



KELOWNA CHAMBER OF COMMERCE

BOARD POLICY MANUAL

January 2025

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.....	5
2	GOVERNING PROCESS AND STRUCTURE	5
2.1	CERTIFICATE OF FORMATION.....	5
2.2	CONSTITUTION AND LEGAL FRAMEWORK	5
2.3	PARLIAMENTARY PROCEDURES.....	6
2.4	BOARD GOVERNANCE AND RELATIONSHIP WITH THE CHIEF EXECUTIVE OFFICER.....	6
2.5	DISSOLUTION CLAUSE.....	7
3	ROLE OF THE BOARD OF DIRECTORS.....	8
3.1	BOARD RESPONSIBILITIES AND OBLIGATIONS.....	8
3.2	CONDUCT OF DIRECTORS	9
3.3	FORMULATING A BOARD POSITION ON ISSUES OUTSIDE THE SPECIFIC PURPOSE OF THE CHAMBER	10
4	BOARD OF DIRECTORS ELECTION.....	12
4.1	NOMINATION OF CANDIDATES	12
4.2	RECOMMENDING CANDIDATES.....	13
4.3	SIZE OF THE BOARD	13
4.4	VOTING BY MEMBERS (VOTING PERIOD).....	13
4.5	FORM AND CHARACTER OF BALLOT	13
4.6	BOARD ORIENTATION.....	14
5	ROLE OF THE PRESIDENT	14
6	SPECIAL BOARD POSITIONS AND ROLES.....	14
6.1	PAST PRESIDENT	14
6.2	ADVISORY POSITIONS.....	14
7	HONOURARY MEMBERSHIP	15
8	BOARD STRATEGIC PLANNING.....	15
9	POLITICAL ENDORSEMENTS AND PARTICIPATION IN ELECTORAL PROCESS	15
9.1	POLITICAL ENDORSEMENTS.....	16
9.2	PARTICIPATION IN POLITICAL CAMPAIGNS.....	16
10	BOARD SUCCESSION PLANNING.....	16
10.1	SKILLS MATRIX	17
10.2	PROFESSIONAL DEVELOPMENT	17
10.3	REQUIRED EXPERIENCE FOR DIRECTORS	17



11	STRUCTURE OF BOARD MEETINGS	18
11.1	REGULAR BOARD MEETINGS	18
11.2	QUARTERLY MEMBERSHIP MEETINGS.....	18
11.3	EXTRAORDINARY BOARD MEETINGS.....	18
11.4	PROCEDURES TO BE FOLLOWED.....	18
12	CREATION AND ROLE OF COMMITTEES AND TASK FORCES	20
12.1	USE OF COMMITTEES AND TASK FORCES.....	20
12.2	COMMITTEE ORIENTATION.....	20
13	FINANCIAL MANAGEMENT	21
13.1	FISCAL YEAR.....	21
13.2	FINANCIAL MANAGEMENT REQUIREMENTS.....	21
13.3	PROCUREMENT.....	21
13.4	SIGNING AUTHORITY.....	22
13.5	REVENUE RECOGNITION	22
13.6	FINANCIAL PLANNING.....	22
13.7	CONTRIBUTED SERVICES	23
13.8	FINANCIAL INSTRUMENTS.....	23
13.9	TANGIBLE CAPITAL ASSETS	23
13.10	AUDIT	23
13.11	FINANCIAL STATEMENTS	23
13.12	PAYABLES	24
13.13	RECEIVABLES	24
13.14	RECEIPTS	24
13.15	BANKING PROCEDURES.....	25
13.16	PETTY CASH	25
13.17	BOOKKEEPING PROCEDURES.....	25
13.18	EMPLOYMENT EXPENSES AND TRAVEL EXPENSE CLAIMS.....	25
13.19	FEE FOR SERVICE CONTRACTS	26
13.20	INVESTMENT POLICY	26
13.21	INSURANCE COVERAGE	26
13.22	DEBT.....	27
13.23	ESTABLISHMENT AND USE OF RESERVES	27
13.24	SECURITY OF ASSETS	27
14	MANAGEMENT OF DIRECTOR ATTENDANCE AT CHAMBER EVENTS.....	27
14.1	DIRECTOR ATTENDANCE AT CHAMBER EVENTS	27



