

BC Business
LEADERSHIP
in action

**BC CHAMBER
OF COMMERCE** 

**BC CHAMBER
OF COMMERCE**

**2015
BOARD OF DIRECTORS
NOMINATION PACKAGE**



February 2, 2015

Dear Member:

The Nomination Committee of the British Columbia Chamber of Commerce, in accordance with our by-laws, is seeking candidates who are in good standing, with established business expertise to join the Chamber's Board of Directors for a (two- year term) of office commencing May 25th, 2015. All BC Chamber members are entitled to vote for these Board representatives. We will be following the same process as last year which ensures that you, our members, are involved in the selection of the BC Chamber Board.

Here are the guidelines for your nominations:

- Nominations will close **5:00pm Thursday, March 26th 2015.**
- The biographies and photos of all candidates who meet the nominations criteria will be posted on the BC Chamber website, only names and affiliations will appear on the ballot
- The Ballot will also include a slate of candidates recommended by the Nominations Committee and endorsed by the BC Chamber Board of Directors. Candidates on the slate are those the Board believes possess the right mix of skills to assist in the delivery of the BC Chamber's strategic plan. Names of recommended candidates will be marked by an asterisk.
- In compliance with our Directors' Code of Ethics– candidates must refrain from offering policy commitments in exchange for votes.
- To ensure elections are equitable, all member Chambers are asked to refrain from block voting or vote trading.
- The BC Chamber will conduct a province- wide paper vote in April.
- Votes will continue to be weighted.
- The names of successful candidates will be announced prior to the AGM (May 24-26th in Prince George).

We are looking forward to receiving your nominations for 2015 and emphasize that the effectiveness of you chamber is directly dependent on the leadership and enthusiasm of the Directors. The Directors provide oversight, ensure good governance, approve and monitor the execution of board policies and working together with the President /CEO, assist in establishing the Chamber's strategic direction. In submitting your nominations, the Nomination Committee urges you to consider the following desirable qualities for a Director.

1. Please see core competencies as attached
2. Strong candidates should possess the majority of the following attributes:
 - Awareness and understanding of the role of the BC Chamber and a desire to support it
 - Sound entrepreneurial skills
 - Awareness of the business and economic climate in British Columbia and the ability to view issues from a province-wide context
 - Ability to understand financial statements, management reports, and risk management practices
 - Experience in serving on a governance board
 - High ethical standards and integrity in professional and personal dealings
 - Community involvement
 - Well developed faculty for critical analysis
 - Ability to work as a team member
 - Experience in strategic planning
 - Executive Experience/Leadership

This year, we are seeking nominations for three (3) Board vacancies.

In accordance with our bylaws, a minimum of one director shall be resident in each of the 7 regions of the province. Subject to possible changes between now and the close of the nominations, all regions except the North East have the required representation.

We are pleased to provide you with this nomination package outlining our expectations of Directors on the Board of the BC Chamber of Commerce, their role and responsibilities. Any member in good standing can nominate another member, provided such names are submitted in the prescribed form.

If you have any questions, please do not hesitate to contact me at jbelsheim@neptuneterminals.com or John Winter (604) 638 -8110, 1- 800- 663- 9655 ext 110 or jwinter@bcchamber.org.

Nominations close at 5:00 pm Thursday, March 26th, 2015.

