

GUIDING PRINCIPLES FOR BOARDS



PROVIDE HIGH LEVEL GUIDANCE & DIRECTION



ESTABLISH STANDARDS OF ORGANIZATIONAL CONDUCT



PROVIDE OVERSIGHT AND MONITORING



PROTECT THE INTERESTS OF THE ORGANIZATION



ENSURE FINANCIAL HEALTH AND VIABILITY



CONSIDER YOUR STAKEHOLDERS

Elkford Chamber of Commerce



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Elkford Chamber of Commerce



Elkford Chamber

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Purpose of the Handbook

The information that follows in this handbook is designed to help orient you to your new responsibilities as a Chamber of Commerce Director. As a Director, you are assuming responsibility for the functioning of the Chamber Board of Directors and the efficient and effective operation of the organization.

This handbook serves as advice, knowledge and reference for your future on the Board. Board Roles, Responsibilities and Succession Planning is discussed to help you gain a better sense of your role in leading the organization's operations. Leading does not necessarily mean managing. The Board of Directors roles and the role of the Chamber's Executive Director are completely different. This distinction is important since you are not expected to actually oversee the day-to-day operations of the organization, but are responsible for assuring that the Chamber is operating at it's best capabilities.

What is the Elkford Chamber of Commerce?

The Chamber of Commerce is a board of trade established to build community through connects, events and economic prosperity. The Chamber shall be inclusive to seek new members as well engage with current members to be the premier networking organization for business. The Chamber shall abide by professionalism and integrity in the delivery of valued services and benefits to members and will help to collaborate, educate and advocate to empower successful business. The Chamber shall promote good government and sound legislation at all levels of government.

Vision: A vibrant business community

Mission: Building community through connections, events and economic prosperity

Goals: As a successful and sustainable Chamber, our business community recognizes us as:

- a strong advocate;
- a valuable support system;
- an effective networking provider;
- an active promoter of local business.

Guiding Principles:

We are:

- non-sectarian and non-partisan;
- transparent and accountable;
- welcoming and helpful;
- proactive;
- professional; and
- positive.

The key foundations for an effective chamber of commerce are:

- a sound organizational structure;
- a meaningful program;
- responsible leadership; and
- a sound financial basis.

The Chamber is not a social club, a charity or the District. The Elkford Chamber of Commerce is the vehicle through which the businesses and community's needs are met.



What is the Elkford Chamber of Commerce Continued

Your chamber is a voluntary federation of business and professional people working together to build a healthy economy and to improve the quality of life in your community; known as Board of Directors.

Chamber members are businesses, organizations and individuals concerned with the socioeconomic climate of your community. They have joined together because they know they stand a better chance of getting things done when they speak as one voice.

As it works to improve your community's economy and quality of life, your chamber keeps these broad objectives in mind:

- to help business prosper and grow
- to increase job opportunities
- to encourage an orderly expansion and development of all segments of the community
- to contribute to the overall economic stability of the community

The Elkford Chamber provides the means through which businesses can work together to the benefit of all.

Qualifications

The Board of Directors is the policy body of the Elkford Chamber of Commerce. Its members represent a cross-section of the business and professional leadership in the community.

Other qualifications include:

- A willingness to make time and effort necessary to give the proper attention to Chamber responsibilities.
- A business and work experience that will assist in the exercise of sound judgment in considering problems of the Chamber as they relate to the overall program of economic development.
- The ability to inspire others in responding to worthwhile initiatives sponsored by the Chamber.
- The ability to work constructively and harmoniously with directors, members and staff of the Chamber in accordance with direction established by the Board of Directors.
- A demonstrated ability for leadership in community service.

Board of Director Meetings:

Each meeting should be outlined in an agenda. The agenda will include the date, starting time and place of the meeting and a listing of discussions to be covered during the meeting. The printed agenda is e-mailed to each board member a week prior to the meeting. A typed copy of the minutes from the last meeting and the financial report is also included in this mailing. Any written materials that relate to matters in the agenda will also be included.

