

September 21, 2022

Turkey Farmers of Ontario
1120-100 Conestoga College Blvd.
Kitchener, ON N2P 2N6

Attention: Mr. Brian Ricker, Chair TFO

Dear Brian:

Re: TFO Letter September 14, 2022 re: August 25, 2022 Allocation Decision

I confirm receipt of your letter of September 14th. I confirm that on receipt, the TFO letter has been circulated to the members (directors, alternates & managers) and has been forwarded to the Agency's translation service for translation into French for the Francophone members.

In terms of the TFO request that the Agency "reconsider and rescind the decisions made at its August 25, 2022, meeting and the motions made in furtherance of those decisions", I can advise that TFO's request was brought to the Board for consideration during their meeting of September 15, 2022. The Board concluded its reconsideration and decided to not rescind.

Pending receipt of directions from the Board on any further substantive response, I wish to address certain intimations in your letter regarding the Agency "staff".

Contrary to any assertion or intimation to the contrary, Agency staff are not allocation decision-makers. Agency staff are professionals employed by the Agency to facilitate and assist the Board and to implement the decisions made by the Board. The intimation arising from your assertions regarding Agency staff is that the appointed Board members have abdicated their statutory and common law duties.

The Agency Board is a corporate governance Board envisaged originally in the Federal-Provincial Agreement ("FPA") and brought to existence and empowered to implement the Marketing Plan by the *FPAA* and *Proclamation*. Board members are part-time appointees. Because of that corporate structure, it is both reasonable and legally permissible that Agency staff play a role in the Board discharging its duties. Agency staff provide the Board members with research, data, scheduling, organizing, and facilitating meetings, minute keeping, report writing, advice, options for consideration and counsel.

In Agency allocations made at least once a year, for almost fifty years, the Agency staff have been an integral part of assisting the Board members with allocation decisions, that have included assisting the

Board with developing supporting analyses and rationale for the Board decisions. To my knowledge, throughout that history, there have not been assertions or intimations that the Agency staff, in fulfilling its support role, have made the substantive allocation decisions.

Developing the analyses and rationale by Agency staff in this most recent allocation decision does not differ from the analyses and rationale provided by Agency staff historically. For example, Agency staff organized meetings at the direction of the Executive Committee and/or Board and members on several occasions in a full-on effort to find a path to establishing a Quota Regulation for 2022/23.

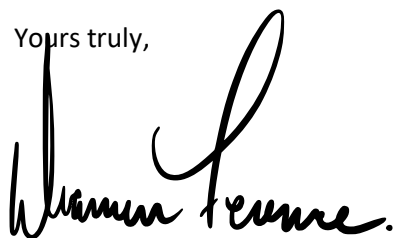
Arising from directions given to Agency staff by the Board members at those meetings, Agency staff create the analyses and rationale in the staff Memorandum your letter alluded to. At the August 25th Board meeting where the allocation decision was discussed and ultimately decided, Agency staff recorded the meeting minutes and motions. On direction from the Board members, the Agency staff prepared the rationale to accompany the Quota Regulation submission to FPCC.

None of that involvement of Agency staff in the recent allocation deliberations and follow up to the Board's allocation decision was new, or different than the Agency staff involvement historically. The assertions and intimation in your September 14th letter to the contrary are wrong and a misrepresentation of governance both in policy and practice at TFC.

I trust this provides clarity for the record, to you and your colleagues at TFO.

Please confirm that this clarification fully and satisfactorily addresses the assertions and intimations of your September 14, 2022 letter.

Yours truly,



Darren Ference, Chair

cc. TFC Directors, Alternates & Managers