



KELOWNA CHAMBER OF COMMERCE

BOARD POLICY MANUAL

July 2023

NOTE: This Manual is in place to guide decision making and to assist in communicating the conduct and responsibilities of the Board and individual Directors. It is meant to provide clear guidelines on the processes within which the Chamber Board operates. The policies contained within are enacted through a motion of the Board and may be updated and adjusted at any time through the same process. At all times, when there is a conflict between this document and the Chamber's bylaws, the latter takes precedence.



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1 Purpose of the Board Policy Manual

The purpose of the Board Policy Manual is to provide a convenient, organized resource to Board members and the Chief Executive Officer to assist in defining roles and responsibilities, and to focus the energy of the Board on higher level planning and decision making.

2 Governing Process and Structure

2.1 Certificate of Formation

The certificate of formation for the Kelowna Chamber of Commerce (originally the Kelowna Board of Trade) was filed and accepted by the Federal Government in 1906. The boundaries noted within that certificate of formation have not changed even though the existing town or city boundaries have changed. The formal description as noted on the KCC Certificate of Formation is provided below but it generally covers the City of Kelowna and the Regional District of Central Okanagan.

Townships 20 to 29 inclusive in the Osoyoos Division of the Yale District, covering the City of Kelowna in the territory specified and a district on the west side of Okanagan Lake extending north and south a distance of 30 miles, from Shorts Point to Trepanier Creek, and from the shore of the said Lake 10 miles in a westerly direction.

The Kelowna Board of Trade petitioned to formally change its name to the Kelowna Chamber of Commerce in 1961 and on January 26, 1961, the Governor General in Council authorized that name change. The Kelowna Chamber of Commerce's incorporation number is 000486-3.

2.2 Constitution and Legal Framework

Since its creation in 1906, the Kelowna Chamber of Commerce (the "Chamber") has operated as a member-based business organization serving the Kelowna region and surrounding area. The Chamber is a democratic organization with the first and last authority vested in the membership. As the membership cannot function constantly, either in a legislative or an executive capacity, the members must speak and act through representatives to whom they delegate authority. Therefore, a small governing body that derives its authority from, and is responsible to the membership, being the Board of Directors (the "Board") is created to further the goals of the Chamber.

The Chamber is a body created under the *Boards of Trade Act*, R.S.C. 1985, c. B-6, as it may be amended from time to time (the "Act") and, therefore, is required to comply with the provisions of the Act. In accordance with the Act, the Chamber has passed bylaws that govern the operation of the Chamber, a copy of which may be obtained by any member of the Chamber at anytime by making a request to the Chief Executive Officer. The Chamber's bylaws and Board Policy Manual constitute the governance framework within which the organization operates.



2.3 Parliamentary Procedures

Parliamentary procedures shall be followed at general membership meetings and Board meetings in accordance with “Robert’s Rules of Order”. Board committees operate on consensus and report and make recommendations to the Board which maintains the authority to act on any recommendations made by a committee or task force.

2.4 Governing Style

The Board will provide leadership and direction for the Chamber alongside the Chief Executive Officer. As a higher level, governance focused Board, the intention is for the Board’s to focus on the vision, mission, and long-range strategic priorities of the Chamber rather than short term management and operational matters. T

he Board delegates the operational decision making and implementation to the Chief Executive Officer, subject to compliance with the Employment Contract applicable to the Chief Executive Officer, and any other policies and procedures approved by the Board including matters such as financial controls and reporting.

The Board will accomplish this high-level strategic role by focusing its energy on identifying, advocating, and promoting matters affecting members and the broader business community. The Chamber, and therefore the Board, represents the best interests of the region and its members as a whole; it does not represent or vote, solely for the interests of one specific group or community.

The Board will be proactive in the identification and consequent development of relevant policies for the betterment of the organization and will provide strategic direction for the Chief Executive Officer in the implementation of their duties.

2.5 Dissolution Clause

Notwithstanding the requirements of the Boards of Trade Act if the Board of the Kelowna Chamber of Commerce decides that the Chamber needs to be dissolved, then a special general meeting of the members must be called at which 2/3 vote (special resolution) of members in attendance is required to direct the Board to seek dissolution from the Governor in Council. If dissolution of the Chamber proceeds then the Board will request to have any funds remaining after payment of any outstanding accounts or debts, distributed to one or more not-for-profit organizations in the Kelowna region (catchment area as defined in the certificate of formation) as determined by the Board.



3 Role of the Board of Directors

3.1 Board Responsibilities and Obligations

3.1.1 *Promotion of the Chamber*

Directors will actively seek to uphold the vision and mission of the Chamber and to promote the Chamber to the business community, members, and the region whenever opportunities arise.

3.1.2 *Attendance at Board Meetings*

The most important requirement for a Director is attendance at Board meetings. Meetings are held monthly, with the time and day to be determined by the Board. There may be extraordinary meetings of the Board scheduled at the discretion of the President.

3.1.3 *Review of Board Materials*

It is expected that Directors will have reviewed the requisite materials and attend prepared to provide input, as appropriate, to the decisions and ongoing success of the Chamber. If a Board member has questions regarding materials circulated prior to the meeting (particularly those items included in the consent agenda), it is the responsibility of the Board member to seek clarification. If enough clarity is not obtained prior to the meeting, the Board member should request that item be moved out of the consent agenda (or information section) for discussion.

3.1.4 *Attendance at Chamber Functions*

One reason a member joins the Chamber is the networking opportunities that exist with the various events the Chamber organizes. Attendance by the Board at these events shows support for the Chamber and gives the membership an opportunity to engage with their elected representatives.

3.1.5 *Organization of Committees*

Directors frequently have, by Presidential appointment, a committee chairperson responsibility to assist the Chamber in meeting the board's strategic objectives. A chairperson of the committee is expected to meet committee objectives by recruiting volunteers from the membership and Board with the assistance of management.

3.1.6 *Membership Recruitment*

The Chamber has business development and salespeople on staff to help build membership support in the community. However, Directors are one of the best sources of leads to grow and promote membership on a continuing basis. Information about the Chamber and membership application information is provided to all Directors to ensure support in this crucial area.



3.1.7 Knowledge of Current Events

Directors are an important force in the growth of the community, province and country. Keeping up to date with current affairs, especially as they relate to the community and the business interests of the Chamber's members, is one of the most important responsibilities of a Director.

3.1.8 Business Ambassadors

Directors are regularly asked to attend member openings, ribbon cuttings, to participate in community events and spread goodwill in the name of the Chamber. The participation of all Directors in these functions in order to share the demands is essential.

3.1.9 Keeping in Touch with the Membership

Directors are required to keep in touch with the membership through contact at functions and speaking engagements, where appropriate. This contact allows members to provide helpful criticism and direction with respect to the workings of the Chamber, as well as providing multiple points of contact with the Chamber.

While Directors are not permitted to speak publicly on behalf of the Chamber, this is an important opportunity for members to be able to gather information to be brought to the attention of the Board or Chief Executive Officer, as appropriate.

3.1.10 Financial Management

One of the key responsibilities of the Board and all of the Directors is reviewing and overseeing the financial operation of the Chamber for the benefit of the membership as a whole.

While authority may be delegated to the Finance Committee, responsibility for financial review will be the responsibility of the Board as a whole, including the review and approval of annual operating budgets as well as the approval of the annual financial statements.

3.2 Conduct of Directors

3.2.1 Representation of Members

Although a Director may be drawn from a specific interest group, Directors are expected to represent equally the interests of the entire membership. While an elected Board does not necessarily provide strategic appointments, the Board will be alive to this goal in the encouragement of members to run for the Board, and for any additional appointment opportunities that arise.

3.2.2 Confidentiality

Directors will maintain the confidentiality of the details of Board discussions, as well as those items designated as confidential, and the Board members will not use such confidential information for their own pecuniary benefit.



3.2.3 *Solidarity of Voice*

Regardless of their personal viewpoint, Directors will not speak against, or in any way undermine Board solidarity once a Board decision has been made on a matter.

3.2.4 *Public Spokespersons*

Recognizing that the President and the Chief Executive Officer are the spokespersons for the Chamber, all media and public comment will be deferred to those individuals. Input from the Board may be sought prior to public comment, where practicable.

3.2.5 *Conflicts of Interest*

Directors will avoid, in fact and in perception, conflicts of interest and disclose to the President, in a timely manner, any possible conflicts.

3.2.6 *Participation in Chamber Business*

Directors' contributions to discussions and decision making will be positive and constructive and their interaction with the Board and staff will be courteous, respectful and free of animosity.

3.2.7 *Exercise of Influence*

Directors will not attempt to exercise individual authority or undue influence over the Chamber, other Directors or staff.

3.2.8 *Ethical Conduct*

Directors will always conduct themselves in an ethical and professional manner. For example, Directors will not use their position to secure special privileges, favours or exemptions for themselves personally.

3.2.9 *Awards and Recognition*

By participating in the Board, because of the perceptions of a conflict of interest, no Director or the organization that it represents, will be considered for recognition by the Chamber through its community awards and recognition programs (e.g. Business Excellence Awards, Top 40 program, etc.). Directors and/or their companies/organizations will not be eligible for any Chamber recognition while that Director is on the Chamber Board.

3.3 Formulating a Board position on issues outside the specific purpose of the Chamber

The Chamber's mission as outlined in our bylaws is to foster a positive business environment where all can prosper. It is understood that as one of the City's largest (and oldest) community organizations, it may from time to time be asked its opinion on community issues such as social housing.