The meetings are to be conducted by the President of the Board of Directors. In his/her absence, the Vice-President should preside. To make the meeting orderly, the Board will follow Robert's Rules of Order for conducting regular business. The rules of order adopted by the board should include means for:

- a. convening the meeting;
- b. conducting orderly discussions on matters;
- c. making and passing motions; and
- d. receiving reports from operating committees, the Executive Director or others whom the board has decided to hear.



Board of Directors Meetings Continued:

- e. Discussions on the business of the board occurring during the meeting, should be to the point and individual comments should be kept as brief as possible.
- f. You should come to each meeting well prepared, having read all relevant materials.
- g. You should take an active and productive role in discussions.
- h. Make motions when you feel they are appropriate.
- i. Do not feel any reluctance to voice disagreement or agreement on a matter that is before the board. Your opinion might be the one that moves to make the best decision on the issue.

The schedule of Board meetings is set by the Board of Directors. Prior notification will be made if there are any changes. Please plan your calendar accordingly. If you cannot attend the board meeting, please notify the chamber office with your reason to be excused. Each board member has a responsibility to assure that the meetings are well planned and well run.

Board of Directors Information from Bylaws

(This is a quick reference, please read the full bylaw for more information)

- a. Directors at the time of election must be, and continue to be, members in good standing or representatives of members in good standing.
- b. Directors must sign a document each year of their term stating that they agree to abide by the Elkford Chamber's Code of Ethics.
- c. When a President and Vice President complete their term of office, they automatically assume the role of immediate past President from President position and immediate past Vice President from the Vice President position for the following year, and serve as members of the Nominating Committee.
- d. Any officer who is absent from (3) three consecutive meetings and has provided no reason for the absence prior to the meetings shall be deemed to have resigned from their position. Officers are required to provide seventy-two (72) hours notice of a known absence from a Board meeting to the Board and Staff.
- e. Every Director, Officer, and Committee member and his/her heirs, estate trustee or administrator are indemnified and saved harmless out of the assets of the Chamber against all costs and damages whatsoever which he or she incurs in any action or proceeding as a result of any act or failure to act, or permitted by him or her in the execution of Chamber duties, except where such costs or damages are the result of his or her own wilful act, default or dishonesty outside the actual authority of the Chamber. Nothing in these Bylaws limits the right of any person to claim indemnity apart from the provisions of these Bylaws.
- f. The Elkford Chamber shall have Director Liability insurance at all times.

Board of Directors

Terms of Reference

Updated: April 2021



Mandate:

To fulfill the legal requirements and obligations of a director and to govern the Elkford Chamber of Commerce according to bylaws and policy

Structure:

- Executive Officers included in succession plan – President; Vice President; Past President (ex officio, non-voting)
- Executive Officers not included in succession plan – Treasurer and Secretary (voting)
- Minimum 6 to maximum 10 Directors (voting)

Appointment and Duration:

- Directors must be members of the Elkford Chamber of Commerce
- Directors are elected for a 2-year term by the membership at the annual general meeting
- Directors may succeed their term for more terms with no maximum of years, unless there are extenuating circumstances
- The board executive is elected for a 2 year term annually by the board

Refer to bylaws for additional clarification

Reporting:

The board of directors reports to the membership at the annual general meeting

Board Responsibilities:

- Set the strategic plan
- Monitor and approve the financial statements
- Approve the annual budget
- Review bylaws annually, ensuring any amendments follow the Act under which the Elkford Chamber of Commerce is filed
- Set board policy and review on an annual basis, ensuring they reflect governance best practices
- Monitor the Executive Directors compliance to policies
- Monitor the Executive Directors achievement of the board's strategic goals
- Conduct the Executive Directors annual performance review and salary review



Director Responsibilities

- Commitment to the work of the Elkford Chamber of Commerce
- Attend board governance training and have a working knowledge and skill in one or more areas of board governance
- Participate on at least one committee or task force per year
- Attend board meetings and committee meetings
- Participate in board and director evaluations
- Participate in strategic planning sessions
- Attend the annual general meeting
- Attend the Business Walks and the Business Awards
- Be informed of the services provided by the Elkford Chamber of Commerce and publicly support them
- Be aware of and abstain from any conflict of interest
- Prepare for and participate in the discussions and deliberations of the board