Yours truly



Jim Belsheim, Chair
Nomination Committee

Immediate Past Chair
BC Chamber of Commerce

**CHAMBER OF COMMERCE
BOARD – CORE COMPETENCIES**

LEADERSHIP	GOVERNANCE
<p><i>Visionary</i></p> <ul style="list-style-type: none"> ➤ The Board demonstrates the ability to create a vision of what will be different for its members and the business community as a result of the work that the Chamber will accomplish over time. ➤ Communicates the vision and values when engaging in activities outside of the organization. ➤ The Board maintains a future-oriented, visionary focus in board discussions. 	<p><i>Set and Respect governance model</i></p> <ul style="list-style-type: none"> ➤ Understands that the purpose of the board is to govern and not to manage the staff or operational functions of the Chamber ➤ Keeps its work focused on providing leadership and direction; setting the parameters within which board, President & CEO are to operate; monitoring organizational performance; and, maintaining a relationship with members and stakeholders. ➤ Regularly reviews and evaluates its performance.
<p><i>Set Direction</i></p> <ul style="list-style-type: none"> ➤ Develops a Mission statement that is the guide to everything the organization does. ➤ The Board is appropriately involved in defining the mission, vision and strategic goals. ➤ Ensures that the vision and goals of the Chamber adequately addresses the needs of its members and the business community. ➤ The Board sets annual priorities in conjunction with the CEO. 	<p><i>Nose in, fingers out</i></p> <ul style="list-style-type: none"> ➤ Monitoring and evaluating organizational performance.
<p><i>Mentors and supports the Board and management</i></p> <ul style="list-style-type: none"> ➤ Leads by personal example – teaching/encouraging trust and working together and providing the support, encouragement and resources for successful achievement of organization goals. 	<p><i>Identify and remove obstacle to success</i></p> <ul style="list-style-type: none"> ➤ Identify and assess risks to the Chamber objectives. ➤ Safeguard organization’s assets & reputation. ➤ Uses its knowledge, resources, experience and contacts to help minimize or remove barriers to the Chamber’s effectiveness and success.

LEADERSHIP	GOVERNANCE
<p><i>Business Acumen</i></p> <ul style="list-style-type: none"> ➤ Possesses and utilizes analytical and decision making skills to both enhance and protect the interests of the Chamber. ➤ Understands the financial requirements of the Chamber. ➤ Understands what is required for the Chamber to successfully achieve its goals and utilizes this knowledge in recruiting and employing the CEO. 	<p><i>Respect staff and understand your role on the board</i></p> <ul style="list-style-type: none"> ➤ The Board has a clear description of board roles and responsibilities ➤ The Board adheres to its roles and responsibilities. ➤ The Board acts in the best interests of the Chamber. ➤ Limits itself to governing the organization.
<p><i>High Ethical Standards</i></p> <ul style="list-style-type: none"> ➤ The Board has a Code of Conduct or set of Ethical Standards that is given to all board members. ➤ The Board has established and uses a mechanism for monitoring and evaluating the Board and individual board member performance with respect to its Code of Conduct or Ethical Standards. ➤ The Board’s Code of Conduct or Ethical Standards are communicated to members and other stakeholders. ➤ Upholds the Board’s Code of Conduct or Ethical Standards when engaging in the activities within and outside the Chamber. 	
<p><i>Champion Chamber and business community</i></p> <ul style="list-style-type: none"> ➤ Advocates on behalf of its members and the business community on issues affecting them. 	

COMMUNICATION	MEMBERSHIP
<p data-bbox="142 269 457 302"><i>Conflict/negotiating skills</i></p> <ul style="list-style-type: none"> <li data-bbox="155 334 1029 399">➤ Employs problem-solving skills that bring about resolutions acceptable to all parties involved. <li data-bbox="155 402 590 435">➤ Works toward win/win situations. 	<p data-bbox="1058 269 1331 302"><i>Advocate for members</i></p> <ul style="list-style-type: none"> <li data-bbox="1071 367 1887 399">➤ Keeps abreast of member issues, needs, interests and expectations.
<p data-bbox="142 508 426 540"><i>Public speaking/Media</i></p> <ul style="list-style-type: none"> <li data-bbox="155 573 940 638">➤ The Board speaks through the person it designates as its official spokesperson - the Chair. 	<p data-bbox="1058 508 1310 540"><i>Accessible/dedicated</i></p> <ul style="list-style-type: none"> <li data-bbox="1071 573 1877 638">➤ Board members commit to the time required to fulfill the Board's purposes, roles and responsibilities. <li data-bbox="1071 641 1950 738">➤ Board members come to the meetings having done the preparatory work necessary for effective and meaningful discussion of issues on the agenda. <li data-bbox="1071 742 1934 807">➤ Board members are accessible to the CEO and to each other to discuss Chamber business.
	<p data-bbox="1058 810 1199 842"><i>Responsive</i></p> <ul style="list-style-type: none"> <li data-bbox="1071 875 1908 940">➤ Recognizes changing stakeholder needs and proactively implements changes in the organization that will support those needs. <li data-bbox="1071 943 1283 976">➤ Approachable. <li data-bbox="1071 979 1692 1011">➤ Responds to queries/concerns in a timely manner.