To guide decision making in this area the Board should consider:

- Generally speaking, the Chamber should refrain from debating/discussing or commenting on issues that are outside its mandate and purpose. (i.e., if there is no impact to businesses and/or members or clarity as to the extent of impact).
- The Chamber understands that periodically members may raise concerns that are directly or indirectly related to a proposed BC Housing project and as such the Chamber will be the voice of members but only in the context of encouraging thorough engagement with all who could be potentially impacted. The Chamber should refrain from taking a position either in favour or opposed to such projects unless there is a very clear case of a significant positive or negative impact on businesses.
- The Chamber believes that the agencies that build and operate supportive housing projects, and the governments that fund, support and permit their operation have a duty to consult with those that may be affected by a proposed project, specifically any businesses within the general area of the proposed project and will state this at any opportunity that arises.
- The Chamber understands that with a large membership base it may have members that have significantly differing views on any initiative and thus the Chamber will exercise caution when considering taking a public position on any issue when it appears members may have such differing views.
- As a leading organization in the community, the Chamber may be requested to support various initiatives undertaken by members and partners who are acting to assist those in need. As an example, the Chamber offered its support of the City of Kelowna's Journey Home initiative. Offering general support for such efforts will be determined on a case-by-case basis and the President will be responsible for determining such support in consultation with the Executive. If there is not consensus, the Chamber will canvas the opinions first of the rest of the Board and then if required survey members.
- The Chamber understands that it can be a facilitator of conversations that lead to greater awareness of social housing projects and thus, where possible, it will gather feedback from members that will help supportive-housing projects be good neighbours. The Chamber will also use its programs and meetings as an opportunity to share community information related to BC Housing initiatives if there is a likelihood of such an initiative having an impact on the economy or on the Chamber's members.



- Notwithstanding the above, the Chamber will be the voice of business when members express concern related to an increase in criminal activity, vandalism and drug dealing/use that may be indirectly related to the operation of no or low barrier shelters, noting such criminal activity can have a negative impact on those in need (clients of shelter) as much as any business in the area.

4 Board of Directors Election

The Chamber's adopted bylaws (amended 2019, Secs. 30 to 35) reference the number of Directors and officers on the Board and require that they be elected at the Annual General Meeting. All Directors including officers are elected for a one-year term though they can serve multiple terms to a maximum of eight (8) terms.

The bylaws require that the President, Vice-President, and Secretary will be elected from among the membership by the membership by ordinary resolution at the Annual General Meeting of the Members in each year; and that a minimum of eight (8) and a maximum of fourteen (14) additional Directors will be elected from amongst the Members by the Members by Ordinary Resolution at the Annual General Meeting.

This section outlines the following:

- The process to identify candidates.
- How candidates will be assessed to ensure they meet minimum expectations for experience and skills, particularly for officer positions.
- How qualified candidates will be presented to members.
- How electronic balloting for all positions on the Board will take place.
- The manner in which the outcome of electronic balloting (voting) will be presented to members at the AGM for ratification (a motion to enact the outcome of electronic voting).

4.1 Nomination of Candidates

Each year, at a time no later than 31 days (one month) prior to the opening of the voting period, a communication will be sent to all members of the Chamber who are in good standing, apprising them of the forthcoming election of the Board of Directors and that nominations may now be submitted. Such communication should outline the duties and expectations of Directors and contain a provision that requires a signature of a proposed candidate along with two (2) nominators who also must be members in good standing (have paid annual membership fee and have not otherwise been removed from the role of members).

The Governance and Board Development Committee led by the Past President will ensure all election materials are developed in a timely manner, so members are aware of the nomination period and opportunity to apply.



The Governance and Board Development Committee will work with the Chief Executive Officer (or designate) to review all applications to ensure they meet the requirements to hold office which include confirming they are a member in good standing and have completed the required forms to be eligible.

In addition to the above noted requirements, in order to be eligible (recommended on the ballot) for President, Vice-President, or Secretary, the applicant should have served previously on the Chamber's Board of Directors or can demonstrate previous and/or similar experience to the satisfaction of the Board Development Committee. The Committee may actively seek out nominations from individuals who have the skills and experience desired by the Board based on a review of the Board's skills-matrix as managed and adjusted from time to time by the Board Development Committee.

4.2 Recommending Candidates

All candidates who meet the requirements to hold office will be placed on the ballot for election, but the Board Development Committee may, with approval of the Board, recommend candidates for President, Vice-President and Secretary as well as for any other Director position. This would be done by adding a special note on the ballot recommending that individual. Incumbents seeking re-election will also be identified on the ballot so that members are aware of those who are seeking re-election.

4.3 Size of the Board

The Chamber's bylaws allow for a minimum of 8 and a maximum of 14 other Directors in addition to the three officers (President, Vice-President, and Secretary) all of whom must be directly elected by members. From time to time the Board may wish to choose the size of the Board by establishing the number of Directors to be elected between 8 and 14. The Board Development Committee is charged with reviewing this issue and recommending to the Board the specific number of Directors to be sought in the election with rationale as to why the specific number is being recommended. This recommendation should be provided to the Board for consideration no later than the last meeting of the Board prior to the start of voting.

4.4 Voting by Members (Voting period)

If there are more candidates than positions available, the Chamber will run an election over a two-week period starting the first Monday in the month of February. Voting will be conducted electronically and managed by Chamber staff ensuring anonymity and confidentiality with respect to voting by members. The Chief Executive Officer will report the outcome of the Election to the Board and subsequently to the membership within 48 hours following the close of voting.

If there are only enough candidates to fill available positions, those candidates will be deemed acclaimed through a motion at the Chamber's Annual General Meeting.



4.5 Form and Character of Ballot

The electronic ballot will list names of candidates for the officer positions (President, Vice-President and Secretary) followed by a list of candidates for Director-at-large. Candidates for contested officer positions will be invited to simultaneously stand for election as a Director-at-large. Candidates who accept this invitation will appear on the ballot both as a candidate for the officer position (President, Vice-President or Secretary) and further down as a candidate for Director-at-large. Such a candidate would be elected as a Director-at-large only if they are not elected to the officer position but receive enough Director-at-large votes to win an open Director-at-large position.

4.6 Board Orientation

An orientation for new Board members (Directors & Appointees) will be held in the Chamber boardroom within 30 days of the close of voting period. The orientation will be facilitated by the Chief Executive Officer with the support of the President or designate. Each Director will be provided with appropriate documents, manuals and tools that are required for the performance of their elected position. Staff will prepare a Director Orientation Document to assist in the process.

5 Role of the President

The role of the President will be carried out consistent with Chamber bylaws (Amended 2019, Sec 51) and the Terms of Reference for the President included in the **Appendix** (Sec. 16.2) of this Manual.

6 Special Board Positions and Roles

6.1 Past President

The Past President will be invited to sit on the Board for the following term as a non-voting member. The Past President will not put forth a motion or second any motion and is not eligible to vote on any matter. The Past President will also not be counted as part of the Board when it comes to setting quorum though they may participate on any Board Committee as noted within this Board Policy Manual. The Past President may participate in in-camera meetings of the Board if approved by the Board.

6.2 Advisory Positions

From time to time the Board may seek special advisors to give guidance to the Board. These advisors will be recommended to the Board by the Board Development Committee and if approved will sit as ex-officio members of the Board.



They will not put forth motions or vote in any matters and their attendance will not be counted towards quorum. Advisors will not participate in any in-camera discussions. Terms of reference for Appointees are included in the Appendix (Sec. 16.5)

The current advisors to the Board represent the following organizations:

- City of Kelowna
- Okanagan College School of Business
- Westbank First Nation Economic Development Commission
- Okanagan Business Students Association

7 Honorary Membership

The Board may, by special resolution, confirmed by a majority of members present at a General Meeting, appoint as Honorary Member any person who has distinguished themselves by some meritorious or public service to the City of Kelowna or District (Central Okanagan). An Honorary Member will be presented with a suitable certificate as an Honorary member of the Chamber and recognized publicly as such as opportunities arise. An Honorary member is not required to pay an annual membership fee though they will be allowed access to programs and events at the preferred membership rate. They are not considered a voting member nor are they eligible to be a Director unless they have paid their annual membership fee.

8 Board Strategic Planning

The Chief Executive Officer will take the lead in ensuring the Board's annual calendar includes a Strategic Planning session or review depending on the year in which the Board's adopted Strategic Plan takes effect. These planning sessions will be scheduled to occur shortly after the swearing in of the new Board. A full review should be undertaken with the assistance of an external facilitator at the end of the term of the Strategic Plan. A consultant may be secured to help the Board during its annual mid-plan reviews. The Chief Executive Officer will work closely with the President and the Executive Committee in defining the scope of the annual planning session and securing an external facilitator/consultant.

The Executive Committee will assist in refining the draft document flowing from the strategic planning session so that it reflects the discussions of the Board, although it will not become final until adopted by the Board. For ease of understanding, the Board would receive the plan at one meeting and adopt it at the next and, once adopted, the Board's Strategic Plan will be shared with staff and Chamber members. The Chief Executive Officer will also adjust the Chamber's business plan as is deemed necessary to align with the Board's strategic objectives.

It is the practice of the Kelowna Chamber to have at minimum a three-year strategic plan in place with annual reviews and adjustments built into the Board's annual meeting calendar.



9 Political Endorsements and Participation in Electoral Process

The Chamber strives to be active in the democratic process to raise public awareness and education regarding members' interests and concerns. As a non-partisan organization, the Chamber will conduct these activities with the highest degree of ethics and transparency. To avoid any perceived and real conflict of interest, the following principles will be adhered to by the Board.

The purpose of this policy is to provide guidance to board members in determining what activities are acceptable and not acceptable to engage in during an election.

As with all board policies, the responsibility of ensuring the policy is followed resides with the Board in its entirety. It is the duty of the Board through the President to ensure that the Chief Executive Officer and staff are guided by similar policy.

9.1 Political Endorsements

The Chamber, Chamber committees or any person in their capacity as Director, officer, or committee member may not publicly endorse a political party or candidate for a publicly elected office.

9.2 Participation in Political Campaigns

Any Director who makes a public declaration or communication that they plan to run for public office will no longer remain on the Board of the Chamber and that individual cannot run again for election to the Chamber Board until one-year elapses following the close of a campaign for elected public office. If such Director is elected, they can not seek to rejoin the Board until such time as they no longer hold a publicly elected position.

Any Director, officer or committee member having a high-profile public role in an election campaign as determined by the Board must take a leave of absence from the Board or committee prior to the commencement of the campaign (activities related to the role). This would be interpreted as playing a role or taking action that could be seen by the public as endorsing a specific candidate or party. This leave would end following the conclusion of the campaign period.

