

Board instructions

Valdres Landbrukstjenester SA

Clear roles, sound management and good follow-up

Document	Board instructions for Valdres Landbrukstjenester SA
Legal basis	The statutes of VLT, the Cooperatives Act and decisions made by the annual meeting
Valid from	01.09.2026
Document owner	The board of Valdres Landbrukstjenester SA
Revision	Annually and when statutes, organisation or regulations change

1. Purpose and basis

These board instructions shall help the board of Valdres Landbrukstjenester SA (VLT) work in a clear and sound way. They supplement the statutes and the Cooperatives Act and shall ensure a good understanding of roles, documented decisions, sound financial management and systematic follow-up of the business.

In case of conflict, the law, the statutes and valid decisions of the annual meeting take precedence over these instructions. The board shall always work for VLT's purpose and the members' common interests.

2. The board's responsibility and main tasks

The board has overall responsibility for the management and organisation of VLT and shall supervise the daily management and the business in general. Among other things, the board shall:

- set goals, strategy, budget and annual priorities
- ensure sound organisation, competence, staffing and internal control
- follow finances, liquidity, risk and reporting through the year
- make sure that accounting and asset management are under sound control
- follow up HSE, employer responsibility, data protection, emergency preparedness and quality
- hire, follow up and, if needed, dismiss the general manager
- prepare matters for the annual meeting and carry out the annual meeting's decisions
- deal with matters that under the law, the statutes or these instructions belong to the board

3. Relationship with the annual meeting and the composition of the board

The annual meeting is the highest body in VLT. The board is accountable to the annual meeting and shall manage the business within the statutes, the adopted budget and other valid decisions of the annual meeting.

The board is composed and elected in accordance with the statutes. VLT shall not have a deputy chair. If the chair is absent or disqualified, the attending board members choose a chair for that particular matter or meeting. This does not give that person a permanent deputy chair position.

4. The chair and the board members

The chair shall make sure that the board deals with the matters belonging to the board, that meetings are planned, that the meeting documents are sound, and that decisions are followed up. The chair is the main contact between the board and the general manager between meetings.

Each board member shall study the matters, ask for necessary information, take an active part and act loyally in the best interest of VLT. Members have an independent responsibility for their own assessments and for speaking up if the basis for a decision is not sufficient.

5. The general manager and matters for the board

The general manager handles the daily management within the law, the statutes, the budget, plans, authorisations and board decisions. Matters that, given VLT's circumstances, are unusual in nature or of great importance shall be put before the board.

The general manager shall at least report on finances, liquidity, staffing, HSE, absence at an overall level, deviations, emergency preparedness, significant customer and supplier matters, legal risk and the status of board decisions. The board may at any time require a more detailed account of specific matters.

The chair and the general manager shall be in regular contact. This contact shall not replace board handling of matters that belong to the board as a whole.

6. Board meetings and handling of matters

- The board shall adopt an annual meeting plan and meet as often as the business requires.
- The chair calls the meetings. The general manager prepares the matters in consultation with the chair.
- The notice, agenda and relevant documents shall normally be sent at least one week before the meeting.
- Matters shall have a sufficient and balanced basis for decision and, where appropriate, a proposed decision.
- The board may handle matters in writing or digitally when this is sound and everyone gets the chance to take part.
- The board has a quorum and makes decisions according to the rules in the Cooperatives Act and VLT's statutes.

Minutes shall be kept showing the time, the meeting format, participants, assessments of disqualification, the matters handled, decisions and any dissent. The minutes shall be approved and signed as required by law, and filed in VLT's document management system.

7. Disqualification, duty of confidentiality and data protection

A board member or the general manager shall not take part in handling a matter when that person has a prominent personal or financial special interest in it, or when other circumstances may weaken trust in impartial handling. Possible conflicts of interest shall be reported before the matter is handled and entered in the minutes.

Board members and others who take part in the board's work shall keep confidentiality about personal data, business matters, member cases, personnel cases and other information that shall not be public. Documents shall be shared and stored in approved systems, with access only for those who need it for their work.

8. Finances, risk and internal control

The board shall keep informed about the financial situation and make sure that equity, liquidity and operations are sound. Budget deviations, investments, loans, guarantees, larger agreements and other significant financial decisions shall be handled by the board when they fall outside daily operations or current authorisations.

At least once a year, the board shall review the main risks in the business, the internal control, the insurance cover, the emergency preparedness and the continuity plan. Critical measures shall be given a responsible person, a deadline and documented follow-up.

9. Employer responsibility, HSE and whistleblowing

The board has the overall supervisory responsibility for VLT meeting its employer duties and working systematically with HSE. The board shall follow up reports from the general manager, the working environment committee and the safety representative, and make sure that serious deviations, work accidents and risk situations are dealt with.

Reports concerning the general manager shall go to the chair. Reports concerning the chair shall be handled by a non-disqualified board member appointed by the board. Cases shall be handled properly, confidentially and in accordance with VLT's whistleblowing procedures.

10. Signature, authorisations and communication

The company is bound externally in line with the registered signature, power of procuration, the articles of association and specific board decisions. The general manager represents VLT in matters that are part of the daily management. Authorisations must be written, clear, dated and filed.

The chair speaks on behalf of the board. The general manager speaks on behalf of the company in daily operations. In especially serious or principal matters, communication must be agreed between the chair and the general manager.

11. Annual cycle for the board

Period	Fixed main topics
1. quarter	Preliminary annual result, annual report, HSE status, risk assessment and preparation for the annual meeting.
2. quarter	Annual accounts, follow-up of the annual meeting, staffing, seasonal preparedness and member development.
3. quarter	Half-year report, finances and liquidity, HSE, competence, insurance and strategic measures.
4. quarter	Budget and work plan, goals for next year, evaluation of the general manager, internal control, continuity and meeting plan.

12. Evaluation, revision and approval

At least once a year, the board must evaluate its own way of working, competence, how meetings are run and the follow-up of decisions. Any need for training or changes must be documented.

The instructions must be reviewed after the ordinary annual meeting, and otherwise when the articles of association, the organisation or the regulations change. Changes are decided by the board, unless the matter belongs to the annual meeting under law or the articles of association.

Approval	Name / date
Adopted by the board	01.02.2025
Chair of the board	Geir Arne Dokken – approved electronically
General manager	Sissel Skarsbø – document owner