COMMUNICATION	MEMBERSHIP
	<p data-bbox="1058 269 1724 302"><i>Respected representative of the business community</i></p> <ul data-bbox="1058 337 1919 467" style="list-style-type: none"> <li data-bbox="1058 337 1919 402">➤ Chamber members and others in the business community respect and value the work of the board <li data-bbox="1058 402 1919 467">➤ Chamber board is seen by the business community as acting to serve the best interests of the business community
	<p data-bbox="1058 506 1247 539"><i>Member driven</i></p> <ul data-bbox="1058 574 1919 769" style="list-style-type: none"> <li data-bbox="1058 574 1919 639">➤ Consistently exceed member expectations by anticipating needs and proactively making recommendations. <li data-bbox="1058 639 1919 704">➤ Actively seeks feedback from members to identify ways to continuously improve member service. <li data-bbox="1058 704 1919 769">➤ Establishes and nurtures collaborative, highly effective relationships and level of trust with members.



Nominee Information

January, 2015

Dear Nominee:

Thank you for your interest in standing for election in the British Columbia Chamber of Commerce's 2015-2017 Board of Directors election. This information package outlines the duties and responsibilities of a Director and contains the following:

1. Nominee Guidelines
2. Nomination Form
3. Nominee's Resume
4. Nominee's Experience
5. Director's Code of Conduct
6. Nominee's Declaration
7. Board of Directors Governance Process Policies
 - a. Terms of Reference – Board
 - b. Terms of Reference – Directors
8. Fellows Nomination Information

Please read all package documentation before preparing your Nomination.

When you submit your nomination, you are requested to include the following items:

1. The Nomination/Résumé Forms - Please note that the nominee and the nominators must be members in good standing (see Nomination Form and Nominee Guidelines for definition). The nominee must have been a member for one full year prior to January 1st of the year in which the election is held.

2. Nominee's Experience Form

3. The Board Code of Conduct Form

4. Biography - not more than 150 words, setting forth the nominee's biographical information, occupation, experience and qualifications. (Written in the first person narrative.)

5. Policy Statement – not more than 150 words, setting forth what the nominee's person and business ethics represent and what they plan to do for the BC Chamber of Commerce and its members (written in the first person).

Nominees should be aware that this information will assist the Nomination Committee in their decision making process.

6. Photograph – colour and high resolution head and shoulders shot, not smaller than a passport photo

7. A signed Declaration Form.

Please address your nomination to the Nomination Committee. Your complete nomination must be received at the office of the:

British Columbia Chamber of Commerce
Suite #1201 – 750 West Pender Street
Vancouver, BC, V6C 2T8

by 5:00 pm on Thursday March 26th, 2015. Late nominations will not be accepted.

If at all possible, we would appreciate receiving your biography by e-mail as an attachment in MS Word compatible format to lclimenhaga@bcchamber.org.

The Committee will review all supporting materials submitted. All candidates will be notified by the end of April. The successful candidates should plan to attend the Annual General Meeting and Conference, May 24-26th, 2015 in Prince George.

If you have any questions, our Nomination Committee will be pleased to assist you. Please feel free to contact Chair Jim Belsheim at jbelsheim@neptuneterminals.com.

Yours truly,
BRITISH COLUMBIA CHAMBER OF COMMERCE



Jim Belsheim, Chair
Nomination Committee

Immediate Past Chair
BC Chamber of Commerce



Nominee Guidelines

The BC Chamber of Commerce determines through its by-laws the method and the manner in which candidates are elected to the Board of Directors.

Non-compliance of the following guidelines may result in a candidate's disqualification, if the Nomination Committee so determines. All candidates will be asked to sign a declaration letter to adhere to these guidelines.