Any Director, officer, or committee member either running for public office or involved in a campaign will take every step to avoid any communication or contact with Chamber staff during the campaign other than that which is required by the Chamber in fulfilling duties related to operational activities such as all-candidates forums. The candidate will also be encouraged to inform the public of this leave of absence from their duties with the Chamber.

The Chamber, through its communications, may communicate this leave from the Board to the media, members, and public as needed.



10 Board Succession Planning

The Board is responsible both to monitor and to be proactive in ensuring there is an articulated succession plan in place. The Board as a whole will make sure there is a transparent and effective process for the identification and nomination of interested Directors which will include delegating to the Board Development Committee the responsibility for defining the professional development needs of the organization, the identification of potential officers, and the recruitment of new Directors.

10.1 Skills Matrix

To ensure those moving into more senior positions on the Chamber Board have the background and experience to best position them for success as an officer, a skills matrix will be developed and maintained by the Board Development Committee. This skills matrix (identification of experience desired by the Board) will be reviewed annually by the Board Development Committee and used in evaluating applicants for the Board.

10.2 Professional Development

A list of desired training aligned with the skills and expectations that are placed on officers (President, Vice President and Secretary) will be developed and maintained by the Board. Officers will be expected either to have participated in these training sessions over time or already have the professional skills (i.e., professional designation) necessary to be recommended to the membership for an officer position.

The Chamber will work to provide professional development for Directors either directly or through a third party. Participation in training will be tracked by Chamber staff and reported periodically to the Board and shared with the Board Development Committee. It is understood that while the noted training and experience is recommended, it is not mandatory to be eligible to run for an officer position.

10.3 Required Experience for Directors

All Directors, either prior to being elected or once elected to the Board will be expected to participate in the following training that will be arranged by the Chamber:

- Governance
- Financial Literacy
- Fiduciary Duty as a Director
- Policy & Advocacy 101



In addition, those Directors considering a future role with the Board (on the executive or as an officer), will also do their best to participate in the following training:

- Media Relations

Those considering running for an officer position would also be expected to not only gain skills over time but also assume specific leadership roles within the organization. Those interested in serving as either Vice-President or President should have served previously as Chair and/or a member of each of the following Board Committees:

- Policy Advisory
- Member Care
- Finance

The Board Development Committee will review the previous training and experience of those interested in running for an officer position when determining if they qualify for such a position.

11 Structure of Board Meetings

11.1 Regular Board Meetings

11.1.1 Permitted Attendees

All regular Board meetings will be open to all Chamber members although they will not be able to participate in the discussion. The public and delegations may apply to be put on the agenda should they wish to make a presentation to the Board.

11.2 Quarterly Membership Meetings

11.2.1 Permitted Attendees

All Quarterly Board meetings will be open to all Chamber members and time will be set on the agenda to allow for questions on items discussed. The public and delegations may apply to be put on the agenda should they wish to make a presentation to the Board/Members. The Annual General Meeting will constitute one of the quarterly scheduled Membership Meetings.

11.3 Extraordinary Board Meetings

11.3.1 Calling of Extraordinary Board Meetings

As noted in the Chamber's bylaws (sec 39) extraordinary Council (Board) meetings may be called by the President or any two members of the Board.

11.3.2 Notice of Extraordinary Meetings

The Chief Executive Officer must use reasonable effort to give at least twenty-four (24) hours notice to the Board of extraordinary meetings.



11.3.3 Permitted Attendees at Extraordinary

All voting members of the Board of Directors and any other parties as recommended by the Executive and approved by the Board.

11.4 Procedures to be Followed

11.4.1 Quorum

Quorum at Board meetings will be in accordance with the bylaws.

11.4.2 Management of Presentations

The President will intervene and terminate any presentation which is not orderly or is defamatory or abusive in nature.

11.4.3 Taking of Minutes

High level minutes will be taken at all board meetings, noting all action taken by the Board, by capturing all motions tabled and the outcome of that motion. Verbatim minutes of the discussion will not be transcribed. During a meeting, if a board member wishes to have something explicitly captured in the minutes of the Board meeting, they should so request (no motion required) describing in detail what they wish captured. This is also applicable to those voting on a motion who are in the minority in that if they wish their specific vote to be recorded, they should request that at the time of the outcome of the vote.

A draft copy will be distributed to the Board as part of the material for the following Board Meeting. Minutes are considered in “draft” until such time as they are approved and finalized at the subsequent Board Meeting. The President will sign each approved set of minutes and those minutes will be made readily available to any member of the Chamber.

11.4.4 Meeting Dates

Meetings will be scheduled with such frequency as required by the bylaws or as otherwise determined by the Board.

11.4.5 Provision of Agenda

It is the responsibility of the President to approve an agenda that is prepared by the Chief Executive Officer (or designate) for each meeting which will be provided to Directors and Advisors in advance of the meeting. Copies of the agenda material will be made available upon request to any member attending the meeting.



11.4.6 Additions to the Agenda

Items may be put forward to be considered for placement on the Board agenda by any Director. The President as Chair will determine the validity of the request in consultation with the Director and the Chief Executive Officer. Board approval of the agenda will be required at the beginning of each meeting.

11.4.7 Decision Making

Decisions at meetings of the Board will be made in accordance with Robert's Rules of Order with minutes taken noting the mover and seconder of a motion and the outcome of that motion as either approved or defeated. The vote of individual Directors will not be noted in minutes unless a Director makes a specific request to have their vote recorded.

11.4.8 In Camera Portion of Board Meetings

At the request of any Director, the Board may meet on an in-camera basis with the Chief Executive Officer participating. Such a request should be made in writing to the President who will solely determine the validity of the request and the rationale for an in-camera discussion (usually to deal with labour, legal, or land). In-camera meetings are normally limited to voting members of the Board.

The Chief Executive Officer will act as the Minute Taker for such in-camera meetings and the action taken will be captured in minutes which will be held in a secure place by the Chief Executive Officer.

The only time when the Board would meet without the Chief Executive Officer's presence would be to discuss the CEO's performance review or to discuss performance which could be constituted as in violation of the Chief Executive Officer's employment contract. If disciplinary action is being considered by the Board, the Chief Executive Officer would be given a reasonable opportunity to respond to such concern prior to any action being taken by the Board.

12 Creation and Role of Committees and Task Forces

12.1 Use of Committees and Task Forces

Pursuant to the bylaws, the Board will be empowered to create committees and task forces as the Board determines appropriate. The Organizational Chart reflecting the current structure of the Chamber along with reporting responsibilities is included in the **Appendix** but is always subject to revision on approval of the Board. The Board is responsible for mobilizing the resources of the community to achieve Chamber objectives. It is the responsibility of the Board to see that the talents and energies of members are enlisted in Chamber committees, that program objectives are assigned to committees, and that the responsibility and authority of committees are clearly defined.



Standing Committees are in place to address annual tasks that require action by the Board. Task forces may be established to address a short-term issue or priority with the expectation that the task force will cease to exist at the conclusion of the task. The Board has presently created several committees and task forces and they are listed along with their Terms of Reference (TOR) in the **Appendix**.

12.2 Committee Orientation

Each Committee Chair will be briefed by the Chief Executive Officer so there is a full and complete understanding as to the procedures and best practices for chairing committee meetings. All board committees operate by consensus with recommendations formulated for the Board and presented by the Chair at the appropriate Board Meeting.

Each Chair is required to take time at the inaugural committee meeting to walk the committee members through the adopted terms of reference (TOR) so there is a clear understanding of the roles and responsibilities of the committee members including respecting the confidential information that may be the subject of discussion. The Chair will work with the Chief Executive Officer or designate to ensure all committee members who are not already a member of the Board of Directors have signed off on a required Confidentiality Agreement. The Chair should ensure the committee establishes annual goals that are in alignment with the Board's adopted strategic plan.

13 Financial Management

13.1 Fiscal Year

The Bylaws (sec 7) of the Chamber empowers the Board (Council) to determine the fiscal year end. Specifically, the relevant bylaw states "The financial year end of the Board of Trade shall be determined by the Council." The fiscal year of the Chamber shall commence on the first day of January in each year and terminate on December 31 of each year.

13.2 Financial Management Requirements

With respect to the actual, ongoing management of the organization's financial health, the Chief Executive Officer will keep the organization fiscally sound. Accordingly, the Chief Executive Officer will:

- Substantially maintain Board approved financial plans/budgets.
- Maintain cash flow in an amount needed to settle payroll and debts in a timely manner.
- Pay or file all taxes and other government-ordered payments in a timely and accurate manner.
- Allocate funds to substantially maintain Board priorities.
- Will submit to the Board on a monthly basis, a timely and accurate financial statement that summarizes the financial condition of the organization to date and indicates the level of compliance with the Board's financial planning/budgeting and financial management policies.



- Quarterly statements are prepared for the Finance Committee and the Board.
- Bring to the attention of the Finance Committee on a quarterly basis any excess expenditure not within budget.

13.3 Procurement

- Any expenditure or commitment thereof that would require an expenditure of an amount greater than \$10,000.00 must have prior approval of the Board.
- Any goods or services costing more than \$5,000.00 or of duration lasting longer than one year will require a request for proposals to be issued and sealed bids to be received in response.
- Any goods or services costing less than \$5,000.00 may be purchased by way of contract or invoice at the discretion of the Chief Executive Officer. The Chief Executive Officer will use Chamber members wherever possible.
- Any goods or services exceeding \$5,000 that has not been budgeted for must have prior approval of the Finance Committee (or if time sensitive, the approval of the Finance Committee Chair and one other member of the Executive, preferably the Chair of the Board).

13.4 Signing Authority

- Any organization-issued payments exceeding \$5,000 must have two signatures: that of the Chief Executive Officer and the President (or another officer with designated signing authority).
- Payments below \$5,000 only require one (1) signature or may be paid online and/or through use of the Chamber's Credit Card.
- Staff shall complete a quarterly report to be sent to the Finance Committee that details payment (cheque/online payments) that are in excess of \$5,000.

