

## **SFI Inc. Board and Resources Committee Roles and Responsibilities – June 2015**

The three-chamber structure of SFI Inc.'s Board of Directors ensures that the SFI program represents economic, environmental and social needs equally. Board members include representatives of environmental and conservation organizations, professional and academic groups, independent professional loggers, small family forest owners, government officials, labor, and the forest products industry.

The board is totally responsible for all aspects of the SFI program including strategic direction. The Board's 18 members set and implement the forest certification standard following a public review process, and it is the only body that can modify the standard. A list of current board members is posted at <http://www.sfiprogram.org/about-us/sfi-governance/sfi-board-members/>.

Article 3 of the SFI Inc. bylaws calls for:

- six directors from non-profit environmental /conservation organizations representing the environmental sector;
- six directors from community or social interest groups such as universities, labor, independent professional loggers, family forest owners or government agencies representing the social sector; and
- six directors from the forest, paper and wood products industry or other for-profit forest ownership or management entities representing the economic sector.

Typically Board members are elected to an initial three year term and are eligible for a second three year term if they desire to pursue it and are re-elected by the Board.

### ***Board Meetings***

The SFI Inc. Board meets four times per year – two conference calls and two face-to-face meetings. One face-to-face meeting is typically in Washington, DC, and the other is in conjunction with the SFI Annual Conference, which is held in locations throughout the United States and Canada. Conference calls are generally 2 hours in length and face-face meetings approximately 6 hours.

The Resources Committee Chair, Resources Committee Past Chair, and Board Vice Chair's representative on the Resources Committee are invited to participate in Board meetings. Board members wishing to invite their respective Resources Committee members to join them at an SFI Inc. Board meeting, in specific instances where they feel additional expertise from their organization is required, should seek prior consent from SFI Inc.

The SFI Board meetings are closed to outside individuals, unless a special presentation is requested by the Board. However, at the discretion of the President and CEO, outside individuals and/or program participants not represented on the Board will be permitted to participate or present during face-to-face meetings only, on a particular issue, and are allowed to participate only during discussion of their particular issue.

Confidentiality. Each Director shall maintain the confidentiality of all discussions and deliberations of the SFI Board of Directors, including agendas, minutes and materials presented at or distributed for meetings of the Board. Such information may be disclosed only as authorized by the Board, or by the President.

### ***Resources Committee***

Each Board member may appoint one person from his/her organization to serve on the SFI Inc. Resources Committee. Board members are encouraged to take advantage of this opportunity to broaden the opportunity for their organization to participate in the SFI program while ensuring the Board member's time and efforts are maximized and focused on key strategic priorities.

The Resources Committee is the primary working committee of the Board. The Board relies on the Resources Committee to develop recommendations on changes and enhancements to the SFI Standard, certification procedures, issues of technical or scientific nature, and other policies and procedures the Board may deem to be necessary.

### ***Resources Committee meetings***

The Resources Committee meets four to six times per year (three to five conference calls and one face-to-face meeting). It may also establish small task groups – generally open to any member who chooses to participate – to work on specific issues before moving them to the full committee. Resources Committee conference calls are generally 1.5 hours in length and face-to-face meetings generally less than six hours.

The Resources Committee meetings are closed to outside individuals, unless a special presentation is requested by the committee. However, at the discretion of the President and CEO, outside individuals and/or program participants not represented on the committee will be permitted to participate or present during face-to-face meetings only, on a particular issue, and are allowed to participate only during discussion of their particular issue.