1. Eligibility – Article 11.8 Membership Mandatory

All Directors must also be a Corporate Member, Fellow or Governor or a representative of a Corporate Member or Member Chamber or they or their business must be a member in good standing of a Member Chamber. If there is no Member Chamber in the community in which such Director or his or her business carries on business or if the Local Chamber in such place is not a Member Chamber, this section shall not apply to such Director. This section does not apply to the President.

2. Nomination/Résumé Form, Nominee Experience, Bio, Policy Statement and Declaration Form - Must be completed and returned on time to the Nomination Committee as part of the nominee package.

3. Introduction of Candidates at the Annual General Meeting - Each candidate shall submit to the Nomination Committee for introduction to members the following:
Biography - not more than 150 words, setting forth the nominee's biographical information, occupation, experience and qualifications (written in the first person).
Policy Statement - not more than 150 words, setting forth what the nominee's personal and business ethics represent and what they plan to do for the BC Chamber of Commerce and its members (written in the first person).

4. Photo – Colour head and shoulders shot, not smaller than a passport photo with a minimum resolution of 1280 x 960 pixels (1 MP camera or setting).

5. Results - The Board will be introduced at the Annual General Meeting in May each year.

6. Disputes - Disputes regarding interpretation, application or alleged violation of these guidelines shall be dealt with by the Nominations Committee. The Nominations Committee shall be charged with the conduct of the election of those persons to be elected as per the bylaws of the BC Chamber of Commerce. No new nominations will be allowed from the floor at the Annual General Meeting & Conference.

7. Non-adherence to the Guidelines – Non-adherence to these Nomination Guidelines will result in a candidate’s disqualification. Candidates are reminded that the Nominee’s Declaration signed by each candidate acknowledges that they have read and will abide by the Guidelines and Code of Conduct.



Nomination Form: Director

Nominations are requested from Member Chambers, Corporate Members, Governors and Fellows for the position of Director on the Board of the BC Chamber of Commerce. Every person nominated for Director must be a Member in good standing, or a Member in good standing of a Member (Member means, for this purpose a Corporate Member, a community Chamber/Board which itself is a Member of the British Columbia Chamber of Commerce, a Governor or a Fellow).

There are three (3) unallocated Director Positions on the Board of Directors for the 2015-2017 term. The term of office of a Director is two years, in staggered terms. The Nomination Committee will be presenting a slate of Directors for election at the Annual General Meeting. A copy of the by-laws is on the web site, www.bcchamber.org.

Completed Nomination Packages need to be returned to the BC Chamber by March 26th, 2015.

RETURN TO: **Jim Belsheim, IMMEDIATE PAST CHAIR**
Nomination Committee
British Columbia Chamber of Commerce
Suite 1201 – 750 West Pender Street
Vancouver, BC V6C 2T8
Fax: 604-683-0416

The undersigned nominator, a Member in good standing of the British Columbia Chamber of Commerce, hereby nominates the person named below for Director of the BC Chamber of Commerce.

Name of Nominee: _____

Title/Occupation: _____

Company : _____

Address: _____ **Postal Code** _____

Phone: (Business) _____ **Fax:** _____ **E-Mail** _____

*** Please attach biography of Nominee.**

The nominee has consented to stand as a Director, as indicated by the signatures below.

"I have read, fully understand and agree to abide by the By-Laws outlining the duties and responsibilities of the position and permit my name to stand for the position of Director."

NOMINEE: _____

NOMINATOR: _____

NAME OF CHAMBER/BUSINESS _____

(Signing Authority of Member)



Nomination Résumé

Employment history (*please print your two most recent positions held; listing from most recent*)

1. _____

2. _____

Employer Name

Address

Telephone no.

General information (if you need more space for any of the questions below, please use another sheet of paper)

To which organization(s) do you volunteer (if any)?

List all boards which you are currently serving on:

It is the policy of the BC Chamber of Commerce to accept applications without regard to the nominee's age, sex, marital status, colour, race, religion, creed, nationality, ancestry, national or ethnic origin, disability, sexual orientation, membership in any lawful organization, or previous conviction or an offence for which a pardon has been granted in accordance with our by-laws. Elected officials are not able to sit as a Director.