13.5 Revenue Recognition

The Chamber follows the deferred method of accounting for revenue. Membership revenue is recognized several ways.

- Monthly payments (pre-authorized withdrawals, monthly CGI payments) are recognized in the month in which payment is received. An annual renewal anniversary will be recorded on the members profile to track length of membership and as an enactment date for any planned increases in annual membership fees.
- Annual membership payments made in January are recognized in their entirety that month while revenue received partway through the year will be recognized in part for the number of months remaining in the fiscal year with the remaining being deferred to the following fiscal year. The deferred amount is recognized in the final month in the following fiscal year that the previous payment covers.



Revenue from all other sources is recognized as services are performed and once collectability of the revenue can be reasonably assured.

- For each revenue transaction, the Chamber issues an invoice through its CRM (Atlas) indicating the date, nature of the item, customer and the amount to be paid, as well as the GST registration number. All invoices are issued in sequential number order.
- Government assistance, such as Federal Government wage subsidies, are recorded in revenue in the period the amounts can be reasonably estimated and have been received or receivable.

13.6 Financial Planning

The Chamber has financial management systems in place that ensure short term cash flow needs are met. Any surplus that is not expected to be needed in the current fiscal year can be reinvested in allowable investments as stated in the investment policy.

13.7 Contributed Services

Directors, committee members and membership volunteer their time to assist in the Chamber's activities. While these services benefit the Chamber considerably, a reasonable estimate of their amount and fair value cannot be made and, accordingly, these contributed services are not recognized in the financial statements.

13.8 Financial Instruments

Cash, cash equivalents and investments are recorded at fair market value. The Chamber's policy is to present term deposits with a maturity period of one year or less from the fiscal year-end as current assets. All other financial assets and liabilities are recorded at amortized costs.

13.9 Tangible Capital Assets

Tangible capital assets are recorded at cost less accumulated amortization. The organization provides for depreciation using the straight-line method at rates designed to depreciate the cost of the tangible capital assets over their estimated useful lives. The annual depreciation rates are as follows:

- Computer equipment 5 years
- Furniture and fixtures 10 years
- Leasehold improvements 8 years
- Telephone 5 years

Tangible capital assets are reviewed for impairment whenever events or changes in the circumstances indicate that the carrying value may not be recoverable.



If the total of the estimated undiscounted future cash flows is less than the carrying value of the asset, an impairment loss is recognized for the excess of the carrying value over the fair value of the asset during the year the impairment occurs. The estimated useful lives of assets are reviewed by management and adjusted if necessary.

13.10 Audit

An independent audit of the Chamber will be completed annually by an appropriately designated accounting firm identified by the Chief Executive Officer and approved by membership at the Annual General Meeting. The audited financial statements will be released to its members at the Chamber's Annual General Meeting.

13.11 Financial Statements

Monthly financial statements are completed on a basis consistent with previous years, and detail financial information contained within the general ledger of the Chamber. Monthly statements should include a monthly and annual income statement, balance sheet, program and events summary sheet and a pro-forma financial forecast. Variance reports will be prepared by management to help explain significant variations between actual and budget.

13.12 Payables

Items are considered payable once ownership of the goods is transferred to the Chamber or the service is completed. To define an item as payable, it must be issued to the Chamber by a third party in the form of an invoice detailing the vendor, amount, date, a description of the goods and/or services provided, taxes and the vendor's GST number (if applicable).

All invoices will be signed or initialled by the appropriate individual representing the Chamber, indicating receipt or completion of the good or service. Invoices (and when applicable, packing slips) of all purchases will be retained and filed, in accordance with the approved filing system.

Cheques will be issued in sequential numbered order and all cancelled and voided cheques will be retained. All blank and unused cheques are to be locked in a secure area.

Goods or services received prior to year end, and for which payment has not yet been made, will be recognized as a liability of that fiscal period.

Payroll is captured on monthly financials in the month it is earned. Annual property taxes is captured in the month it is paid.



13.13 Receivables

Revenues earned, but for which payment has not been received, are reported as accounts receivable. Interest may be charged on overdue accounts receivable. Invoices are due within thirty days of issue. Membership invoices outstanding more than 90 days are considered doubtful accounts.

In order to track the monetary value of doubtful accounts an allowance is included on the monthly financial statements. The allowance is calculated by the Chamber's bookkeeper as a percentage of AR as set by the Finance Committee (currently 100% of AR) and this amount (allowance) is included on the monthly income statement and balance sheet.

In addition, the outstanding membership payment (membership AR) is also noted at 100% in the Monthly Financial Forecast provided by management as per the end of that period. The amount is listed in the applicable month.

13.14 Receipts

The Chamber safeguards receipts via prompt deposit to an approved financial institution.

Receipts are deposited to the Chamber approved bank account and evidence of receipt will be retained, matched, and filed with the appropriate invoice(s). All receipts of cash and/or cheques are recorded as received by an appropriate individual, and a deposit slip completed.

13.15 Banking Procedures

Banking is conducted by a designated individual at a chartered bank or recognized credit union. Financial institutions utilized for depositing funds are approved by the Board of Directors. All records of transactions at or with approved financial institutions will be retained and stored in a secure area. Bank reconciliation is completed and provided to contracted bookkeeper as part of preparation of monthly financial statements. The completed bank reconciliation is reviewed and signed off by management, along with supporting documentation and stored in a secure location at the Chamber office.

13.16 Petty Cash

The Chamber maintains a petty cash fund for use at events and the amount should not exceed \$300. Petty cash balances are reconciled monthly. All payments from the petty cash fund require receipts.

13.17 Bookkeeping Procedures

The Chamber adheres to generally accepted accounting principles in the preparation and maintenance of its accounting system. It may have either in-house or contracted bookkeeping services and in either situation the accounting system being used must include a general ledger, accounts receivable sub ledger, accounts payable sub ledger and payroll sub ledger.



The accounts receivable sub ledger and accounts payable sub ledger are reconciled to the general ledger balance monthly and differences are investigated to resolution.

Source documents from which information is entered into the accounting system are marked to indicate entry into the system. All financial statement reports, sub ledgers, batch entry audit trails and journal entry reports are retained for a period of seven years.

13.18 Employment Expenses and Travel Expense Claims

The Chamber reimburses approved employment and travel expenses. All travel and employee expenses require the approval of the Chief Executive Officer in keeping with the policies of purchases, payables, and payments. No individual can approve his or her own expenditure or travel expense claim. The President reviews and signs off on the monthly expense account of the Chief Executive Officer.

Expense and/or travel claims require an expenditure claim form, signed by the claimant along with supporting documentation. The Chamber pays mileage as determined by the Chief Executive Officer but shall not exceed the posted CRA rate.

No individual can approve his or her own expenditure or travel expense claim. The President reviews and signs off on the monthly expense account of the Chief Executive Officer.

13.19 Fee for Service Contracts

The Chamber considers Fee for Service Contracts with third parties as an alternative to hiring staff. All FFSCs must be signed by the Chief Executive Officer and a copy of all such contracts are kept on file in the Chamber office.

Directors are not authorized to make financial commitments on behalf of the Chamber. The Chief Executive Officer is the only person authorized to sign contracts on behalf of the Chamber.

Chamber management is responsible for identifying any approaching contract renewals. The renewal process, which should be expedited to ensure there are no disruptions to service and payment for the services, should include a review of the current financial status of the program to address shortfalls and deficiencies within the contract and when appropriate undertake competitive processes through an RFP (Request for Proposals) or RFQ (Request for Quote).

13.20 Investment Policy

The Chamber invests excess funds in acceptable investment vehicles as outlined below. Bank accounts are maintained at chartered bank or recognized credit unions, and deposits shall not exceed \$100,000 in any one account, the maximum insurable by the CDIC. Recognizing that the Chamber has many financial institutions as members, every effort will be made to ensure each financial institution is considered. The Chair of the Board and Finance Committee must be advised of the planned creation or closure of an account.



Excess funds, being funds not required for daily operational activities, are invested for the purposes of obtaining investment income. Acceptable investments are:

- GIC's
- Treasury Bills
- Canada and Provincial Savings bonds

13.21 Insurance Coverage

The Chamber maintains adequate current insurance policies to protect against loss of assets. The Chief Executive Officer reviews insurance policies to protect against loss in the event of fire and/or theft. Insurance coverage will also include liability insurance to protect the Chamber in the event of injury by a member or guest on Chamber property. The Chief Executive Officer also reviews coverage of Director's and Officers Liability Insurance and keeps in force such policies and insurance as required.

The Chief Executive Officer will ensure a review of insurance coverage occurs at least annually of both the physical building and assets of the Chamber, and the liability of directors and officers. A report detailing current coverage will be provided to the Finance Committee. Proper insurance files will be maintained and stored in the Chamber office.

13.22 Debt

Notwithstanding limitations on borrowing as expressed in the Chamber's bylaws, all debt obligations require board approval. Debt obligations are defined as cash borrowings exceeding one year in length and require approval by the board. Requests for borrowing are submitted to the board detailing purpose, terms, and amount. The establishment of a line of credit (LOC) requires approval by the Finance Committee.

The Chief Executive Officer is authorized to issue Credit Cards to management to address operational needs though limits will be placed on such cards so as not exceed procurement guidelines and within authorized limits established for the organization by the financial institution issuing the credit card. The authorization of the Chair/Finance Committee is required to increase the Chief Executive Officer's credit card limit (currently \$20,000).

13.23 Establishment and Use of Reserves

From time to time the Chamber may wish to create restricted reserves to maintain the financial health of the organization, save for a new initiative, or undertake special projects. A formal motion would be required (and passed) by the Board in order to establish a restricted reserve with such restriction being noted on the Chamber's financial reporting (Audit).



To access funds from a restricted reserve, a motion of the Board would be required and the rationale behind the need to access the funds would need to be provided. This could include a short Business Case outlining the need and opportunity (benefit) for the Chamber and its members.