14.2	PROCEDURES FOR REGISTERING FOR AN EVENT	28
14.3	VARIANCES IN COST TO DIRECTORS ATTENDING AN EVENT	29
15	DOCUMENT MANAGEMENT	29
16	APPENDIX.....	30
16.1	BOARD ORGANIZATIONAL CHART	30
16.2	PRESIDENT (CHAIR OF THE BOARD) - TERMS OF REFERENCE	30
16.3	VICE PRESIDENT (VICE-CHAIR) - TERMS OF REFERENCE	32
16.4	SECRETARY - TERMS OF REFERENCE.....	32
16.5	EXECUTIVE COMMITTEE - TERMS OF REFERENCE	33
16.6	GOVERNANCE & BOARD DEVELOPMENT COMMITTEE - TERMS OF REFERENCE	35
16.7	FINANCE COMMITTEE - TERMS OF REFERENCE	37
16.8	POLICY ADVISORY COMMITTEE - TERMS OF REFERENCE	39
16.9	EQUITY, DIVERSITY, AND INCLUSION COMMITTEE (EDI ROUNDTABLE) - TERMS OF REFERENCE	41
16.10	PAST PRESIDENTS' COUNCIL – TERMS OF REFERENCE	43
16.11	COMMITTEE CHAIR REPORTING GUIDELINES	44



1 Purpose of the Board Policy Manual

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

2 Governing Process and Structure

2.1 Certificate of Formation

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

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

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

2.2 Constitution and Legal Framework

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

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



2.3 Parliamentary Procedures

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

2.4 Board Governance and Relationship with the Chief Executive Officer

The Board provides leadership and strategic direction for the Chamber in partnership with the Chief Executive Officer (CEO). Its primary focus is on governance, including the vision, mission, values, and long-term strategic priorities of the Chamber.

Strategic Role of the Board

The Board fulfills its governance role by:

- Identifying, advocating, and promoting issues that impact the Chamber’s members and the broader business community.
- Representing the collective best interests of all members, rather than focusing on the needs of specific individuals, groups, or communities.

Delegation of Operational Authority

The CEO reports directly to the Board and is entrusted with operational decision-making and implementation. This delegation is subject to:

- Compliance with the CEO’s Employment Contract.
- Adherence to Board-approved policies and procedures, including those related to financial controls and reporting.

The Board remains proactive in developing policies that enhance the Chamber's effectiveness and in providing strategic guidance to the CEO to ensure alignment with the Chamber’s objectives.

Collaboration Between Governance and Operations

While the Board focuses on governance and the CEO on operations, their responsibilities often intersect. Effective collaboration is essential, with both the Board and the CEO sharing information, guidance, and direction to fulfill their respective duties.

This relationship is grounded in mutual trust and the shared commitment to advancing the Chamber's



mission and long-term success.

2.5 Dissolution Clause

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



3 Role of the Board of Directors

3.1 Board Responsibilities and Obligations

3.1.1 Promotion of the Chamber

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

3.1.2 Attendance at Board Meetings

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

3.1.3 Review of Board Materials

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

3.1.4 Attendance at Chamber Functions

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

3.1.5 Organization of Committees

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

3.1.6 Membership Recruitment

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



3.1.7 Knowledge of Current Events

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

3.1.8 Business Ambassadors

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

3.1.9 Keeping in Touch with the Membership

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

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

3.1.10 Financial Management

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

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

3.2 Conduct of Directors

3.2.1 Representation of Members

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

3.2.2 Confidentiality

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



3.2.3 Solidarity of Voice

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

3.2.4 Public Spokespersons

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

3.2.5 Conflicts of Interest

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

3.2.6 Participation in Chamber Business

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

3.2.7 Exercise of Influence

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

3.2.8 Ethical Conduct

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

3.2.9 Awards and Recognition

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

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

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

- Generally speaking, the Chamber should refrain from debating/discussing or commenting on issues that are outside its mandate and purpose. (i.e., if there is no impact to businesses and/or members or clarity as to the extent of impact).