Certification

I, the undersigned, hereby certify that the foregoing statements are true, correct and complete to the best of my knowledge, information and belief and hereby undertake to notify the BC Chamber of Commerce immediately in writing of any change therein.

I acknowledge and agree that the information contained in the nomination form, resume and experience forms will be used for the purposes described above.

I understand that the BC Chamber of Commerce may request additional information from me.

I am able to devote a minimum of 10 to 15 hours per month to BC Chamber of Commerce business.

signature

date signed (YYYY/MM/DD)



Nominee's Experience

Information on this form will be published.

Name: _____

List 3 words that your nominators would use to describe you _____

Please provide your personal information in the following areas:

Education/Professional designations

Governance experience/Participation on other Boards

Professional experience/Work history (choose up to 4 which highlight competencies you feel would benefit the Board table)

Specialized expertise

Community involvement



DIRECTOR'S CODE OF CONDUCT

1. Directors must represent the interests of the BC Chamber of Commerce ("BCCC") at ALL times.
2. Directors shall maintain the confidentiality of the details and the dynamics of any and all Board discussion and communication.
3. Directors shall not speak publicly against, or in any way undermine board solidarity once a Board decision has been made.
4. Directors are expected to attend all Board meetings. Directors shall be prepared to commit sufficient time and energy to attend BCCC business.
5. Directors shall avoid, in fact and perception, conflicts of interest and shall disclose to the Board, in an immediate manner, any possible conflicts.
6. Directors' contributions to discussions and decision-making shall be positive and constructive.
7. Directors' interactions in meetings and communications shall be courteous, respectful and free of animosity.
8. Directors shall adhere to the BCCC bylaws and governance policies.
9. Directors shall be prepared for meetings, having read pre-circulated material in advance of meetings.
10. Directors shall participate in the BCCC in ways and means other than attending Board meetings.
11. The President/CEO is responsible to the entire Board. Consequently, no single Director or committee has authority over the CEO.
12. Recognize that only the Chair of the Board and the President & CEO, or their designate, shall be the spokespersons for the Chamber.
13. Directors shall not attempt to exercise individual authority or undue influence over the BCCC or use this influence for any purpose than furthering the BCCC causes.
14. Directors are expected to develop an understanding of the scope, mandate, by laws, constitution, and policies of the Chamber, the needs of the members it serves, and the Board's policy governance approach.

I hereby consent to act as a Director of the British Columbia Chamber of Commerce and agree to abide by the foregoing terms.

Director's Signature

Date

Please print name



Nominee's Declaration

I declare that I have been nominated as a candidate for election as a Director of the British Columbia Chamber of Commerce and that I am prepared to stand for election. I have read the Nomination Package of the BC Chamber of Commerce and to the best of my knowledge, information and belief, I am qualified to be a candidate for election and, if elected, to serve as a Director of the BC Chamber of Commerce. If elected I will undertake to act honestly and in good faith and in the best interest of the Chamber of Commerce.

I declare that I have read the Code of Conduct, Nominee Guidelines, Terms of Reference and Core Competencies in the Nomination Package.

I hereby affirm that I am a member in good standing of a Chamber of Commerce in British Columbia and that I consent to let my name stand for nomination to the Board of Directors of the British Columbia Chamber of Commerce.

Duly signed at _____, BC

Dated: _____, 2015

Candidate's Signature

*TERMS
OF
REFERENCE
FOR
THE
BOARD
OF
DIRECTORS*

TERMS OF REFERENCE FOR THE BC CHAMBER OF COMMERCE BOARD OF DIRECTORS

1. PURPOSE

The purpose of a Board is to govern. A basic principle of Leadership Focused Governance is that the ultimate responsibility for making governance policy and for deciding what the organization is going to accomplish (ie. Strategic Plan) belongs to the Board. Consequently, it is the Board as a whole, and not individual directors, staff or volunteers that set direction and set policy.

The Board works with the President/CEO in shaping direction and governance policy.