13.24 Security of Assets

The Chamber has procedures in place to secure against loss of assets. All persons having access to the chamber building will receive the required entry keys as well as training in the setting and disarming of the security alarm. The last person leaving the building will secure the premises by setting the monitored alarm and locking all doors. To identify items such as computer equipment, office equipment and other items, identification numbers may be etched or engraved on all removable equipment for identification purposes in the event of theft. A copy of these numbers will be maintained in a safe and secure location.

14 Document Management

Under the Chamber's operational procedures, records management practice ensures that every effort is made to store documents in a safe, off-site secure location under contract with Iron Mountain Canada Corporation. Records are destroyed in a confidential process with respect to individuals, companies, and financial undertakings.

Current Human Resource information is maintained in a locked cabinet in a locked office that is also alarmed (motion detector). Official documents are kept for a minimum period of seven years.

15 Relationship of the Board and the Chief Executive Officer

15.1 Role of the Chief Executive Officer

The tasks of implementation and operational policy development, consistent with the policies and procedures determined by the Board, belong to the Chief Executive Officer. The Board delegates the authority to the Chief Executive Officer to operate the organization under its jurisdiction according to its policies and in compliance with the applicable legislation and associated documents.

The Board acknowledges that the Chief Executive Officer has authority on all operational decisions within its jurisdiction and authority to delegate to staff is granted through the Chief Executive Officer and staff authority and accountability is wholly vested in the Chief Executive Officer.

To operate effectively in realizing the directions and guidelines set out by its policies, the Board authorizes the Chief Executive Officer to establish all further policies, make relevant and necessary decisions, and develop and implement activities and actions that are consistent with any reasonable interpretation of the Board's policies.



15.2 Accountability of the Chief Executive Officer

Results to be achieved by the Chief Executive Officer are set out in the business and strategic planning documents approved by the Board.

The Board is obligated to respect and support the Chief Executive Officer's decisions and choices made under delegations that are in place, unless in the Board's view, those decisions are in violation of established Board policies. The Chief Executive Officer is accountable to the Board as a whole and not to any individual Director or Committee.

15.3 Division of Duties between the Board and the Chief Executive Officer

The primary division of responsibility between the Board and the Chief Executive Officer is determined by whether the matter is operational in nature (in which case it will fall within the Chief Executive Officer's responsibility) or governance related (which will be the responsibility of the Board).

15.4 Interaction between the Board and the Chief Executive Officer

Authority over the Chief Executive Officer is held by the whole Board, not any individual Director, or any committee or task force. While individuals, committees and task forces may request information or assistance from the Chief Executive Officer, the CEO may refuse if in the CEO's judgement the request is disruptive or requires staff time or dollars not allocated for these requests. Although the Chief Executive Officer may request the advice or perspective of individual members of the Board on a matter, there is no obligation to subsequently follow the given advice, nor is he or she expected or obligated to treat the advice as the wish or decision of the Board, unless otherwise specified by the Board.

In order to reduce the risk of miscommunication, the expectation is that the Board will communicate with the Chief Executive Officer either through the Board as a whole at regular meetings, or through the Executive Committee and/or the President. Individual Board members will avoid engaging directly with the Chief Executive Officer on Chamber related business unless specifically requested to do so by the Board, Executive Committee, or the President.

Should the Chief Executive Officer wish to submit information to, or obtain clarification from the Board, they should request a meeting of the Board for such purpose. The Chief Executive Officer will normally contact the President to request such a meeting, but the Chief Executive Officer may make the request of any Board member.

15.5 Review of Chief Executive Officer's Performance

As the Board's single official link to the operating organization, the Chief Executive Officer is accountable for all organizational performance and exercises all authority transmitted into the organization by the



Board. The Chief Executive Officer's performance will be synonymous with organizational performance as a total. A policy that guides the Board's decisions on Chief Executive Officer remuneration provides predictability and motivation for the Chief Executive Officer while ensuring the Chamber's financial sustainability and ability retain the best possible leadership.

The Board, through the Executive Committee, will conduct a performance review annually of the Chief Executive Officer and recommend to the Board any appropriate adjustments to his/her compensation based on the outcome of the review.

The CEO's legal entitlement to remuneration will be articulated in her/his employment contract. In establishing a contract of employment, the Board should preserve its freedom to incentivise performance through discretionary bonuses. The Chief Executive Officer's contract should be protected as a confidential personnel document of the Chamber with the Chief Executive Officer keeping a copy of the contract on file in a secure location along with all other employment contracts. The Chair of the Board should also keep a confidential copy for reference in a secure location. Subject to any legally binding aspects of the Employment Contract including remuneration components, the following framework for compensation and annual performance reviews shall be applied.

At the beginning of each year, the Executive Committee will inform the Chief Executive Officer of the review and evaluation process that will be followed, and of the criteria that will be used for assessing performance and adjustments to his or her compensation and benefits. Such review will include consideration of the compliance of the Chamber's operations with the current business planning documents approved by the Board, the bylaws, and all policies in place.

The Kelowna Chamber chooses to compensate its operational lead with a base salary combined with a discretionary bonus structure informed by benchmarks/targets determined by the Board and communicated to the Chief Executive Officer in advance. In determining the Chief Executive Officer's forward-looking total compensation for comparative purposes, the Board should consider (i) the base salary, (ii) the cash cost of the CEO's benefits for the past calendar year, and (iii) the CEO's anticipated bonus.

The primary inputs to the review of Chief Executive Officer's base compensation are changes to the British Columbia Consumer Price Index (based on the 12-month average percent as published by the government of British Columbia¹), the Chamber of Commerce Executives of Canada compensation survey (the "CCEC Survey"), and the Chamber's financial position and outlook.

To provide a more predictable bonus, the Board has adopted a numerical CEO performance evaluation framework to inform the exercise of discretion for the Chief Executive Officer's bonus. The sole output

¹ <https://www2.gov.bc.ca/gov/content/data/statistics/economy/consumer-price-index>

Note that publication of this statistic typically lags current date by two months



of that system is a numeric score that translates to an indicated bonus. The Executive Committee will work with the Chief Executive Officer to refine the numerical scoring system. This scaled scoring system will be shared with the Board on a confidential basis.

The Board shall consider whether adjustment to the Chief Executive Officer's base salary/total compensation is necessary to ensure that total compensation remains competitive, as assessed by comparing the total compensation and inflation-adjusted base salary with the corresponding figures reported in the Chamber of Commerce Executives of Canada Society (CCEC) compensation survey for comparable chamber executives. Peers are determined by examining those with similar budget, number of members, number of staff, and size population centre.

Any decision to alter the Chief Executive Officer's contractual arrangements, including the termination of employment with the Chamber must be made by resolution of the Board.

As the Board's single official link to the operating organization, the Chief Executive Officer is accountable for all organizational performance and exercises all authority transmitted into the organization by the Board. The Chief Executive Officer's performance will be synonymous with organizational performance as a total.

The Board, through the Executive Committee, will conduct a performance review annually of the Chief Executive Officer and recommend to the Board any appropriate adjustments to his/her compensation based on the outcome of the review and the requirements set out in the contract. At the beginning of each year, the Executive Committee will inform the Chief Executive Officer of the review and evaluation process that will be followed, and of the criteria that will be used for assessing performance and adjustments to his or her compensation and benefits. Such review will include consideration of the compliance of the Chamber's operations with the current business planning documents approved by the Board, the bylaws, and all policies in place.

Any decision to alter the Chief Executive Officer's contractual arrangements, including the termination of employment with the Chamber must be made by resolution of the Board.

15.6 Engagement and Recruitment of Chief Executive Officer

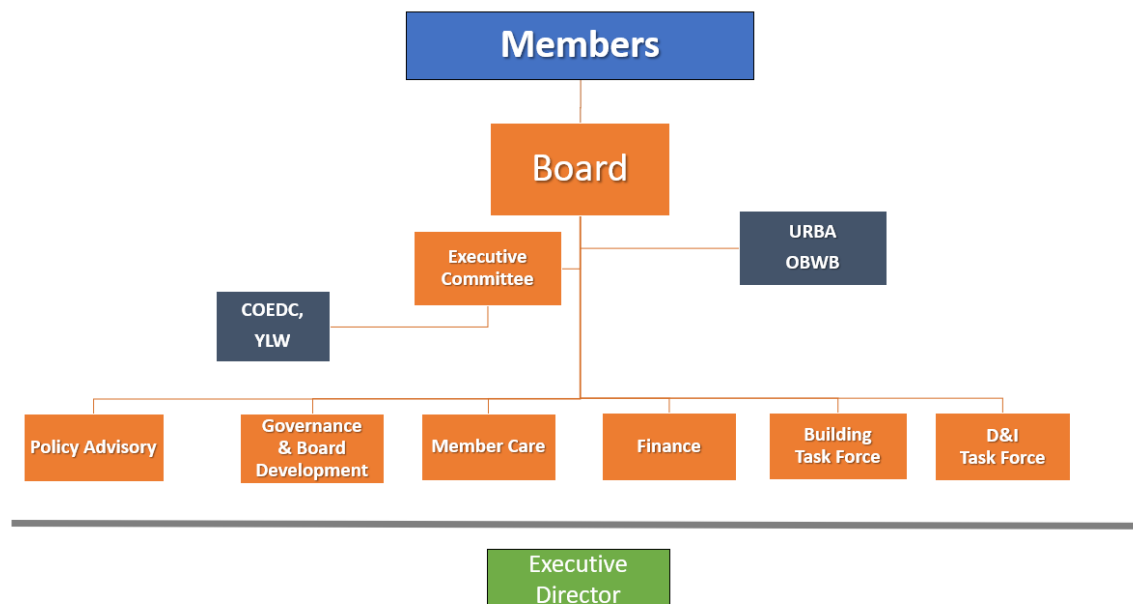
The Chief Executive Officer is the only staff person who is selected by and reports to the Board. As the Chief Executive Officer is the only person to whom the Board delegates the authority to achieve the organizational strategic objectives, it is essential that the Board employ and compensate accordingly an individual in whom they have utmost confidence and trust. Accordingly, the Board will:

- Adhere to fair and equitable employment standards and practices.

