goals, objectives, indicators, and targets with respect to each value.
- To develop procedures for monitoring the effectiveness of the SFM plan including annual meetings of the SFM group to review results of performance measures and the outcomes of any CSA audits.
- The participating committee members are responsible for consensus reaching and decision making for the FRAC.
- To act as a liaison between FRAC and the organization they are representing.
- To attend meetings regularly.
- Members will be appointed by each of the member organizations.
- Members can be replaced if more than three (3) consecutive meetings are missed without a valid reason. The member organization they represent may be asked either to reconsider its membership, or to replace the member with someone more able to participate. A member at large may be replaced by open invitation with the approval of the committee.
- Existing members, who no longer represent their original organization, may choose to remain on as Members-at-Large as this will provide ongoing continuity.

FRAC Member Organization Role

- Members Organizations will appoint a committee member.
- An organization may appoint an alternate to act as an interim replacement for the member. Alternates are also guided by the Terms of Reference.
- To replace a member, the member organization will be asked by either the current member or by the Tolko/Buchanan representative to reappoint a new member.
- Tolko and Buchanan will confirm member appointments.

Observers Role

- Public members are welcome to observe the FRAC meetings.
- Observers may participate in discussions or make presentations only with agreement by the group, chair or facilitator; and
- Will not take part in reaching consensus or decision-making of the FRAC.

Tolko's and Buchanan Lumber's Role

- Develop meeting agenda with input from Company, Government, and Committee Membership.
- Record meeting minutes, and distribute the minutes following each meeting.
- Provide a Meeting Chairperson or facilitator for each meeting.
- Tolko and Buchanan will address input, advice, and recommendations put forward by the committee.
- To make decisions regarding sustainable forest management and certification.
- Develop action plan track progress – form a sub-committee as needed to address issues or concerns.

Advisor's Role

- Advisory members will participate in all discussions, and will serve as information resources to the Committee, but will not be included when seeking consensus.
- Participating members will keep their organization informed of developments in meetings and solicit their opinions.

Facilitator's Role

- To provide support in summarizing and clarifying issues and recommendations for the Sustainable Forest Management (SFM) plan.
- To aid in the preparation of a work plan and timetable for the process.
- To aid in the preparation of agendas and summaries for meetings.

F. SUGGESTED SELECTION CRITERIA FOR FRAC MEMBERS

- Members should be stakeholders.
- Members should represent a wide range of views and should be regionally based:
 - Public representatives from local municipalities or communities.
 - Local Aboriginal Communities.
 - Government and technical representatives (Alberta Sustainable Resource Development - Land and Forest Division, Alberta Sustainable Resource Development - Fish and Wildlife, Canadian Forest Service, Post Secondary Educational Institutions, General Public, and the Forest Products Industry).
 - Company representatives involved with management plans should be on committee as non-voting members.
 - Community interest representatives (recreation, other commercial users, trappers, logging contractors, environmental groups, landowners, etc.).
- Generally, members should be regional in nature.
- Committee members should have an alternative representative to represent their group in the event the primary representative is unable to make it to a meeting.

G. COMMUNICATION AND INFORMATION

Internal Communication to FRAC

- Meeting Agendas will be developed in consultation with Buchanan Lumber and review of previous meeting minutes for potential agenda items. Tolko will ensure draft agendas are distributed approximately two (2) weeks prior to meetings.
- Tolko will ensure meeting minutes are distributed following each meeting.
- Tolko and Buchanan Lumber will provide the FRAC with information as it applies to the function and business of the FRAC. Confidential business information such as financial or human resource information may be deemed to be sensitive and proprietary and may not be released.
- A list of issues will be developed from round table discussion and agenda topics.
- People who want to bring forward agenda items can notify one of the Tolko or Buchanan representatives.
- The SFM plan and Annual Monitoring Reports.

External Communication

- Only authorized members of the advisory committee are to speak on behalf of the committee as agreed by the group, Tolko Industries Ltd. and Buchanan Lumber.
- When communicating with the media, interest groups or the public at large, specific comments will not be attributed to any individual committee member without his/her prior consent.
- If a committee member wishes to respond to media, they are to speak on behalf of the interest group they represent only. Members will be respectful of other members and other interest groups. Members will not characterize the suggestions or positions of other members or interest groups in their discussions with the public or media.
- The committee may direct that a specific meeting open to the public and media be held to discuss issues of interest or concern.
- The SFM Plan and Annual Monitoring Reports will be made available to members of the public, which will include Aboriginal communities in the region.
- A website offering general information on the SFM process and information specific to Tolko's SFM Plan will be maintained.

Internal to Tolko and Buchanan Lumber

- Recommendations or questions from the FRAC will be reported at Woodlands Communications Meetings.

Information

- Any documentation required to enhance the process may be provided to each of the participants of the FRAC by the Companies this will include (but is not limited to) the following:
 - Canadian Standards Association (CSA) certification guidelines and other background information.
 - SFM Plans from other Tolko Divisions and/or companies for their Defined Forest Areas (DFA's)
- Where desired by the FRAC the Companies will seek to provide internal or external experts to provide a better understanding a particular issue.

H. DECISION MAKING AND METHODOLOGY

- Every effort shall be made to develop decisions and recommendations through consensus building. If consensus is not reached then there are three alternatives:
 - a) Defer issue to next meeting
 - b) Refer issue to an independent body for recommendations
 - c) Use majority vote of members present
- Consensus is defined as no member having substantial disagreement with a decision, recommendation or issue.
- All decisions and recommendations will require involvement of at least fifty (50%) of the active membership.
- Quorum is defined as having greater than fifty percent (50%) of the active participating members in attendance at meetings
- Active committee members are defined as those committee members who have attended fifty percent (50%) of the FRAC meetings during the last calendar year.

I. CONFLICTS OF INTERESTS

- Forest Resource Advisory Committee Members will declare any possible or perceived conflict of interest pertaining to a specific discussion topic, should the situation arise. In such cases, the FRAC will decide on the conflicting members' level of involvement relative to the specific topic matter.

J. DISPUTE RESOLUTION MECHANISM

Process Issues

- The meeting chairperson or facilitator will resolve process issues.
- Technical Issues The members will work to identify the underlying issues and work toward a solution in a positive friendly environment.
- The members will seek compromise, alternatives and clarification of information needed.
- The members will commit to arriving at the best solution possible.
- If no consensus solution can be reached, then the outstanding issues will be summarized and forwarded to Tolko and Buchanan for their consideration. The company will be informed of the level of support and dissent with the issue.

In instances where the companies do not accept a consensus recommendation of the FRAC, a written explanation of the decision will be included in the SFM Plan process documents.

K. REVIEW OF AND REVISIONS TO TERMS OF REFERENCE

- The FRAC Terms of Reference will be reviewed every second year after adoption or earlier based on consensus of the group to review.
- The approval and revision of the FRAC Terms of Reference requires the approval of the FRAC, Tolko Industries Ltd. and Buchanan Lumber.