



FARM MANAGEMENT CANADA
GESTION AGRICOLE DU CANADA

Board of Directors Frequently Asked Questions

I am interested in being a candidate for the Board of Directors.
What are the requirements of a Director on the Board of Directors?

1. What is the length of term as a Director?

Three (3) years.

2. How many terms may a Director serve on the Board?

A director may serve for a maximum of three (3) consecutive terms.

3. Number of Board members in total and representation across Canada?

The Board is comprised of nine (9) Directors from at least 4 out of the 6 membership categories. There is no assigned representation by region. All directors are elected by the membership on their individual merit.

4. What do the various membership categories represent?

Farmers (including Young Farmers) - individuals who are active farmers (young farmers are under 40 years of age at the time of election)

Provincial/Territorial Ministry Representatives - appointed representatives from the Provincial and Territorial Ministries of Agriculture (or their equivalent Ministry or Department concerned with Agriculture in that Province or Territory) may nominate one of their employees or a representative of their choosing from their Province or Territory working in farm business management

Members at Large - non-farmer individuals (excluding Associations/Organizations, and Corporations)

Association/Organization - non-profit Associations and Organizations

Academic Institution - post-secondary institutions dedicated to agricultural education and research

Corporate - capital Corporations (public or private)

5. How often does the Board meet and where?

While Board meetings will be called according to the needs of the organization, the standard schedule is as follows:

- Annual Meeting (summer)
- Governance Training & Orientation (fall)
- Business Planning (winter)
- Performance Review (spring)
- Quarterly Progress Review Meetings (summer, fall, winter, spring)

There will be one physical meeting of the Board held in conjunction with the annual Agricultural Excellence Conference hosted in a different province/territory in late November or early December. All other meetings will be held by videoconference. Digital polling is used to schedule virtual meetings at times convenient for Board members (typically between 11am and 5pm Eastern Time).

Directors serving on the Audit Committee will be required to meet prior to each quarterly progress review meeting.

Once every three years, the Board undertakes a Strategic Planning exercise that requires additional meetings of the Board.

Directors are expected to attend all Board meetings.

6. Are there numerous committees?

The Audit Committee is a standing committee of the Board. Additional committees may be formed ad hoc and based upon the needs of the organization and Board of Directors. Committee work occurs via videoconference and email.

7. Am I expected to be available for frequent videoconference calls?

Typically, Directors can expect 6-8 two-hour videoconference calls per year.

Directors serving on the Audit Committee will be required to meet prior to each quarterly progress review meeting.

Once every three years, the Board undertakes a Strategic Planning exercise that requires additional availability from Directors. Typically, strategic planning requires 8-10 additional hours.

Directors are expected to attend all Board meetings.

8. How many days per year will I invest in the work of the Board?

In order to satisfy Board roles and responsibilities, Directors will be expected to commit approximately 14 full days per year to Board activities.

This includes consistently attending Board meetings, reviewing and reflecting on background documentation to prepare for Board discussion and decision-making, and reviewing and approving Board minutes.

Once every three years, the Board undertakes a Strategic Planning exercise that requires additional availability from Directors. Typically, 8-10 additional hours.

9. What are the benefits of Board participation?

The Board of Directors plays a key role in setting the strategic direction of Farm Management Canada to help achieve its objectives and goals:

1. Increase awareness of the principles and practices of farm business management and the potential gains of applying them in the management of farm operations;
2. Improve farm business management in the areas of strategic and business planning (including risk management and transition planning), financial literacy (including financial management and economic sustainability), and on-farm leadership (including communication, farm team harmony, and wellbeing);
3. Increase the extent of the application of farm business management principles, skills, practices and tools to achieve a positive change in management behaviour towards resilient and thriving farm operations;
4. Ensure governing policies are followed and updated to reflect the evolving needs of the organization; and
5. Ensure sustainable growth and prosperity of the organization to continue to serve its mandate.

Farm Management Canada plays an important role in promoting farm business management best practices, and providing Canada's farmers with leading edge resources and tools to reach their business goals.

Helping set the strategic direction of Farm Management Canada, as well as the networking, learning opportunities, and industry insights gained by participation in the Board of Directors' activities, is extremely gratifying.

10. Will I receive compensation and/or reimbursement of expenses, etc.?

All travel, accommodations and meal expenses incurred by Directors for attending in-person Board meetings including attending the annual Agricultural Excellence Conference are reimbursed per Treasury Board guidelines. From time to time, Directors may be asked to carry out duties beyond regular Board duties such as presenting at industry events. These expenses are

reimbursable by Farm Management Canada as per Treasury Board guidelines and internal policies.

Otherwise, Directors are considered volunteers and do not receive a stipend or other compensation to serve on the Board of Directors.

11. What are the liabilities of being a Director?

Directors have a fiduciary duty to act honestly and in good faith, in the best interest of the organization, its members, and employees. Directors who breach their fiduciary duty to the company may face personal liability for any loss that the organization suffers as a result of the breach including actions or decisions that lead to organizational insolvency, unpaid debts, or legal claims against the organization.

Directors are protected through Farm Management Canada's Director and Officer liability insurance as long as:

- their actions are not fraudulent or illegal
- they are acting in the best interests of the organization, exercising reasonable care, diligence and skill, and
- they are acting in accordance with the applicable statutes, regulations, and articles of the organization as outlined in the By-Laws and Governance Policy.

12. How do I get involved? Where can I get further information?

Individuals who are residents and citizens of Canada, members of Farm Management Canada in good standing, and motivated to serve on the Board of Directors are invited to submit a nomination form signed by two (2) current members in good standing to Farm Management Canada's Head Office via email to info@fmc-gac.com.

For more information about Farm Management Canada, visit www.fmc-gac.com.

Information about Farm Management Canada's current Board of Directors can be found at www.fmc-gac.com/who-we-are.