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



4 Board of Directors Election

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

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

This section outlines the following:

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

4.1 Nomination of Candidates

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

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

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



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

4.2 Recommending Candidates

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

4.3 Size of the Board

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

4.4 Voting by Members (Voting period)

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

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

4.5 Form and Character of Ballot

The electronic ballot will list names of candidates for the officer positions (President, Vice-President and Secretary) followed by a list of candidates for Director-at-large. Candidates for contested officer positions will be invited to simultaneously stand for election as a Director-at-large.



Candidates who accept this invitation will appear on the ballot both as a candidate for the officer position (President, Vice-President or Secretary) and further down as a candidate for Director-at-large. Such a candidate would be elected as a Director-at-large only if they are not elected to the officer position but receive enough Director-at-large votes to win an open Director-at-large position.

4.6 Board Orientation

An orientation for new Board members (Directors & Appointees) will be held in the Chamber boardroom within 30 days of the close of voting period. The orientation will be facilitated by the Chief Executive Officer with the support of the President or designate. Each Director will be provided with appropriate documents, manuals and tools that are required for the performance of their elected position. Staff will prepare a Director Orientation Document to be approved by the Governance and Board Development Committee, 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, to be designated by the organizations they respectively represent, will be recommended to the Board by the Governance and Board Development Committee and, if approved will sit as ex-officio members of the Board.

Advisors will not put forth motions or vote in any matters and their attendance will not be counted towards quorum. They will not participate in any in-camera discussions.



7 Honourary Membership

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

8 Board Strategic Planning

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

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

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

9 Political Endorsements and Participation in Electoral Process

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

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



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

9.1 Political Endorsements

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

9.2 Participation in Political Campaigns

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

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

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

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

10 Board Succession Planning

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



10.1 Skills Matrix

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

10.2 Professional Development

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

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

10.3 Required Experience for Directors

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

- Governance
- Fiduciary Duty as a Director
- Equity, Diversity & Inclusion
- Financial Literacy
- Policy & Advocacy

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

- Media Relations

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

- Policy Advisory
- Finance

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



11 Structure of Board Meetings

11.1 Regular Board Meetings

11.1.1 Permitted Attendees

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

11.2 Quarterly Membership Meetings

11.2.1 Permitted Attendees

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

11.3 Extraordinary Board Meetings

11.3.1 Calling of Extraordinary Board Meetings

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

11.3.2 Notice of Extraordinary Meetings

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

11.3.3 Permitted Attendees at Extraordinary

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

11.4 Procedures to be Followed

11.4.1 Quorum

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

11.4.2 Management of Presentations

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



11.4.3 Taking of Minutes

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

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

11.4.4 Meeting Dates

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

11.4.5 Provision of Agenda

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

11.4.6 Additions to the Agenda

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

11.4.7 Decision Making

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

11.4.8 In Camera Portion of Board Meetings

At the request of any Director, the Board may meet on an in-camera basis with or without the Chief Executive Officer participating. Such a request should be made in writing to the President who will solely determine the validity of the request and the rationale for an in-camera discussion. In-camera meetings are normally limited to voting members of the Board.



When participating, the Chief Executive Officer will act as the Minute Taker for such in-camera meetings and the action taken will be captured in minutes which will be held in a secure (locked) location by the Chief Executive Officer. The President and Secretary will be made aware of the location.

For clarity, the Board will meet without the Chief Executive Officer's presence when justified in the discretion of the Board or required by the performance of its fiduciary role, or to discuss the CEO's performance review or to discuss performance which could be constituted as in violation of their employment contract.

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 President or Chair or Vice-Chair of the Governance and Board Development Committee, ideally in the presence of the Chief Executive Officer, to ensure a full and complete understanding as to the procedures and best practices for chairing committee meetings. All board committees operate by consensus with recommendations formulated for the Board and presented by the Chair at the appropriate Board Meeting.