- Prior to recruiting a new Chief Executive Officer, appoint a task force, to establish the criteria and qualifications and competitive compensation required for someone filling the position of Chief Executive Officer for Board approval.
- Appoint a task group of the Board for the candidate recruitment and preliminary screening process. The task force will recommend the successful candidate for the approval of the Board.
- The task force will recommend a compensation and benefits package for the Chief Executive Officer, for the Board's approval that: (1) enables it to attract and engage a senior executive with the qualifications, experience and competence required for the position; (2) is competitive for similar positions in comparable circumstances; and (3) satisfies guidelines, regulations and legislation imposed by the government of BC.

16 Appendix

16.1 Board Organizational Chart 2022-2023



16.2 President - Terms of Reference

Purpose

- As per Chamber bylaws (Amended 2019, Sec. 51) the President is the Chair of the Board of Directors and is responsible for providing leadership to the Board of Directors in ensuring policies and procedures of the Kelowna Chamber of Commerce are consistent with its mission statement and strategic plan.



Duties and Responsibilities

- As per bylaws, the President specifically:
 - Serves as the public representative of the Chamber.
 - Provides leadership and chairs meetings of the Board.
 - Presents a general report of the activities of the year at the annual general meeting.
- Representative role:
 - Represent the Chamber on the Central Okanagan Economic Development Commission's Advisory Council (or designate an alternative representative).
 - Represent the Chamber on the YLW Community Advisory Council (or designate an alternative representative).
 - Attend the BC Chamber of Commerce Annual General Meeting and the Canadian Chamber of Commerce AGM (or designate an alternative representative).
 - Attend/Speak at Chamber hosted events such as luncheons, round table discussions, networking events and new member orientations (or designate an alternative Director).
 - Ensure the Board has representation at public functions & meetings, as appropriate.
 - Level 1 – Meetings with government officials: President or designate
 - Level 2 – Community Ceremonial events (i.e. Council swearing in, Remembrance Day: President or designate.
 - Level 3 - General Community events (requested/warranted): President or designate.
 - Level 4 - Member events: Any Director as interested/available.
- Board leadership and oversight role:
 - Work with the Board to foster positive relationships with all levels of government and identified community stakeholders.
 - As time allows, communicate with Directors both individually and collectively to ensure they are engaged with and informed of the activities of the Board/Chamber.
 - Appoint Committee Chairs.
 - Attend committee meetings, if desired/needed.
 - Participate in the orientation of new Directors.
 - Provide leadership in monitoring potential misconduct of Directors (i.e. disclosure of confidential information, conflicts of interest, etc.) and manage accordingly.
- Administrative role:
 - Assist the Past President and Vice President who are responsible for leading the Executive Committee's annual performance review of the Chief Executive Officer, and report on the outcome of that review to the Board.
 - In concert with the Chief Executive Officer provide input and signoff on proposed Board meeting agendas.



- Assist in the transition to the incoming President with appropriate succession planning.
- Participate in annual meetings with President's Circle Members.
- As a signatory for the organization (signing authority) and according to the Board's Financial policies, the President must sign off on the Chief Executive Officer's monthly expense report and any cheque requiring a second signature (over \$1,000 in value).

Authority

- The President derives their authority from the bylaws as registered with Industry Canada (the "Bylaws") and through the delegation of responsibility by the Board of Directors through the approval of these Terms of Reference.

Accountability

- The President will report to the Board of Directors at each Board meeting.

16.3 Vice President - Terms of Reference

Purpose

- As per Chamber Bylaws (Amended 2019, Sec. 51) the Vice-President will, in the absence of the President, perform the duties and exercise the power of the President and will perform such other duties as will from time to time be imposed the position by the Council or the President.

Duties and Responsibilities

- Along with the Past President, lead the Executive Committee's annual performance review of the Chief Executive Officer.
- Be a member of the Executive Committee.
- In the absence of the President or through delegation of duties, the Vice-President will assume the responsibilities of the President.

Authority

- The Vice-President derives authority from the bylaws as registered with Industry Canada (the "Bylaws") and through the delegation of responsibility by the Board of Directors through the approval of these Terms of Reference.

Accountability

- The Vice-President will report to the President and Executive Committee as needed.



16.4 Secretary - Terms of Reference

Purpose

- As per Chamber Bylaws (Amended 2019, Sec. 51) the Secretary will:
 - Attend and be the Secretary of all meetings of the Council, members, and committees of Council.
 - Enter or give cause to be entered in the Board of Trade's minute book, minutes of all proceedings at such meetings.
 - Give or cause to be given, as and when instructed, notices to Members, Directors, the auditors and members of committees.
 - Be the custodian of all books, papers, records, documents and other instruments belonging to the Board of Trade.
- Notwithstanding the duties as noted in the bylaws, the Secretary, while retaining the responsibility as described, can delegate the tasks noted above to staff to undertake (record minutes/keep records) as is practical.

Duties and Responsibilities

- Ensure the Chief Executive Officer or designate:
 - Records minutes of all Board meetings and stores and shares with members as appropriate.
 - Provides notices of meetings consistent with the requirements outlined within the Chamber's bylaws and in a manner that allows Directors, committee members, and members to schedule their attendance in advance of such meetings.
- Ensure the Chief Executive Officer has a process and system in place to store books, records, documents and other instruments (such as the Chamber's Corporate Seal) in a safe and secure manner as per any legislative requirements. (i.e. safe storage of financial information).
- Sit as a member of the Executive Committee.

Authority

- The Secretary derives authority from the bylaws as registered with Industry Canada (the "Bylaws") and through the delegation of responsibility by the Board of Directors through the approval of these Terms of Reference.

Accountability

- The Secretary will report to the President and Executive Committee as needed.



16.5 Board Appointed Advisors - Terms of Reference

Purpose

- The Board may appoint advisors and if so, such advisors will provide support to the board by providing specialist experience, knowledge, insight, and contacts. The consideration for having advisors includes:
 - Raising the profile/stature of the Chamber
 - Filling gaps in Board knowledge/skills
 - Providing expertise on specific issues
 - Assist in building stronger connections with allies/stakeholders

Composition

- Board advisors are to be appointed annually by the Board at the first meeting following the AGM and serve at the pleasure of the Board.
- Additional advisors may be appointed by the Board from time to time if it is believed they can be of assistance in providing advice.
- The Board Development Committee is responsible for recruiting candidates for appointment as an advisor as well as identifying any organization that could be requested to provide an advisor to represent that organization.
- The number of Board advisors is determined by the Board but generally ranges from four to six.
- Typically, there are two types of advisors:
 - individuals with specific skills and experiences.
 - a representative of a key stakeholder or constituency (as determined by the Board).
- The Board Development Committee is responsible for recruiting candidates for appointment before the AGM and making recommendations to the Board.
- There is no limit to the number of successive terms that a Board advisor may serve.

Duties and Responsibilities

- Board advisors are expected to attend the Board's strategic planning sessions
- Advisors may be requested to:
 - attend quarterly meetings of the Chamber's membership.



- attend meetings of the Board or the Executive on the request of the President (e.g., where the expertise of the advisor is relevant to matters to be discussed at the meeting).
 - answer the President's informal requests for advice or connections.
 - advise the Board of matters of interest to the Chamber.
- Advisors who provide a connection to key stakeholders may additionally be requested to:
 - identify opportunities for collaboration between the stakeholder and the Chamber.
 - communicate the stakeholder's concerns and priorities to the Board and, at the request of the President, the Chamber's membership.

Authority

- Appointed advisors have no governance authority or statutory responsibilities.
- As ex-officio to the Board, advisors cannot make or second a motion, and cannot vote on any matter considered by the Board.
- Board advisors are not permitted to be present for *in camera* business of the Board.

Accountability

- Board advisors have no formal reporting requirements but are expected to maintain confidentiality with respect of information they obtain by virtue of their role as an advisor to the Board.

16.6 Governance & Board Development Committee - Terms of Reference

Purpose

- To monitor and promote compliance of the Kelowna Chamber of Commerce with the Board Policy Manual (the "Policy Manual"), the bylaws as registered with Industry Canada (the "Bylaws"), the *Boards of Trade Act* (federal) and the *Societies Act* (British Columbia), as may be applicable. And to review and revise the Policy Manual and the bylaws as may be desirable.
- To ensure the organizational effectiveness of the Board of Directors and professional development of individual Directors.

Composition

- The Committee will be established by appointment of the Board of Directors at the first Board of Directors meeting following the AGM.



- The Committee will be composed of a minimum of three (3) representatives from the Board of Directors, at least one of whom will be from the Executive Committee who will also serve as the Chair of the committee (the “Chair”).
- Additional members of the Chamber may be appointed to the committee by the Chair with approval by the Executive committee of such appointment. The Board will also be advised of any change in makeup of the committee.
- The committee may involve non-committee members on specific projects or undertakings.
- The Chair will endeavour to ensure that the size of the committee balances the need for resources against the challenges that can occur with too large a committee. The committee will have a maximum of eight (8) members unless otherwise approved by the Board of Directors.
- The Chief Executive Officer (and/or designate) will be an ex-officio member/s of the committee.
- A majority of the committee members will constitute a quorum.

Duties and Responsibilities

- Oversee the implementation of strategic priorities as assigned to the committee by the Board.
- Oversee the nominations and annual election process including evaluating applications for the Board and making recommendations for endorsement (slate) to the Board.
- Evaluate Directors re: attendance, performance, and satisfaction at least on an annual basis and report outcomes to the Board at or near the end of term.
- Ensure an appropriate training program is in place for Directors including but not limited to:
 - Governance; media relations; financial literacy (understanding financial statements & responsibilities); fiduciary duty as a Director; Robert’s Rules of Order; etc.
- Identify, recruit, and recommend candidates for appointment to the Board.
- Review and where warranted, update the Board Policy Manual including determining and recommending policies related to the governance of the Kelowna Chamber of Commerce.
- Educate the Board of Directors on their duties and monitor the execution of such duties in an effort to ensure compliance with the Policy Manual and the bylaws.
- Administer and analyze Board of Director self-evaluations on an annual basis.

