

KELOWNA CHAMBER OF COMMERCE

BOARD POLICY MANUAL

November 25, 2020

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.*



TABLE OF CONTENTS

1	PURPOSE OF THE BOARD POLICY MANUAL	4
2	GOVERNING PROCESS AND STRUCTURE	4
2.1	CERTIFICATE OF FORMATION	4
2.2	CONSTITUTION AND LEGAL FRAMEWORK	4
2.3	GOVERNING STYLE	5
2.4	DISSOLUTION CLAUSE	5
3	ROLE OF THE BOARD OF DIRECTORS.....	5
3.1	BOARD RESPONSIBILITIES AND OBLIGATIONS	5
3.2	CONDUCT OF DIRECTORS	7
4	BOARD OF DIRECTOR ELECTIONS.....	8
4.1	NOMINATION OF CANDIDATES	9
4.2	RECOMMENDING CANDIDATES	9
4.3	SIZE OF THE BOARD	9
4.4	VOTING BY MEMBERS (VOTING PERIOD).....	10
4.5	FORM AND CHARACTER OF BALLOT.....	10
4.6	BOARD ORIENTATION	10
5	ROLE OF THE PRESIDENT	10
6	SPECIAL BOARD POSITIONS AND ROLES	11
6.1	PAST PRESIDENT	11
6.2	ADVISORY POSITIONS.....	11
7	HONORARY MEMBERSHIP	11
8	BOARD STRATEGIC PLANNING.....	12
9	POLITICAL ENDORSEMENTS AND PARTICIPATION IN ELECTORAL PROCESS	12
9.1	POLITICAL ENDORSEMENTS	12
9.2	PARTICIPATION IN POLITICAL CAMPAIGNS	12
10	BOARD SUCCESSION PLANNING	13
10.1	SKILLS MATRIX	13
10.2	PROFESSIONAL DEVELOPMENT.....	13
10.3	REQUIRED EXPERIENCE FOR DIRECTORS	14
11	STRUCTURE OF BOARD MEETINGS	14
11.1	REGULAR BOARD MEETINGS	14
11.2	QUARTERLY MEMBERSHIP MEETINGS	15
11.3	EXTRAORDINARY BOARD MEETINGS	16
11.4	PROCEDURE TO BE FOLLOWED	16
12	CREATION AND ROLE OF COMMITTEES AND TASK FORCES	16
12.1	USE OF COMMITTEES AND TASK FORCES.....	16
12.2	COMMITTEE ORIENTATION	17



13	FINANCIAL MANAGEMENT	17
13.1	FINANCIAL MANAGEMENT REQUIREMENTS	17
13.2	PROCUREMENT	17
13.3	SIGNING AUTHORITY	18
14	DOCUMENT MANAGEMENT	18
15	RELATIONSHIP OF THE BOARD AND THE EXECUTIVE DIRECTOR	18
15.1	ROLE OF THE EXECUTIVE DIRECTOR	18
15.2	ACCOUNTABILITY OF THE EXECUTIVE DIRECTOR	19
15.3	DIVISION OF DUTIES BETWEEN THE BOARD AND THE EXECUTIVE DIRECTOR	19
15.4	INTERACTION BETWEEN THE BOARD AND THE EXECUTIVE DIRECTOR	19
15.5	REVIEW OF EXECUTIVE DIRECTOR’S PERFORMANCE	20
15.6	ENGAGEMENT AND RECRUITMENT OF EXECUTIVE DIRECTOR	20
16	APPENDIX	21
16.1	BOARD ORGANIZATIONAL CHART 2020	21
16.2	PRESIDENT - TERMS OF REFERENCE	21
16.3	VICE PRESIDENT - TERMS OF REFERENCE	23
16.4	SECRETARY - TERMS OF REFERENCE	23
16.5	BOARD APPOINTED ADVISORS - TERMS OF REFERENCE	24
16.6	BOARD DEVELOPMENT COMMITTEE - TERMS OF REFERENCE	26
16.7	MEMBER CARE COMMITTEE - TERMS OF REFERENCE	27
16.8	GOVERNANCE COMMITTEE - TERMS OF REFERENCE	29
16.9	FINANCE COMMITTEE - TERMS OF REFERENCE	31
16.10	POLICY ADVISORY COMMITTEE - TERMS OF REFERENCE	33
16.11	EXECUTIVE COMMITTEE - TERMS OF REFERENCE	34
16.12	PAST PRESIDENTS COUNCIL (COMMITTEE) – TERMS OF REFERENCE	36



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 Executive Director 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 Executive Director. The Chamber's bylaws and Board Policy Manual constitute the governance framework within which the organization operates.