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



13 Financial Management

13.1 Fiscal Year

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

13.2 Financial Management Requirements

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

- Substantially maintain Board approved financial plans/budgets.
- Maintain cash flow in an amount needed to settle payroll and debts in a timely manner.
- Pay or file all taxes and other government-ordered payments in a timely and accurate manner.
- Allocate funds to substantially maintain Board priorities.
- Will submit to the Board on a monthly basis, a timely and accurate financial statement that summarizes the financial condition of the organization to date and indicates the level of compliance with the Board’s financial planning/budgeting and financial management policies.
- Quarterly statements are prepared for the Finance Committee and the Board.
- Bring to the attention of the Finance Committee on a quarterly basis any excess expenditure not within budget.
- Ensure to bring to the attention of the Board of Directors, any financial item or decision pertaining to, or which could impact, the Board including any governance-related question particularly in the context of budgetary planning.

13.3 Procurement

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



Notwithstanding the above, expenses related to Chief Executive Officer executive search fall under the exclusive responsibility of the Board of Directors.

13.4 Signing Authority

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

13.5 Revenue Recognition

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

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

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

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

13.6 Financial Planning

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



13.7 Contributed Services

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

13.8 Financial Instruments

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

13.9 Tangible Capital Assets

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

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

Tangible capital assets are reviewed for impairment whenever events or changes in the circumstances indicate that the carrying value may not be recoverable. If the total of the estimated undiscounted future cash flows is less than the carrying value of the asset, an impairment loss is recognized for the excess of the carrying value over the fair value of the asset during the year the impairment occurs. The estimated useful lives of assets are reviewed by management and adjusted if necessary.

13.10 Audit

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

13.11 Financial Statements

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



13.12 Payables

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

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

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

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

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

13.13 Receivables

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

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

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

13.14 Receipts

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

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



13.15 Banking Procedures

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

13.16 Petty Cash

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

13.17 Bookkeeping Procedures

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

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

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

13.18 Employment Expenses and Travel Expense Claims

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

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

For any expense exceeding \$1,500, the Chief Executive Office will first have received the Employer's written approval of the expenditure from the President or Vice-President in his/her absence.

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



13.19 Fee for Service Contracts

The Chamber considers Fee for Service Contracts with third parties as an alternative to hiring staff. With the exception of situations where the Chief Executive Officer is incapacitated or for matters related to the execution of the Board of Director's fiduciary responsibilities, all FFSCs must be signed by the Chief Executive Officer and a copy of all such contracts are kept on file in the Chamber office.

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

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

13.20 Investment Policy

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

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

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

13.21 Insurance Coverage

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

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



13.22 Debt

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

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

13.23 Establishment and Use of Reserves

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

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

13.24 Security of Assets

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

14 Management of Director Attendance at Chamber Events

14.1 Director Attendance at Chamber Events

To raise awareness of Chamber events Board members are encouraged to monitor the Chamber's weekly e-news and the monitor the Chamber's website to keep abreast of Chamber events.



The Board's Annual Workplan Calendar is also updated and included in monthly Board meeting material (Information Section) for easy reference particularly to confidentially note planned events in the future that may or may not have full details and/or public registration open).

14.2 Procedures for Registering for an Event

To assist in confirming Board members wishing to attend a Chamber Speaker Series event the following procedure has been established:

- 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.
- A designate from the Board & Member Engagement Committee will communicate the opportunity for Director participation at upcoming Chamber events via email and include basic event details including promo codes. (Promo codes are also communicated directly to the Board by staff). The promo code is set at a discounted price that is equal to the actual cost of the meal.
- Directors wishing to attend can either:
 - Register through the Chamber's website using their own member login and complete registration on their own (including accessing the special promo code that has been provided exclusively to the Board); or,
 - Directors can work through the appointed designate from the Member and Board Engagement Committee who will RSVP on behalf of those Directors & Advisors (via email). This communication must be a final list of confirmed attendees and sent to Chamber staff via events@kelownaChamber.org within the deadline provided. Staff will process payment through the Credit Card on file. Directors choosing this option must provide a CC # in advance or they will not be provided admission. The Chamber will keep on file in a secure location.
- As per the Chamber's standard operating procedures (SOP), any cancellations are required five (5) business days in advance to receive a refund.



14.3 Variances in Cost to Directors Attending an Event

The Chair of the Board (or designate) who has an official role at a Chamber event does not need to register in the manner noted above nor is any payment required when playing an official role at the event.

The Chamber Board understands that elected Directors represent a diversity of stakeholder members. If for any reason an elected Director wishes to attend an event where there may be a financial barrier, they are encouraged to contact the Chair of the Board & Member Engagement Committee. This policy excludes marquee events such as the Business Excellence Awards or annual Golf Tournament.