Authority



- The Committee derives its authority from the delegation of responsibility by the Board of Directors through the approval of the creation of the committee and the approval of these Terms of Reference.
- Any decision of the committee that may have an operational impact (i.e. financial impact) requires approval of the Board of Directors.
- The committee may establish working groups to undertake specific tasks.

Accountability

- The committee will report to the Board of Directors at each Board meeting (a short Meeting Summary report will be prepared by staff to assist with this reporting).
- The committee will establish goals for the term at its inaugural meeting and continually review and report to the Board on progress on achieving those goals.
- The Chair should be prepared to speak to the work of the committee and how that work has contributed to the Chamber's mission.

Meeting Logistics

- Meetings will be held on a quarterly basis or more frequently as considered necessary by the committee.
- Meetings will be held in the Chamber Boardroom unless otherwise scheduled elsewhere by the Chair in consultation with the Chief Executive Officer.

Staff Resources

- Staff resources, when reasonably available, will be provided through the Chief Executive Officer or designate as needed.

16.7 Member Care Committee - Terms of Reference

Purpose

- To actively consider and monitor the satisfaction of the members of the Kelowna Chamber of Commerce while reviewing and setting direction appropriate for the continued success of the Kelowna Chamber of Commerce as a member driven organization.

Composition

- The committee will be composed of a minimum of three (3) representatives from the Board of Directors at least one of whom will be from the Executive Committee who will also serve as the Chair of the committee (the "Chair").



- Additional members of the Chamber may be appointed to the committee by the Chair with approval of the Executive Committee of such appointment. The Board will also be advised of any change in makeup of the committee.
- The Chair will endeavour to ensure that the size of the committee balances the need for resources against the challenges that can occur with too large a committee.
- The Chief Executive Officer (and/or designate) will be an ex-officio member/s of the committee.
- A majority of committee members will constitute a quorum.

Duties and Responsibilities

- Oversee the strategic priorities as assigned to it by the Board of Directors as they related to member relations.
- Engage in regular review and oversight with respect to membership additions and cancellations, program delivery, and event management.
- Work with staff to provide feedback on the Chamber's annual membership satisfaction survey.
- Regularly attend Chamber events to welcome and introduce new members.
- Assist staff with sales and retention initiatives, as needed.
- Act as the "voice of Chamber membership" at general meetings.
- Assist staff in communicating the benefits of being a member of the Kelowna Chamber of Commerce.
- Serve as a sounding board to Kelowna Chamber staff to enhance the value of membership.

Authority

- The committee derives its authority from the delegation of responsibility by the Board of Directors through the approval of the creation of the Member Care Committee and the approval of these Terms of Reference.
- Any decision of the committee that may have an operational impact (i.e. financial impact) requires approval of the Chief Executive Officer or the Executive Committee.

Accountability

- The committee will report to the Board of Directors at each Board meeting (a short Meeting Summary report will be prepared by staff to assist with this reporting).
- The committee will establish goals for the term at its inaugural meeting and continually review and report to the Board on progress on achieving those goals.



- The Chair should be prepared to speak to the work of the committee and how that work has contributed to the Chamber's mission.

Meeting Logistics

- Meetings will be held quarterly or more frequently as considered necessary by the committee.
- Meetings will be held in the Chamber Boardroom unless otherwise scheduled elsewhere by the Chair in consultation with the Chief Executive Officer

Staff Resources

- Staff resources, when reasonably available, will be provided through the Chief Executive Officer or designate as needed.

16.8 Finance Committee - Terms of Reference

Purpose

- To oversee the financial activities pertaining to the operations of the Kelowna Chamber.

Composition

- The committee will be established by appointment of the Board of Directors at the first Board of Directors meeting following the AGM.
- The committee will be composed of a minimum of three (3) representatives from the Board of Directors, at least one of whom will be from the Executive Committee who will also serve as the Chair of the Committee (the "Chair").
- Additional members of the Chamber may be appointed to the committee by the Chair with approval by the Executive committee of such appointment. The Board will also be advised of any change in makeup of the committee.
- The committee may involve non-committee members to be engaged on particular projects or undertakings.
- The Chair will endeavour to ensure that the size of the committee balances the need for resources against the challenges that can occur with too large a committee. The committee will have a maximum of four (4) members unless otherwise approved by the Board of Directors.
- The Chief Executive Officer (and/or designate) will be an ex-officio member/s of the committee.
- A majority of the committee members will constitute a quorum.

Duties and Responsibilities



- Work with staff to prepare a long-term financial strategy for the organization, for approval by the board of Directors.
- Work with staff to develop and prepare annual budgets for consideration by the Board.
- Recognizing that the role of Chamber staff is to perform the day-to-day financial operations, the committee will oversee the finances including preparation of monthly financial statements for Board of Directors approval.

Authority

- The committee derives its authority from the delegation of responsibility by the Board of Directors through the approval of the creation of the Finance committee and the approval of these Terms of Reference.
- Any decision of the committee that may have an operational impact (i.e. financial impact) requires approval of the Board of Directors.
- The committee may establish working groups to undertake specific tasks.

Accountability

- The committee will report to the Board of Directors at each Board meeting (a short Meeting Summary report will be prepared by staff to assist with this reporting).
- The committee will establish goals for the term at its inaugural meeting and continually review and report to the Board on progress on achieving those goals.
- The Chair should be prepared to speak to the work of the committee and how that work has contributed to the Chamber's mission.

Meeting Logistics

- Meetings will be held on a quarterly basis or more frequently as considered necessary by the committee.
- Meetings will be held in the Chamber Boardroom unless otherwise scheduled elsewhere by the Chair in consultation with the Chief Executive Officer.

Staff Resources

- Staff resources, when reasonably available, will be provided through the Chief Executive Officer or designate as needed.



16.9 Policy Advisory Committee - Terms of Reference

Purpose

- To provide leadership in identifying and acting on local, provincial and federal issues of specific interest to members and key stakeholders of the Kelowna Chamber of Commerce and of concern to the business community at large.

Composition

- The committee is to be appointed at the first meeting following the AGM.
- The committee will be composed of a minimum of three (3) representatives from the board of Directors one of whom will be from the Executive committee who will also serve as the committee Chair.
- Additional members of the Chamber may be appointed to the committee by the Chair with approval by the Executive committee of such appointment. The Board will also be advised of any change in makeup of the committee.
- Committee members will be drawn from the membership of the Chamber and will be balanced with representation from the major sectors of the economy and reflective of the composition of the membership. Members with the necessary expertise and interest should be recruited to serve on the committee.
- The Chair will ensure that the size of the committee balances the need for resources against the challenges that can occur with too large a committee (maximum 8-10 members).
- The Chief Executive Officer (and/or designate) will be an ex-officio member/s of the committee.
- A majority of committee members constitutes a quorum.

Duties and Responsibilities

- Oversee the strategic priorities as assigned to it by the Board. (Annual goals of the committee)
- Engage members to identify and prioritize local, provincial, and federal issues.
- Review requests from members for support on advocacy issues or resolution requests. Report as needed and provide recommended action as appropriate.
- Prepare policy resolutions for approval by the Board of Directors.
- Develop and implement local, provincial, and federal advocacy plans.
- Conduct research and seek expert opinions on local, provincial, or federal issues as appropriate.



Authority

- The committee derives its authority from the delegation of responsibility by the Board of Directors through the approval of the creation of the Policy Advisory Committee and the approval of these Terms of Reference.
- Any decision of the committee that may have an operational impact (i.e., financial impact) requires board approval.
- The committee may establish working groups made up of certain committee members to undertake specific tasks. Staff support for those working groups may be dependent upon available resources.

Accountability

- The committee will report to the Board of Directors at each Board meeting (a short Meeting Summary report will be prepared by staff to assist with this reporting).
- The committee will establish goals for the term at its inaugural meeting and continually review and report to the Board on progress on achieving those goals.
- The Chair should be prepared to speak to the work of the committee and how that work has contributed to the Chamber's mission.

Meeting Logistics

- Meetings will be held on a monthly basis or as considered necessary by the Committee.
- Meetings to be held in the Chamber Boardroom unless otherwise scheduled elsewhere by the Chair in consultation with the Chief Executive Officer.

Staff Resources

- Staff resources will be provided through the Chief Executive Officer (or designate) as needed.

16.10 Executive Committee - Terms of Reference

Purpose

- Executive Members of the Kelowna Chamber of Commerce will perform functions and duties as requested by the President and the Board of Directors as well as providing support and advice to the President and chairing various committees and task forces as needed.

Composition



- The committee will be established by appointment of the Board of Directors at the first Board of Directors meeting following the AGM.
- The committee will be composed of a minimum of four (4) members of the Board of Directors Including the President, the immediate Past President, the Vice-President, and Secretary. Other Committee Chairs will also be invited to serve on this committee. The Chair of the Board (President) will serve as the Chair of the committee (the “Chair”).
- The Chief Executive Officer (and/or designate) will be an ex-officio member/s of the committee.
- A majority of the committee members will constitute a quorum.

Duties and Responsibilities

- Ensure there is an annual strategic plan in place addressing the short-term and long-term objectives of the Chamber.
- In cooperation with Chamber staff, maintain communications with local MLAs, MPs, Cabinet Ministers, and the Premier to provide non-political feedback from business in conjunction with the Chief Executive Officer.
- Identify and develop strategic alliances with like-minded organizations for the purpose of promoting approved policy positions, coordinating efforts and formulating common objectives.
- Work with the Chief Executive Officer to ensure effective management processes are in place that encourage a healthy, productive and focused work environment. (i.e. periodic review of the Staff Employee Manual, Operational Policies, etc.).
- Conduct Chief Executive Officer annual performance review.

Authority

- The committee derives its authority from the delegation of responsibility by the Board of Directors through the approval of the creation of the Executive committee and the approval of these Terms of Reference.
- Any decision of the committee that may have an operational impact (i.e. financial impact) requires approval of the Board of Directors.

