

BY-LAW NO. 29

Made: March 7, 2018

CHICKEN FARMERS OF ONTARIO (the "Board")

BE IT ENACTED as a By-Law of Chicken Farmers of Ontario as follows:

INTERPRETATION

Interpretation

1. In this By-Law,
 - a) "*Committee*" means the Independent Advisory Committee;
 - b) "*confidential*" means the maintenance of information in a manner so that access to the information is limited to persons authorized to use the information strictly in the course of their employment with the Board or the delivery of services to the Board and so that reasonable precautions are taken to prevent any unauthorized use, disclosure, publication, or dissemination of the information;
 - c) "*information*" means any information, technical data or know-how, including research, products, services, customers, markets, software, developments, inventions, discoveries, processes, methods, designs, drawings, engineering, marketing, finances, business opportunities, current business or marketing plans, personnel, customer lists or financial information, delivered orally or in writing or electronic form, pertaining to an Innovation;
 - d) "*iteration of the Committee*" means a timeframe in a calendar year when the Committee is active in relation to applications, which timeframe will commence on the day that the Program Administrator is authorized to receive applications and which will end after the recommendations of the Committee, if any, have been considered by the Board in relation to some or all of the applications that were received by the Program Administrator and subsequently conveyed to the Committee for its consideration;
 - e) "*OCIG Policy*" means the Board's Ontario Chicken Innovation and Growth Policy.
2. Other words used shall have the meaning ascribed to them in the OCIG Policy.

ESTABLISHMENT OF INDEPENDENT ADVISORY COMMITTEE

Establishment of Independent Advisory Committee

3. The Independent Advisory Committee (the “Committee”) has been established by the Board in accordance with the OCIG Policy. The Committee’s function is to receive and evaluate applications in relation to Innovations and, if appropriate, to make recommendations to the Board of Directors that an Innovation or Innovations be approved by the Board by providing a supply of live chicken required so that the Innovation can be marketed.
4. Members of the Committee will have had no previous association with the Board, the Association of Ontario Chicken Processors (“AOCIP”), or individual processors, which will enable them to evaluate applications from a conflict-free and objective perspective.
5. The Board will advise each iteration of the Committee before the Committee commences consideration of applications as to the amount of supply available that may be available for distribution under the OCIG Policy.

JURISDICTION OF COMMITTEE

Jurisdiction of Committee

6. The Committee’s function is to receive, evaluate, advise and make recommendations to the Board of Directors in respect of Innovations submitted to the Committee in accordance with the provisions of the Board’s OCIG Policy.
7. Every member of the Committee, when appointed, will complete a retainer agreement that will include provisions concerning remuneration, duties of confidentiality and non-disclosure, and declarations of conflicts.

OPERATION OF COMMITTEE

Number of Committee Members, Term of Office, Appointment

8. The Committee shall consist of four appointed members.
9. Despite Section 7, in the event that a voting member of the Committee resigns or recuses him or herself or is otherwise unable to participate in some or all of an iteration of the Committee, then the Committee may consist of the Chair and the remaining two voting members and the Committee will be validly constituted and may complete that iteration accordingly.
10. A lawyer shall be the Chair of the Committee who, subject to paragraph 13, will exercise no vote in relation to the operations of the Committee.

11. The voting members of the Committee shall have expertise in the chicken industry and may not have had any previous relationship with the Board or AOCP or any individual processor, unless such prior relationship has been disclosed and accepted by the Board and the AOCP.
12. The three members of the Committee with industry expertise shall each have one vote.
13. For each iteration of the Committee, the Committee will receive applications from the Program Administrator respecting Innovations.
14. Prior to members dealing with an application, each member shall declare any real, potential or apparent conflict of interest with respect to that application. A “conflict of interest” includes a situation where a Committee member is a party to or has a material interest in a contract or transaction or proposed contract or transaction with the applicant. Following declaration of the conflict of interest, then,
 - a) the remaining members shall determine if a conflict of interest exists, with the Chair making the final determination, if necessary; and
 - b) the member who has declared or has been found to have a conflict of interest shall not participate in the evaluation of the application or any actions or recommendations taken or made by the Committee in relation to that application.
15. The Committee will evaluate each application received in the following manner:
 - a) that the Program Administrator has confirmed compliance by the application with the minimum eligibility criteria:
 - b) undertake a thorough review of the application as presented;
 - c) identify any missing particulars viewed by the Committee as necessary or relevant to complete the evaluation;
 - d) advise the Program Administrator that information is missing and direct the Program Administrator to obtain and submit such missing information;
 - e) evaluate and score each application on its own merit, ;
 - f) evaluate all Innovations using quantitative and qualitative measures and using a scoring system as follows:

Score:
60 points for the extent and significance of historical sales;
15 points for projected future sales;
15 points for quality of the proposed Innovation; and

10 points for creation of economic value for the Ontario chicken industry value chain.

All applications reaching or exceeding the threshold described in paragraph 15(g) will qualify to be recommended for some supply;

- g) Any application must score at least 70 points in total and at least 45 points in the historical sales category in order to receive a recommendation from the Committee;
 - h) determine the distribution and the amount of supply for each applicant that has reached or exceeded the threshold. Where there is greater demand for supply among such qualifying applicants than available supply, the Committee will recommend the manner in which the supply is to be distributed among them. In recommending the basis for distribution, the Committee is not obliged to adopt a pro rata distribution method; and
 - i) prepare a recommendation in writing with respect to any qualifying applications which shall be submitted to the Board of Directors for consideration.
16. The Committee is not obligated to make a recommendation to the Board, if no single application reaches the threshold described in paragraph 14(g).
 17. An iteration of the Committee must have ended, before a subsequent iteration begins.
 18. The Board may remove from the Committee any person that it has appointed as a member of the Committee if the person fails to attend three consecutive meetings of the Committee.
 19. If a member of the Committee dies, resigns or is unable to act, the Board will appoint a replacement member to fill the vacancy for the remainder of the iteration of that Committee.
 20. Any meeting of the Committee may be conducted by means of such telephone, electronic or other communication facilities as to permit all persons participating in the meeting to communicate with each other simultaneously.
 21. The Committee shall meet as often as it determines is required in order for it to discharge its mandate in relation to an iteration of the Committee.
 22. The Committee will conduct the entirety of its operations on the basis of maintaining all information received by it in confidence.

TRANSMISSION OF COMMITTEE'S RECOMMENDATIONS

Transmission of Committee's Recommendations

23. Recommendations of the Committee will be transmitted to the Board by the Chair of the Committee and President and CEO of Chicken Farmers of Ontario.
24. Recommendations will be transmitted verbally at a meeting of the Board of Directors and supported by a written report that has been approved by the Committee.
25. The report of the Committee will include the following:
 - a) the supply available for that iteration of the Committee;
 - b) the number of applications made and Innovations considered;
 - c) a summary description of the Innovation being recommended;
 - d) any particulars respecting timing for implementation or other conditions precedent that are relevant to implementation; and
 - e) a description of why the particular Innovation is being recommended.
26. The report made to the Board will be redacted so that personal, confidential or sensitive information is not included where the release or disclosure of such information might, in the opinion of the Chair of the Committee and the President and CEO of Chicken Farmers of Ontario, cause potential adverse consequences to the applicant that has submitted the particular Innovation.

BY ORDER OF Chicken Farmers of Ontario

DATED at Burlington, Ontario this 7th day of March, 2018.



Chair



Secretary