Governing is made up of six key elements:

- 1. Guidance/Direction**
- 2. Standards of Organizational Conduct**
- 3. Providing oversight and monitoring of all organizational performance**
- 4. Protecting the best interests of the organization**
- 5. Ensuring the financial sustainability of the organization**
- 6. Knowledge of Stakeholder expectations, needs, concerns, interests and wants**

1.1. A primary responsibility of the Board of directors (the "Board") is to foster the long-term success of the Chamber consistent with the Board's responsibilities to the membership it serves.

1.2. The Board has the responsibility to oversee the conduct of the business of the Chamber and to guide and direct the President/CEO, which is responsible for the day-to-day conduct of business. In performing its functions, the Board also considers the legitimate interests which others such as members, employees, business organizations have in the Chamber. In supervising the conduct of the business, the Board will set the standards of conduct for the Chamber and ensure the safety of its operations.

2. PROCEDURES AND ORGANIZATION

2.1. The Board operates by delegating to the President/CEO certain of its authorities, including spending authorizations, and by reserving certain powers to itself.

2.2. The Board retains the responsibility for managing its own affairs including:

- 2.2.1. selecting the Chair and Vice-Chair;
- 2.2.2. nominating candidates for election to the Board;

2.2.3. providing guidance to the Nominating Committee regarding the criteria they should consider in making their recommendations to the Board;

2.2.4. constituting committees of the Board;

2.2.5. Board of Director evaluation.

2.3. Subject to the By-laws of the Chamber the Board may constitute, seek the advice of, and, delegate duties and responsibilities to committees of the Board.

3. DUTIES AND RESPONSIBILITIES

Selection of President/CEO

3.1. The Board has the responsibility:

3.1.1. to appoint and replace the President/CEO; to monitor and evaluate their performance; to approve the President/CEO's compensation and to provide advice and counsel to the President/CEO in the execution of the President/CEO's duties;

3.1.2. to ensure that plans are made for President/CEO succession and development.

Monitoring and Acting

3.2. The Board has the responsibility:

3.2.1. to monitor the Chamber's progress towards its goals, and to revise and alter its direction through the President/CEO in light of changing circumstances, ensuring that the annual Budget incorporates the long term financial model and the concomitant long term capital plan, control and President/CEO information systems.

3.2.2. to approve the budget and any expenditures that deviate materially from the approved budget.

3.2.3. to identify the principle risks of the Chamber's business and take all reasonable steps to ensure the implementation of appropriate systems to manage these risks; and

3.2.4. to direct the President/CEO to ensure that systems are in place for maintaining the integrity of and implementing the Chamber's internal financial control and President/CEO information systems.

Strategy Determination

3.3. The Board has the responsibility:

3.3.1. to review, with the President/CEO, the mission of the Chamber, its objectives and goals, and the strategies by which it proposes to reach those goals; and,

3.3.2. to review progress in achieving the goals established in the strategic Plan.

Policies and Procedures

3.4. The Board has the responsibility:

3.4.1. to develop, approve and monitor compliance with all major policies which govern the Chamber's operations; and

3.4.2. to direct the President/CEO to implement systems designed to ensure that the Chamber operates at all times within applicable laws and regulations, and to the highest ethical and moral standards.

Compliance Reporting and Corporate Communications

3.5. The Board has the responsibility:

3.5.1. to ensure that the financial results are reported fairly and in accordance with generally accepted accounting principles;

3.5.2. to ensure timely reporting of any other developments that have a significant and material effect on the performance of the Chamber and as required under the terms of reference of the Chamber's Constitution and Bylaws.

3.5.4. to report annually to its members on the Board's stewardship for the preceding year; and

3.5.5. to ensure that the Chamber has in place a policy to enable the Chamber to communicate effectively with its members and the business communities it serves.

4. GENERAL LEGAL OBLIGATIONS OF THE BOARD OF DIRECTORS

4.1. The Chamber is incorporated under the BC Society Act.

4.2. Directors are under a fiduciary' duty to the Chamber to carry out the duties of their office:

4.4.1. honestly and in good faith;

4.4.2. in the best interests of the Chamber; and,

4.4.3. with the care, diligence, and skill of a reasonably prudent person.

