WCSS STEERING COMMITTEE, CHAIR AND ALTERNATE CHAIR GUIDELINES

ROLE OF THE COOP STEERING COMMITTEES

The Coop Steering Committee (hereinafter referred to as the 'committee') is an integral part of Western Canadian Spill Services Ltd. and are represented by the Provincial Chair on its Board of Directors. The primary role of the committee is to:

- Plan and coordinate the annual oil spill training exercise for the cooperative.
- Review and provide feedback on the annual cooperative budget.
- Work closely with WCSS management on the purchase, usage, issues, and maintenance related to the area's cooperative and regional equipment.
- Promote WCSS and encourage volunteer participation.
- Regularly review cooperative-specific information on the WCSS website and advise WCSS of changes.
- Identify coop-specific spill preparedness issues that may affect WCSS members and advise the appropriate Executive Sub-Committee member and/or WCSS management.

Committee Representation

- The targeted number of members on the committee shall not be less than five (5); not including the Coop Administrator. The committee members should adequately represent member companies that operate throughout the coop boundaries. The committee should govern itself to ensure this representation is achieved both on the committee and in the succession planning Chair and Alternate Chair positions.
- If the committee is unable to break a tie in any decision, the issue will be taken to the Executive Sub Committee for review and final decision.

Committee Member Qualifications

The following outlines the qualification criteria for eligibility to participate on a Coop Steering Committee (hereinafter referred to as the 'committee'):

- Committee member is employed or works directly for a WCSS member company in good standing that has operations within that coop area.
- Must be able to appropriately represent, speak, and vote on behalf of the member company.

- A resignation of a committee member becomes effective at the time of verbal or written resignation is received by the Coop Administrator or the date that the committee member no longer works for a WCSS member company unless an endorsement from a member company is received.

Committee Conduct

- No committee member shall have or represent that they have the authority or power to act for or to undertake or create any obligation or responsibility, express or implied on behalf or in the name of WCSS.
- Committee members shall act honestly and in good faith, with a view to the best interests of WCSS and its broad membership.
- Committee members shall exercise care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- A committee member who is party to a material contract or proposed contract with WCSS or feels that a conflict of interest may be an issue, shall disclose the nature and extent of his/her interest.
- Committee members must make all reasonable attempts to regularly participate at scheduled meetings.

ROLE OF THE COOP CHAIR

Each committee shall nominate and elect (from the current committee members) one (1) Chair. The additional role of the committee Chair can be summarized as follows:

- Strive to ensure that there is an appropriate level of industry involvement/input linked to the area's spill preparedness activities. This is accomplished by ensuring that the committee adequately represents member companies that operate throughout the coop boundaries.
- Provide input into the corporation's annual budget process and assist with management of the expenditures within that approved budget.
- Assist WCSS management with the area's equipment program that includes the identification of equipment needs, equipment usage (members/non-members) and assistance with the area's equipment maintenance program when requested.
- Take a lead role in the coordination of the annual WCSS training exercises.

It is understood that Coop Chairs will delegate administrative functions to the Coop Administrator and that the Chair is responsible to ensure that the work being done by third party administrators is accounted for and is in line with the corporation's values and business strategies.

The Coop Administrator will prepare locations and materials for meetings, record and distribute minutes and when required, will provide clarification on WCSS policy.

Coop Chair Term

The regular term for a Coop Chair is two (2) years, after which time they will step down and either resume their position as a Steering Committee member or Alternate Chair, depending on the needs and wishes of the Steering Committee.

Coop Chair Qualifications

It is recognized that the Coop Steering Committee membership have the authority to identify a member company volunteer to fill the Chair position. The Coop Chair must be an employee of a WCSS member in good standing. As a guideline, Coop Chairs should have the following:

- Adequate volunteer time to fulfill the role of a Coop Chair.
- Has served as an Alternate Chair.
- Good communications skills.
- Project management and/or budget management experience required for the role.

Conduct and Corrective Actions

Coops Chairs must carry out duties in good faith with a reasonable degree of diligence, care and skill. If a Chair declares that they are unable to fulfill the role as described here within and/or WCSS management, Executive Sub-Committee member or a majority of the Steering Committee determine that the Chair is unable to fulfill their role, the following guidelines will be followed:

- A meeting will be called to discuss the issues and identify corrective actions.
- If resolution to the issue is not identified the Executive Sub-Committee will request voluntary withdrawal or, upon vote of the majority of ESC members, the Chair shall be removed from the position.
- In the event that a Coop does not have a volunteer Chair, one of the Alternate Chairs, Area Executive Sub-Committee representative, or WCSS management will assume the Chair's role until a replacement has been identified.

ROLE OF THE COOP ALTERNATE CHAIR

Each committee shall nominate and elect (from the current committee members) at least one (1) and no more than three (3) Alternate Chair positions. The role of the Alternate Chair(s) is as follows:

- The Coop Alternate Chair(s) will act on behalf of the Chair in their absence and will participate on the area's steering committee to assist with the management of responsibilities identified in the "Role of the Coop Chair".

- The Coop Alternate Chair is a succession planning position with the intent to assume the role of Coop Chair following:

    - Expiry of their term;
    - Nomination from a member of the Steering Committee; and,
    - Receiving the majority of committee member votes for the Chair position.

- Only those interested in assuming the role of Coop Chair should take on the position of Alternate Chair.

Coop Alternate Chair Term

The regular term for a Coop Alternate Chair is two (2) years, after which time they will assume the role as Coop Chair or, in the case where more than one Alternate Chairs are present, begin a new term as Alternate Chair. The maximum number of terms for an Alternate Chair is three (3) after which time they will step down and resume their position as a Steering Committee member.

Coop Alternate Chair Qualifications

It is recognized that the Coop Steering Committee membership have the authority to identify a member company volunteer to fill the Chair position. The Coop Chair must be an employee of a WCSS member in good standing. All Coop Chairs are approved by the Executive Sub-Committee on an annual basis. As a guideline, Coop Chairs should have the following:

- Adequate volunteer time to fulfill the role of an Alternate Chair.
- Has served as a Steering Committee member for at least one (1) year.
- Good communications skills.
- Project management and/or budget management experience required for the role.

Conduct and Corrective Actions

Coops Chairs must carry out duties in good faith with a reasonable degree of diligence, care and skill. If a Chair declares that they are unable to fulfill the role as described here within and/or WCSS management, Executive Sub-Committee member or a majority of the Steering Committee determine that the Chair is unable to fulfill their role, the following guidelines will be followed:

- A meeting will be called to discuss the issues and identify corrective actions.
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