Admission to the following events is provided to Directors at no cost:

- **Commerce Connex** where all Directors can attend without pre-registering and are provided complimentary admission. This comp admission does not extend to any guest of the Director who may be attending at the same time.
- **Presidents Dinner** – Incoming Directors and Advisors receive two complimentary tickets to this annual event (for themselves and a guest) and will be canvased individually by staff to confirm attendance.
- **Board Meetings and Quarterly Meetings** – Elected Directors are provided complimentary admission (meal) as their attendance is required to fulfill their governance role, something that is tracked via RSVP request noting on Outlook invitation/notice of meeting.
- **Annual General Meeting** – Elected Directors (current and future) are provided complimentary admission/meals as their attendance is required to fulfill their governance role, something that is tracked via normal meeting invite with RSVP request.

15 Document Management

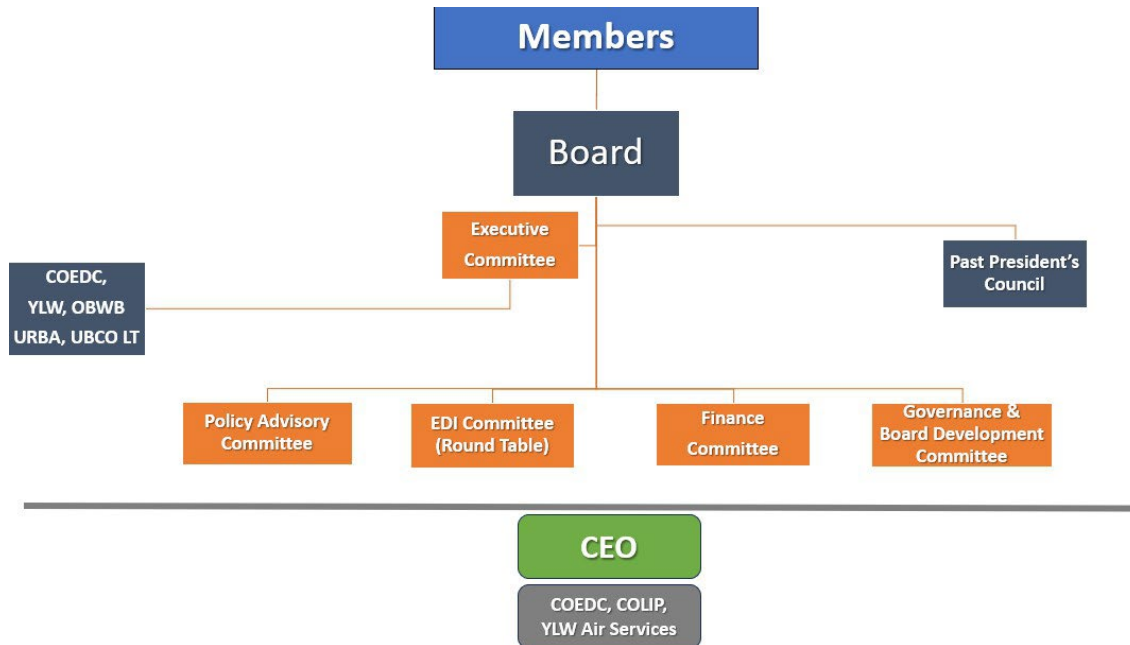
Under the Chamber's operational procedures, records management practice ensures that every effort is made to store documents in a safe, off-site secure location. Records are destroyed in a confidential process with respect to individuals, companies, and financial undertakings.

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.



16 Appendix

16.1 Board Organizational Chart



16.2 President (Chair of the Board) - Terms of Reference

Purpose

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

Duties and Responsibilities

- As per bylaws, the President specifically:
 - Serves as the public representative of the Chamber.
 - Provides leadership and chairs meetings of the Board.
 - Presents a general report of the activities of the year at the annual general meeting.
- Representative role:
 - Represent the Chamber on the Central Okanagan Economic Development Commission's Advisory Council (or designate an alternative representative).
 - Represent the Chamber on the YLW Community Advisory Council (or designate an alternative representative).