Accountability



- The committee will report to the Board of Directors at each Board meeting (a short Meeting Summary report will be prepared by staff to assist with this reporting).
- The committee will establish goals for the term at its inaugural meeting and continually review and report to the Board on progress on achieving those goals.
- The Chair should be prepared to speak to the work of the committee and how that work has contributed to the Chamber's mission.

Meeting Logistics

- Meetings will be held on a monthly basis or as considered necessary by the committee.
- Meetings will be held in the Chamber Boardroom unless otherwise scheduled elsewhere by the Chair in consultation with the Chief Executive Officer.

Staff Resources

- Staff resources will be provided through the Chief Executive Officer (or designate) as needed.

16.11 Diversity and Inclusion Task Force - Terms of Reference

Purpose

- To actively consider and initiate appropriate measures to ensure diversity and inclusion (D&I) best practices are integrated into the Chamber's mandate and long-term plans particularly as it relates to the stated objective of strengthening the organization's relationship with the region's Indigenous community.
- The creation of a D&I Task Force constitutes the first step of a deliberate process which will ultimately lead to the adoption of specific (implementable) measures by the Kelowna Chamber and agreement on the resources and organizational structure necessary to implement such change. (i.e. creation of a Board Standing Committee on Diversity, Equity and Inclusion)

Composition

- The Task Force will be composed of a minimum of four (4) representatives from the Board of Directors at least one of whom will be from the Executive Committee who will also serve as the Chair of the Task Force (the "Chair") or Co-Chair.
- A Co-Chair position could be created if the Board felt a Chamber member with expertise in this area and an interest in leading, was warranted in pursuing.
- Additional members of the Chamber may be appointed to the Task Force by the Chair with approval of the Executive Committee of such appointment. The Board will also be advised of any change in makeup of the Task Force.



- The Chair (Co-Chairs) will endeavour to ensure that the size of the Task Force balances the need for resources against the challenges that can occur with too large a Task Force.
- The Chief Executive Officer (and/or designate) will be an ex-officio member/s of the Task Force.
- A majority of Task Force members will constitute a quorum though recommendations to the Board will be made by consensus.

Duties and Responsibilities

- Reporting to the Board of Directors the D&I Task Force will gather insight by consulting with relevant individuals and organizations both within and outside of the Chamber network.
- Develop a workplan that:
 - Leads to the exchange of insights and discussion on potential KCC guiding principles.
 - Engages in research and knowledge transfer with D&I and Indigenous engagement experts as to best practices in this area for an organization such as the chamber.
- Suggest the broad scope of potential measures that could reasonably be undertaken by the Chamber in the context of its current mission statement.
- Consider and suggest strategies and methods to drive change over the long-term including consideration of a standing committee of the Board and recommended terms of reference for such a committee.
- Cease to exist once it has prepared a final report to the Board of Directors.

Authority

- The Task Force derives its authority from the delegation of responsibility by the Board of Directors through the approval of the creation of the D&I Task Force and the approval of these Terms of Reference.
- Any decision of the Task Force that may have an operational impact (i.e. significant financial or human resource impact) requires approval of the Chief Executive Officer or the Board.

Accountability

- The Task Force will report to the Board of Directors at each Board meeting (a short Meeting Summary report will be prepared by staff to assist with this reporting).
- The Task Force will establish goals for the term at its inaugural meeting and continually review and report to the Board on progress on achieving those goals.
- The Chair should be prepared to speak to the work of the Task Force and how that work has contributed to the Chamber's mission.



Meeting Logistics

- Meetings will be held quarterly or more frequently as considered necessary by the Task Force.
- Unless otherwise determined by the committee, meetings will be held in the evenings and will be held either in-person or virtually at a time pre-determined by the members.
- If the Task Force members choose to meet in-person, such meeting will be held in the Chamber boardroom unless otherwise scheduled elsewhere by the Chair in consultation with the Chief Executive Officer.

Staff Resources

- Staff resources, when reasonably available, will be provided through the Chief Executive Officer or designate as needed.

16.12 Past Presidents Council (Committee) – Terms of Reference

Purpose

- This group will serve in an advisory capacity to the Board of Directors to bridge past and present Chamber leadership and to provide input on issues that impact the long-term health and vitality of the Chamber and the economy of Kelowna.

Composition

- The Council (committee) will be composed of the Immediate Past President who will also serve as the Committee Chair, the current President, and all former Presidents of the Kelowna Chamber of Commerce.
- Current Chamber table officers will be invited to participate in any discussions of the Past Presidents Council.

Duties and Responsibilities

- Recognizing that the Council serves as a consultative body, provide input to the Board of Directors on its strategic plan.
- Prepare advice for consideration by the Board of Directors which specifically addresses the long-term interests of the Chamber membership and the business community in general.
- Serving as the Chair of the Council, the Immediate Past President will be the liaison with the Board of Directors.
- Provide advice for the Chamber volunteer recognition program.



Authority

- The Council derives its authority from the delegation of responsibility by the Board of Directors through the approval of the creation of the Past Presidents Council and the approval of these Terms of Reference.
- Any decision of the Council that may have an operational impact (i.e. financial impact) requires approval of the Board of Directors.

Accountability

- The Chair of the Council will report to the Board of Directors following the annual meeting of the Past Presidents Council.

Meeting Logistics

- Meetings will be held on an annual basis or more frequently as considered necessary.
- Suggested month for meeting is May with the meeting location to be determined by staff.

Staff Resources

- Staff resources will be provided through the Chief Executive Officer (or designate) as needed.

16.13 Building Task Force Terms of Reference

Purpose

- To determine the future of the Chamber's building and office needs including planning for the future of the building, its replacement, or alternative office space as the end of the current lease period (2026) approaches while also considering the effectiveness of the recent move to virtual work.

Composition

- The Task Force shall be composed of a minimum of three (3) representatives from the Board of Directors at least one of which shall be from the Executive Committee who will also serve as the Chair of the Committee (the "Chair").
- Additional members of the Chamber can be appointed to the Task Force by the Chair with approval by the Executive Committee of such appointment.
- The Chair shall endeavor to ensure that the size of the Task Force balances the need for resources against the challenges that can occur with too large a Task Force.



- A majority of Task Force members shall constitute a quorum.

Duties and Responsibilities

- To engage both the City of Kelowna and the province to determine their interests in the property post 2026.
- To review, explore, and make recommendations to the Board regarding the maintenance, repair and replacement of the physical structure and grounds of the building considering both short and long-term use of the building.
- Work with the Chief Executive Officer (or designate) to ensure the internal working environment is maintained and managed in a professional and positive manner including developing budgets for consideration by the Board for improvements to working space.
- Consider establishing a volunteer working group that will help improve the interior/exterior of the building with a focus on the front entrance.
- In undertaking its work, the Task Force should consider:
 - The value of the building as a service to members. Do members use it? Does the building itself add value to members? Is there brand value in it?
 - What are the operational needs for staff use?
 - What is the process with the City and the Province to determine what is likely to happen in 2026?
 - During COVID we have been able to work remotely. Doing more of that may be an option for the future.

Authority

- The Committee derives its authority from the delegation of responsibility by the Board of Directors through the approval of the creation of the Building Committee and the approval of these Terms of Reference.
- Any decision of the Committee that may have an operational impact (i.e. financial impact) requires approval of the Board of Directors.

Accountability

- The Task Force will report to the Board of Directors at each board meeting.
- Upon completion of its work the Task Force shall report out to the Board with a recommended course of action.

Meeting Logistics



- Meetings will be held on a bi-monthly basis or less/more frequently as considered necessary by the Task Force.
- Unless otherwise determined by the Task Force, meetings shall be held online using the Chamber's Zoom account or at the boardroom of the Kelowna Chamber of Commerce on the dates determined by the Task Force members.

Staff Resources

- Staff resources, when reasonably available, will be provided through the Chief Executive Officer or designate as needed.

16.14 Committee Chair Reporting Guidelines

The following guidelines are provided to Chairs of Committees to assist them in understanding expectations when it comes to reporting the activities and actions of the Committee at Board Meetings.

As Directors are aware the Board meeting agendas are built to focus as much time on strategic and policy-oriented discussions and decision making, and not to repeat a discussion that has already occurred at the Committee level. This guidance is provided to allow Directors the most amount of time to discuss strategic issues and those items that require a decision of the Board (30,000-foot level thinking) as opposed to less strategic items that are dealt with by Committees (balcony level thinking).

Currently the Board operates with a consent agenda where all Committee reports are ratified at the start of the Board meeting and as a result significant attention and discipline is required when Committee Chairs report to the Board.

As a result, Committee Meeting Summary Reports and associated committee documents are prepared and provided to all Board members with the expectation they will read them in advance. Verbally referencing the same information at the Board Meeting is not recommended.

If a Committee report is pulled from the Consent Agenda for further discussion, as a Committee Chair you should:

1. Start with the expectation that all information has been received, read, and understood by Directors. As such you should simply advise the Board that you are open to respond to any questions. The Board Meeting Chair (Chair of the Board) will assist in confirming if there are any questions or comments from members of the Board, specifically from the Director who requested the report be pulled from the Consent Agenda.
2. If a Committee Report is not pulled from the Consent Agenda, there are two options:
 - a. The Board Meeting Chair will thank the Committees for their continued work and then move on to the next item on the Board agenda.



- b. The Committee Chair can take the extraordinary step of asking for further discussion on their report in the Consent Agenda drawing particular attention to a specific item that the Chair deems so critically important that extra attention must be given to it. Once pulled from the consent agenda, when appropriate the committee Chair can speak to it. This could be one or two quick items that can be referenced in a minute or so but should not be a laundry list expanding on what is already in written documents. If a Committee Chair is unsure about this process, they should consult the Board Chair or CEO in advance for guidance.

SPECIAL NOTE: Committee Chairs should be aware that at Quarterly Membership Meetings they will be asked to provide a verbal report. On this occasion they should reference their Committee Meeting Summary Report. A verbal update (2-3 minutes) is suggested for these meeting as members will be in attendance and they may not be privy to ongoing work of Board Committees.

If you have any questions or concerns about this guidance, please contact the Board Chair or the CEO.

(end)