2.3 Governing Style

The Board will provide leadership and direction for the Chamber alongside the Executive Director. As a higher level, governance focused Board, the intention is for the Board's key concerns to be vision, values and outcomes, rather than short term management and operational matters. The Board delegates the operational decision making and implementation to the Executive Director, subject to compliance with the Employment Contract applicable to the Executive Director, 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 business through clearly stated values and principles. 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 Executive Director in the implementation of their duties.

2.4 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 Executive Director, 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 Executive Director 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.

4 Board of Director Elections

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 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 Board Development Committee will work with the Executive Director (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 Executive Director 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 Executive Director 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
- Westbank First Nation Economic Development Commission
- Kelowna Junior Chamber International (JCI)

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 Executive Director 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 Executive Director 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 Executive Director 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 under this policy. 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 Executive Director 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.



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

In order 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 which will adjust it as needs arise. This skills matrix (identification of experience desired for a well-balanced and diverse 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

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

- Media Relations
- Public Speaking

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 Membership Meetings will be open to all Chamber members and those members will be provided an opportunity to raise questions or make comments throughout the proceedings as allowed by the Chair. The Annual General Meeting will constitute one of the quarterly scheduled Membership Meetings.

11.2.2 Management of Presentations

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

11.2.3 Taking of Minutes

Minutes will be taken at all board meetings, noting all action taken by the Board, by capturing all motions tabled and voted upon. Verbatim minutes of the discussion will not be transcribed. 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.

11.2.4 Quorum

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

11.2.5 Meeting Dates

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

11.2.6 In Camera Portion of Board Meetings

At the request of any Director, the Board may meet on an in-camera basis with the Executive Director participating without the presence of other Chamber staff. Such a request should be made in writing to the President who will solely determine the validity of the request.

The Executive Director 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 Executive Director.

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



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

11.4 Procedure to be Followed

11.4.1 Provision of Agenda

It is the responsibility of the President to approve an agenda that is prepared by the Executive Director (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.

11.4.2 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 Executive Director. Board approval of the agenda will be required at the beginning of each meeting.

11.4.3 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.

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 Executive Director 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 Executive Director 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 Financial Management Requirements

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

13.2 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 Executive Director. The Executive Director will use Chamber members wherever possible.

13.3 Signing Authority

- Any organization-issued payments exceeding \$1,000 must have two signatures: that of the Executive Director and the President (or another officer with designated signing authority).
- Payments below \$1,000 only require one (1) signature or may be paid online.
- The Finance Committee of the Board should ensure staff complete a check list report to be sent on every payment run/online payment to maintain a level of comfort and security for all parties concerned.

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 Executive Director

15.1 Role of the Executive Director

The tasks of implementation and operational policy development, consistent with the policies and procedures determined by the Board, belong to the Executive Director. The Board delegates the authority to the Executive Director 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 Executive Director has authority on all operational decisions within its jurisdiction and authority to delegate to staff is granted through the Executive Director and staff authority and accountability is wholly vested in the Executive Director.



To operate effectively in realizing the directions and guidelines set out by its policies, the Board authorizes the Executive Director 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 Executive Director

Results to be achieved by the Executive Director are set out in the business planning documents approved by the Board as may be amended. The Board is obligated to respect and support the Executive Director'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 Executive Director 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 Executive Director

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

15.4 Interaction between the Board and the Executive Director

Authority over the Executive Director 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 Executive Director, the ED may refuse if in the ED's judgement the request is disruptive or requires staff time or dollars not allocated for these requests. Although the Executive Director may request the advice or perspective 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 Executive Director 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 Executive Director on Chamber related business unless specifically requested to do so by the Board, Executive Committee or the President.

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



15.5 Review of Executive Director's Performance

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

The Board, through the Executive Committee, will conduct a performance review annually of the Executive Director 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 Executive Director 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 Executive Director'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 Executive Director

The Executive Director is the only staff person who is selected by and reports to the Board.