4.3. Directors have specific statutory duties and obligations under employment, environmental, and financial reporting law as well as under the withholding provisions of taxation law.

*Terms
Of
Reference
For
Directors*

TERMS OF REFERENCE FOR A DIRECTOR

1. GOALS AND OBJECTIVES

As a member of the Board, each director will:

- 1.1 fulfill the legal requirements and obligations of a director, which includes a comprehensive understanding of the statutory and fiduciary roles;
- 1.2 consider the interests of the communities the Chamber serves, ensuring that the best interests of the Chamber are paramount;
- 1.3 participate in the review and approval of Chamber policies and strategy and in monitoring their implementation.

2. DUTIES AND RESPONSIBILITIES

Board Activity

As a member of the Board, each director will:

- 2.1 exercise good judgment and act with integrity;
- 2.2 use his or her ability, experience and influence constructively;
- 2.3 be available as a resource to the President/CEO and the Board;
- 2.4 respect confidentiality;
- 2.5 advise the Chair before introducing significant and previously unknown information at a Board meeting so that the Chair can ensure the Board is equipped with whatever is required for a well informed discussion of the new matter. Any director may propose items for placement on any part of the Board agenda by putting them forward to the Chair directly, or, through the President/CEO;
- 2.6 understand the difference between governing and managing, and not encroach on President/CEO's area of responsibility;
- 2.7 Act within the scope of authority and responsibility as set out in board policy;
- 2.8 identify potential conflict areas - real or perceived - and ensure that they are appropriately reviewed;
- 2.9 as necessary and appropriate communicate with the Chair and with the President/CEO

- between meetings;
- 2.10 demonstrate a willingness and availability for individual consultation with the Chair; and,
- 2.11 To enhance the effectiveness of Board and committee meetings, each director will:
- 2.11.1 prepare for each Board and committee meeting by reading the reports and background materials provided for the meeting;
 - 2.11.2 maintain an excellent Board and committee meeting attendance record;
 - 2.11.3 reserve and commit to the time established for Board meetings (The target is 100% attendance. Anything less than 80%, without extenuating circumstances, would create considerable concern for the Board) ; and,
 - 2.11.4 acquire adequate information necessary for decision-making;
- 2.12 while a Director may be fulfilling the requirement in the By-laws to have presentation from each of the seven regions, when they are sitting at the Board table they are representing the province as a whole and not the region they live in.

Communication

Communication within the Board is fundamental to effectiveness and therefore each director will:

- 2.13 participate fully and frankly in the deliberations and discussions of the Board;
- 2.14 encourage free and open discussion of the affairs of the Chamber by the Board;
- 2.15 ask probing questions, in an appropriate manner and at proper times; and,
- 2.16 focus enquiries on issues related to strategy, policy, implementation and results rather than issues relating to the day-to-day management of the Chamber.
- 2.17 Recognizing that the cohesiveness of the Board is an important element in its effectiveness, each director will:
- 2.17.1 be a positive force with a demonstrated interest in the long-term success of the Chamber; and,
 - 2.17.2 speak and act independently.

Board Interaction

2.18 As a member of the Board, each director should establish an effective, independent and respected presence and a collegial relationship with other directors, through conduct that includes:

2.18.1 Participation in deliberations of the Board in a manner that encourages the candid expression of each director's opinion;

2.18.2 Avoiding any conduct or language that would reasonably be seen as intending to block the full expression of another director's views; and,

2.18.3 Supporting and abiding by Board resolutions.

2.19 Each Director has the right to request that the Board Minutes record his or her own negative vote or abstention, however, it is inconsistent with a director's role as a Board member to fail to support a decision of the Board by conduct or language observable by persons other than sitting Directors.

2.20 The appropriate course of action, if a director remains strongly of the view that a decision made by the Board is against the best interests of the Chamber, would be for that Director to request that the Board review that decision, and by majority vote the Board may accept or decline that request. In considering such a request, the Board may consider whether substantial new information has come to light since the decision was first made and whether the decision will be reviewed within the ordinary course of business of the Chamber, such as within the annual reviews set out in the board's governance policies and practices.