Refer to board policy manual for further information

Meeting Dates:

- 9:30am on the second Wednesday of the following months:
 - January
 - February
 - March
 - April
 - May
 - June
 - July (**This meeting may be cancelled depending on Board Vote each calendar year**)
 - August (**This meeting may be cancelled depending on Board Vote each calendar year**)
 - September
 - October
 - November
 - December

If the meeting date falls on a holiday, an alternate date will be set



DIRECTOR'S CODE OF CONDUCT

1. Directors must consider the interests of the Elkford Chamber of Commerce at ALL times, understanding that any communications, including through social media and conversation, are perceived reflections on the Elkford Chamber of Commerce.
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 and participate on a minimum of one committee each year. Directors shall be prepared to commit sufficient time and energy to attend to Elkford Chamber of Commerce 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 Elkford Chamber of Commerce 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 Elkford Chamber of Commerce in ways and means other than attending board meetings.
11. The Executive Director is responsible to the entire board. Consequently, no single director or committee has authority over the Executive Director.
12. Directors have no authority over other Elkford Chamber of Commerce staff and must, as an entire board, direct any operational inquires to the Executive Director.
13. Directors recognize that only the President of the board and the Executive Director, or their designate, shall be the spokespersons for the Elkford Chamber of Commerce.
14. Directors shall not attempt to exercise individual authority or undue influence over the Elkford Chamber of Commerce or use this influence for any purpose than furthering the Elkford Chamber of Commerce causes.
15. Directors are expected to develop an understanding of the scope, mandate, bylaws, constitution and policies of the Elkford Chamber of Commerce the needs of the members it serves, and the board's policy governance approach.

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

Director's Signature

Date

Print name

Board of Directors

Example Roles, Responsibilities & Succession Plan



Board of Directors

Participation in each training session and committee prepares directors for their next step within the board.

Director (also includes Executive Officers)

- Attends director orientation session
- Attends board governance training workshop
- Attends training on reading financial statements and legal responsibilities
- Attends board meetings
- Participates on at least one committee or task force per year
- Attends the annual general meeting
- Attends Business Walks, Business Awards
- May mentor new directors (after first term)

Executive Officers

These positions are elected by directors for a 2 year term:

Secretary

- Has signing authority on cheques
- Ensures that the minutes are recorded at each board meeting
- Ensures that the minutes from the previous meeting are approved by the board
- Ensures that the minutes are kept as archives
- Ensures the annual summary is filed as required with incorporating body

Treasurer

- Has signing authority on cheques
- Reviews financial statements monthly and presents at quarterly board meetings
- Ensures a proper record is kept of all receipts and expenditures
- Ensures an annual review engagement or audit of the books is done by a chartered professional accountant firm
- Ensures the financial report is presented at the annual general meeting

Vice President

- Has signing authority on cheques
- Participates on Board Development Strategies and Implementation
- Fills in for President in his/her absence
- Acts as a secondary contact for media
- Represents Elkford Chamber of Commerce at various functions throughout the year
- Leads strategic plan for upcoming planning sessions
- Attends any municipal, provincial and national conferences
- Attends a minimum of one board governance training workshop while serving on Executive
- Attends selected functions

President

- Presides over each board meeting
- Has signing authority
- Participates on Board Development Strategies and Implementation
- Ex officio of all committees and task forces
- Represents Elkford Chamber of Commerce at various functions throughout the year
- Acts as the primary contact for media, when Executive Director is unavailable
- Attends any municipal, provincial and national conferences
- Attends a minimum of one board governance training workshop while serving on Executive
- Attends selected functions

Past President

- Non-voting member of the board
- Chairs Board Development Strategies and Implementation
- Is available to the President as an advisor
- May attend municipal, provincial and national conferences
- Conducts board elections at the annual general meeting when new President is to be elected