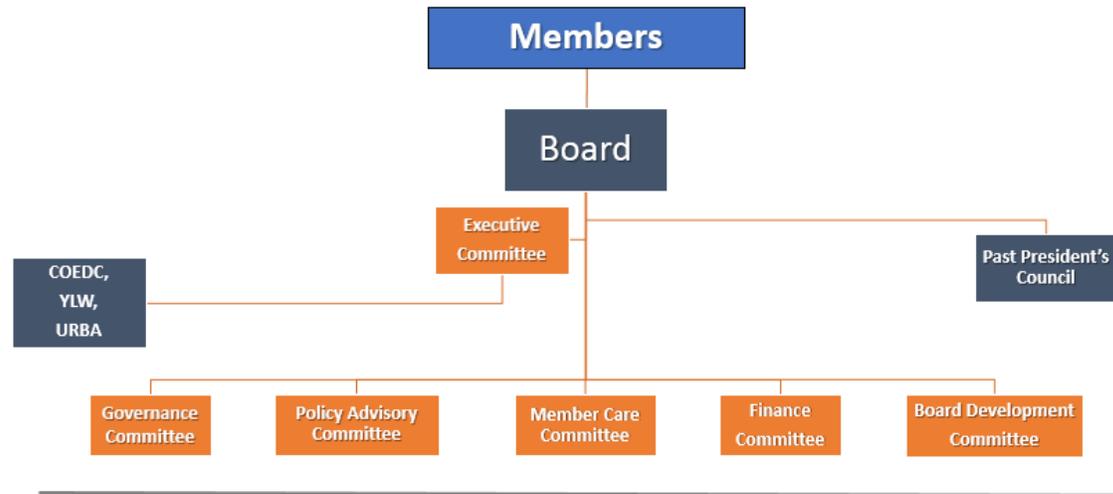
As the Executive Director is the only person to whom the Board delegates the authority to achieve the organizational strategic objectives, it is essential that the Board employ and compensate accordingly an individual in whom they have utmost confidence and trust. Accordingly, the Board will:

- Adhere to fair and equitable employment standards and practices.
- Prior to recruiting a new Executive Director, appoint a task force, to establish the criteria and qualifications and competitive compensation required for someone filling the position of Executive Director 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 Executive Director, 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 2020



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 Executive Director, and report on the outcome of that review to the Board.
 - In concert with the Executive Director provide input and signoff on proposed Board meeting agendas.
 - Assist in the transition to the incoming President with appropriate succession planning and engagement.
 - 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 Executive Director’s monthly expense report
 - 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

- Be a member of the Executive Committee.
- Along with the Past President, lead the Executive Committee's annual performance review of the Executive Director.

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 Executive Director 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 Executive Director 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 of Directors by providing specialist experience, knowledge, insight and contacts. The considerations 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 (e.g. JCI, City of Kelowna, University of British Columbia, Okanagan College, Westbank First Nation, etc.).
- 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 Board Development Committee - Terms of Reference

Purpose

- To ensure the organizational effectiveness of the Board of Directors and professional development of individual Directors.

Composition

- The committee will be composed of a minimum of three (3) representatives from the Board of Directors including the Vice-President, who will serve as the Chair of the Committee along with the President and immediate Past President.
- Additional members 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.
- A majority of committee members will constitute a quorum.
- The Executive Director (and/or designate) will be an ex-officio member/s of the committee.

Duties and Responsibilities

- 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.
- Develop clear goals for the committee to focus on each year.
- Develop and implement an annual workplan that details the timelines and tasks associated with achieving the duties and responsibilities of the committee.



Authority

- The committee derives its authority from the delegation of responsibility by the Board of Directors through the approval of the creation of the Board Development 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 frequency as considered necessary by the committee but should not be less than quarterly.
- Unless otherwise determined by the committee, meetings will be held the last Thursday of the month at the boardroom of the Kelowna Chamber of Commerce.
- Meetings will be held in the Chamber Boardroom unless otherwise scheduled elsewhere by the Chair in consultation with the Executive Director.

Staff Resources

- Staff resources, when reasonably available, will be provided through the Executive Director 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 Executive Director (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 Executive Director 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.
- Unless otherwise determined by the committee, meetings will be held the second Wednesday in January, April, July, & October.
- Meetings will be held in the Chamber Boardroom unless otherwise scheduled elsewhere by the Chair in consultation with the Executive Director

Staff Resources

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

16.8 Governance 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.
- To review and revise the Policy Manual and the bylaws as may be desirable.

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 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 eight (8) members unless otherwise approved by the Board of Directors.
- The Executive Director (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 the strategic priorities assigned to the committee by the Board of Directors.
- Drafting, reviewing and, where warranted, updating the Policy Manual and the bylaws 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 Governance 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.
- Unless otherwise determined by the committee, meetings will be held the second Thursday of each of the following months: March, June, September, & December.
- Meetings will be held in the Chamber Boardroom unless otherwise scheduled elsewhere by the Chair in consultation with the Executive Director.

Staff Resources

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

16.9 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 Executive Director (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.
- Unless otherwise determined by the committee, meetings will be held the third Wednesday of the month.
- Meetings will be held in the Chamber Boardroom unless otherwise scheduled elsewhere by the Chair in consultation with the Executive Director.



Staff Resources

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

16.10 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 Executive Director (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 Executive Director.

Staff Resources

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

16.11 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 six (6) members of the Board of Directors. These comprise the President, the immediate Past President and four Vice-Presidents as elected by the Board of Directors. The President will serve as the Chair of the Committee (the “Chair”).
- The Executive Director (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 Executive Director.
- 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 Executive Director 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 Executive Director 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 Executive Director.

Staff Resources

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

(END)