2.21 If the Board does not alter its decision or address that director's concerns, it is understood that in the absence of being able to support the decision, that director may choose to resign from the Board.

Committee Work

In order to assist Board committees in being effective and productive each director will:

2.22 participate on committees and become knowledgeable about the purpose and goals of the committee; and,

2.23 understand the process of committee work, and the role of President/CEO and staff should they be involved in supporting the committee.

Business, Chamber and Member Knowledge

Recognizing that decisions can only be made by well-informed directors, each director will:

2.24 become generally knowledgeable of the business of the Chamber and its members;

- 2.25 develop an understanding of the unique role of the Chamber within the province;
- 2.26 maintain an understanding of the regulatory, legislative, business, social and political environments within which the Chamber operates;
- 2.27 remain knowledgeable about the Chamber's people, programs, services and initiatives; and,
- 2.28 be an effective ambassador and representative of the Chamber.



Nomination Form: Fellows

Pursuant to Article 16 of the By-Laws of the British Columbia Chamber of Commerce, Member Chambers or Corporate Members may nominate past and present members of the local Chambers/Boards who have rendered exemplary and outstanding past or present service to the chamber of commerce movement in British Columbia and in particular to the B.C. Chamber, and who the Member Chambers or Corporate Members consider to be worthy of being appointed and honoured by the designation, as a “Fellow of the British Columbia Chamber of Commerce”.

All completed nomination forms **must** be returned to the British Columbia Chamber of Commerce by March 26th, 2015.

RETURN TO: **JOHN WINTER, PRESIDENT**
British Columbia Chamber of Commerce
Suite 1201 – 750 West Pender Street
Vancouver, BC V6C 2T8
Fax: 604-683-0416

We, the _____ Chamber of Commerce/Board of Trade/Corporate Member, wish to nominate the following past or present member who, by exemplary and outstanding past or present services rendered to the chamber of commerce movement in British Columbia and in particular to the B.C. Chamber, is deemed to be worthy of receiving recognition as a:

FELLOW OF THE BRITISH COLUMBIA CHAMBER OF COMMERCE

NAME: _____

ADDRESS: _____

Postal Code _____

PHONE # _____ **FAX:** _____

E-MAIL: _____

OUTSTANDING CONTRIBUTIONS:

Please attach a biography which includes positions held and (if possible) a photograph.

ARTICLE 1

FELLOWS

1.1 Purpose and Creation

In order to recognize those individuals who have given exemplary and outstanding service to the chamber of commerce movement in British Columbia, whether to the Chamber, Member Chambers or other Members, and in order to make available to the Board the experience and expertise of those individuals there shall be a special category of Members known as “Fellows”. For greater certainty, service as Chair of the Chamber shall not in and of itself be deemed to be exemplary and outstanding service to the chamber of commerce movement in British Columbia.

1.2 Request for Nominations

The Board may each year request, at least ninety (90) days before the AGM, that the Member Chambers or Corporate Members submit the names of past and present members of the Local Chambers who have rendered exemplary and outstanding past or present service to the chamber of commerce movement in British Columbia and in particular to the Chamber, and who the Member Chambers consider to be worthy of being appointed, and honoured by the designation, as a “Fellow of the British Columbia Chamber of Commerce”.

1.3 Nominations

Names of nominees shall be forwarded to the President, for delivery to the Nominating Committee, at least sixty (60) days prior to the AGM.

1.4 Selection

The Nomination Committee shall recommend to the Board those nominees who it considers should be honoured by the appointment as Fellows. The Board shall determine those nominees who will be honoured and appointed as Fellows.

1.5 Appointment and Term

The Board will announce the appointments of new Fellows at the AGM. Fellows shall be appointed, effective from the announcement at the AGM, for life or until he or she otherwise resigns or is terminated pursuant to those By-Laws.

1.6 Maximum Number of Appointments in any One Year

No more than two (2) Fellows may be appointed in any one year.

1.7 Benefit and Rights, No Dues