

	<p style="text-align: center;">FarmWorks Investment Co-operative Limited Office: 70 Eden Row, Wolfville, RR2, NS, B4P 2R2 Phone 902-542-3442, Cell 902-67-3660, Fax 902-542-5812</p>
<p>Purpose of this form</p>	<p>This form provides you with basic information about what FarmWorks requires from its Directors. If you have doubts about your ability to commit the required time, comply with these requirements or attend scheduled meetings, please advise us of that before we nominate you as a Director.</p>
<p>Purpose of FarmWorks</p>	<p>FarmWorks Community Economic Development Fund is a business that requires: promotion of FarmWorks; receipt of Shareholder investments, due diligence on businesses seeking loans; management of a portfolio of businesses, mentoring and advising potential and existing clients; maintaining business relationships with clients; promotion of client businesses; and collaboration with other organizations.</p>
<p>Mission and Goals</p>	<p>Vision: Healthy farms, healthy food</p> <p>Mission: FarmWorks mission is to promote, and provide, strategic and responsible community investment in food production and distribution in order to increase access to a sustainable local food supply for all Nova Scotians.</p> <p>Goals: Sell shares in FarmWorks Community Economic Development Investment Fund; Lend strategically to agricultural and food enterprises to help increase sustainable local food production and profitability; Mentor and help facilitate farm and food-related innovation and diversification; Evaluate and utilize investment tools and opportunities that help achieve FarmWorks goals.</p>
<p>Values and Beliefs</p>	<p>FarmWorks is guided by these values: Diligence, Responsibility, Responsiveness, Accountability, Honesty, Stewardship, Democracy</p> <p>Guiding Principles: Empower others and build sector strength and capacity; Consider all stakeholders; Food self-sufficiency; Co-operate with other organizations; Community based development; Community participation in ownership and governance; Educated choices for the public; Socio-economic and environmental justice; Adherence to environmentally sound principles.</p> <p>The Directors of FarmWorks subscribe to, and act in accordance with the following Co-operative Principles: Open and voluntary membership; Democratic member control; Member economic participation; Autonomy and independence; Education, training, and information; Co-operation among co-operatives; Concern for community</p> <p>Process: Members will be catalysts and facilitators advancing the mission and goals; Members will have hands-on management of the implementation of the business plan</p> <p>Community Building: Building collaborative agreements with organizations that support the key priorities; Growing positive working relationships with all Shareholders, investees, government agencies, businesses, citizens and communities</p> <p>Finance: Diligent stewardship of all monies invested in FarmWorks; Obtaining adequate investor commitments to implement the goals</p> <p>Growth and Development: Directors will continually inform themselves about food systems, finance and economic development in order to provide the public and investees with appropriate information; Board development will be an integral part of FarmWorks strategic planning</p>

Commitment and Collaboration	<p>The FarmWorks CEDIF will help insure Healthy Farms and Healthy Food by: Promoting the value of locally produced foods to consumers and the advantages of investing in the agricultural and food economy of NS; Identifying the needs of the farming community and food producers, governments, business, non-governmental organizations and academia for sustainable, healthy, sufficient, fairly-produced food; Using the CEDIF as the vehicle for the sales of shares to provide funds to assist food producers, processors, distributors and other food-related enterprises to become economically viable and sustainable and to decrease the province's dependence on imported foods; Collaborating with and mentoring funded enterprises to assist in building their success; Providing public information about the benefits of CEDIFs and co-operatives for socially responsive investing in economically viable enterprises; Collaborating with appropriate partners to create benchmarks and indicators to track changes in local food availability and sales; Helping investees to increase the amount of local food sold in Nova Scotia by 20% by 2020; Providing an equitable return on investment to FarmWorks investors.</p>
Selection of Directors	<p>The Directors will be selected on the basis of merit, professional qualifications, experience, personal qualities, independence, and diversity. A Director must be prepared to devote sufficient time to his/her duties in order to fully meet his/her commitment to FarmWorks.</p>
Term of office:	<p>Three years. Elected at Annual General Meetings. Directors may serve a maximum of two terms. Directors may be appointed by the Board to fill vacancies until the next Annual General Meeting.</p>
Time Requirements:	<p>Require a time commitment of at least 10 hours per month for board meetings, orientation sessions, and to perform the duties required of Directors.</p>
Board Meetings	<p>In addition to orientation sessions, the Directors meet a minimum of four times per year, usually on a Sunday or Monday, from 6:00 pm to 9:00 pm. Directors will meet in person for at least two of the four sessions and by teleconference for others. Three absences in one year are considered</p>
Committee Meetings	<p>Committees established to perform tasks required by the Board will meet at the direction of committee chairs to accomplish tasks by established deadlines.</p>
Orientation Sessions	<p>There will be at least one half-day orientation session held in the month after the Annual General Meeting. Attendance is mandatory for all directors. The membership committee will arrange other orientation sessions as needed.</p>
Other Time requirements	<p><u>AGM:</u> We hold an Annual General Meeting prior to the end of April each year.</p> <p><u>FarmWorks Promotions:</u> We expect each Director to attend several events that promote FarmWorks and where Directors, Shareholders and friends of the organization can interact.</p> <p><u>Other Events:</u> We expect each Director to attend several events that are put on by, or feature, FarmWorks clients.</p> <p><u>Orientation:</u> We hold an orientation session within the month following the AGM each year to review our mission/vision/values and outcomes.</p> <p><u>Strategic Planning:</u> Directors will continually monitor outcomes and performance and when change is required a planning session will be organized.</p>

<p>Selection Process</p>	<p>Directors or Shareholders identify prospective Directors. These are individuals with professional qualifications, experience, personal qualities, independence, and diverse backgrounds who have demonstrated leadership and commitment to FarmWorks values.</p> <p>Prospects, if interested, are invited to attend a board meeting, orientation session, or other event. If the Directors and prospective Director wish to proceed, the prospect is interviewed by the Membership Committee. On recommendation of Membership Committee, name is placed on the slate for election by the membership at the next AGM. If the recruitment is to fill a vacancy on the board, the candidate may be appointed by the Board to serve what remains of the term.</p>
<p>Directors' Code of Ethics</p>	<p>Board Members code of behaviour</p> <p>As a Board member of FarmWorks, I will</p> <ul style="list-style-type: none"> • be committed to and act in a manner consistent with the vision, mission and goals of FarmWorks • accept responsibility and share power in order to work as a productive, cooperating Director • avoid conflicts of interest between my position as a Director and my personal and professional life. • support in a positive manner all actions taken by the Board of Directors even when I am in a minority position on such actions. • only exercise authority as a Director when acting in a meeting with the full board or as delegated by the board. • keep confidential matters confidential. • be accountable to the Directors, Shareholders, clients and the community for competent, conscientious and effective accomplishment of my obligations • act in a manner consistent with this Code of Ethics despite personal opinions, values or differences. • attend meetings consistently, prepare for meetings, participate fully, and otherwise fulfill my fiduciary obligations to FarmWorks