



7. Confidentiality in Meetings (In Camera)

WHEREAS Valemount Community Forest Company Ltd. (VCFC) is a publicly owned Company, and as such, its actions and those of its Board of Directors should be open to public scrutiny. The Board of Directors fully supports this philosophy and feels that its meetings should be open to the public. Despite this commitment to openness, the Board of Directors recognizes that public discussion of some matters may negatively impact the Company, its financial position, its officers, or employees. The Board of Directors is convinced that some information, particularly that which has the potential to inhibit the Company's ability to compete, should be provided in confidence to Directors, Advisory Committee members, and employees of the VCFC for the sole purpose of directing the Company's business;

THEREFORE BE IT RESOLVED that the Board of Directors of Company establish the following guidelines regarding the conduct of public meetings and the use of confidential information:

1 Public Access to Company Meetings

As a general rule, subject to Section 2 of this policy, all meetings of the Company's Board of Directors are open to the public.

2 Meetings That May Or Must Be Closed To The Public

- (a) A part of a meeting of the Company's Board of Directors may be closed to the public if the subject matter being considered relates to one or more of the following:
- i) Personal information about an identifiable individual who holds or is being considered for a position as an officer, employee, or agent of the Company or another position appointed by the Company's Board of Directors;
 - ii) Personal information about an identifiable individual who is being considered for an award or honor, or who has offered to provide a gift to the Company on condition of anonymity;
 - iii) Labour relations, employee or contract negotiations;
 - iv) The security of property of the Company;
 - v) The acquisition or disposition of land or improvements, if the Company's Board of Directors considers that disclosure might reasonably be expected to harm the interests of the Company;
 - vi) Litigation or potential litigation affecting the Company;



- vii) Financial information regarding the Company or its operations that, if disclosed, might reasonably be expected to harm the interests of the company;
 - viii) Information gained through archaeological impact assessments and other related archaeological work that, if disclosed, might reasonably be expected to harm the interests of the Company or a culturally-significant site;
 - ix) The receiving of advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - x) Information that is prohibited from disclosure under Section 21 of the *Freedom of Information and Protection of Privacy Act*;
 - xi) A matter that, under another enactment, is such that the public may be excluded from the meeting.
- (b) If the only subject matter being considered at a meeting of the company's Board of Directors is one or more matters referred to in Section 2 (a), the applicable subsection applies to the entire meeting.

3 Resolution Required Before Meeting Closed

Before a meeting or part of a meeting of the company's Board of Directors is closed to the public, the Board of Directors must state, by resolution:

- i) The fact that the meeting is to be closed; and
- ii) The basis under Section 2 (a) on which the meeting is to be closed.



4 Availability of Meeting Agendas and Minutes

- (a) Subject to Section 4(b), the agendas for, and minutes of, all meetings of the Board of Directors for the Company are open for public inspection at the company's corporate offices during regular office hours.
- (b) Section 4(a) does not apply to minutes of that part of a meeting of the Company's Board of Directors from which persons were excluded under Section 2 (a), or confidential supporting materials attached to those meeting agendas.

5 Confidentiality of Information Discussed at a Closed Meeting

Information released or discussed at a closed meeting of the Company's Board of Directors is considered confidential and solely for use in conducting the Company's business.

6 Penalties for Disclosure of Confidential Information

- (1) Every officer, Director, employee, agent, or appointee of the Company shall be required to sign a Confidentiality Agreement with the company prior to assuming office.
- (2) Any officer, Director, employee, or agent of the company who discloses or releases information deemed confidential under the provision of this policy:
 - (a) May be asked to immediately forfeit his/her position with the company; and
 - (b) May be subject to legal action.

7 Applicability

This policy also applies to employees and members of any Advisory Committees of the Company and any other individuals who, from time to time, may be appointed by the Board of Directors for a specific purpose or hold a position of trust within the Company.