- Attend the BC Chamber of Commerce Annual General Meeting and the Canadian Chamber of Commerce AGM (or designate an alternative representative).
- Attend/Speak at Chamber hosted events such as luncheons, round table discussions, networking events and new member orientations (or designate an alternative Director).
- Ensure the Board has representation at public functions & meetings, as appropriate.
 - Level 1 – Meetings with government officials: President or designate.
 - Level 2 – Community Ceremonial events (i.e., Council swearing in, Remembrance Day: President or designate.
 - Level 3 - General Community events (requested/warranted): President or designate.
 - Level 4 - Member events: Any Director as interested/available.
- Board leadership and oversight role:
 - Work with the Board to foster positive relationships with all levels of government and identified community stakeholders.
 - As time allows, communicate with Directors both individually and collectively to ensure they are engaged with and informed of the activities of the Board/Chamber.
 - Appoint Committee Chairs.
 - Attend committee meetings, if desired/needed.
 - Participate in the orientation of new Directors.
 - Provide leadership in monitoring potential misconduct of Directors (i.e., disclosure of confidential information, conflicts of interest, etc.) and manage accordingly.
- Administrative role:
 - Assist the Past President and Vice President who are responsible for leading the Executive Committee’s annual performance review of the Chief Executive Officer, and report on the outcome of that review to the Board.
 - In concert with the Chief Executive Officer provide input and signoff on proposed Board meeting agendas.
 - Assist in the transition to the incoming President with appropriate succession planning.
 - Participate in annual meetings with President’s Circle Members.
 - As a signatory for the organization (signing authority) and according to the Board’s Financial policies, the President must sign off on the Chief Executive Officer’s monthly expense report and any cheque requiring a second signature (over \$1,000 in value).

Authority

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



Accountability

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

16.3 Vice President (Vice-Chair) - Terms of Reference

Purpose

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

Duties and Responsibilities

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

Authority

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

Accountability

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

16.4 Secretary - Terms of Reference

Purpose

- As per Chamber Bylaws (Amended 2019, Sec. 51) the Secretary will:
 - Attend and be the Secretary of all meetings of the Council, members, and committees of Council.
 - Enter or give cause to be entered in the Board of Trade's minute book, minutes of all proceedings at such meetings.
 - Give or cause to be given, as and when instructed, notices to Members, Directors, the auditors and members of committees.
 - Be the custodian of all books, papers, records, documents and other instruments belonging to the Board of Trade.



- Notwithstanding the duties as noted in the bylaws, the Secretary, while retaining the responsibility as described, can delegate the tasks noted above to staff to undertake (record minutes/keep records) as is practical.

Duties and Responsibilities

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

Authority

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

Accountability

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

16.5 Executive Committee - Terms of Reference

Purpose

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

Composition

- The committee will be established by appointment of the Board of Directors at the first Board of Directors meeting following the AGM.
- The committee will be composed of a minimum of four (4) members of the Board of Directors Including the President, the immediate Past President, the Vice-President, and Secretary. Other Committee Chairs will also be invited to serve on this committee. The Chair of the Board (President) will serve as the Chair of the committee (the "Chair").



- The Chief Executive Officer (and/or designate) will be an ex-officio member/s of the committee.
- A majority of the committee members will constitute a quorum.

Duties and Responsibilities

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



Authority

- The committee derives its authority from the delegation of responsibility by the Board of Directors through the approval of the creation of the Executive committee and the approval of these Terms of Reference.
- Any decision of the committee that may have an operational impact (i.e. financial impact) requires the 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 monthly or as considered necessary by the committee.
- Meetings will be held in the Chamber Boardroom unless otherwise scheduled elsewhere by the Chair in consultation with the Chief Executive Officer.

Staff Resources

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

16.6 Governance & Board Development Committee - Terms of Reference

Purpose

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

Composition

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



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

Duties and Responsibilities

- Oversee the implementation of strategic priorities as assigned to the committee by the Board.
- Ensure the Board of Directors are aware of their duties and monitor the execution of such duties to ensure compliance with the Chamber’s bylaws and Board Policy Manual.
- Oversee the nominations and annual election process including evaluating applications for the Board and making recommendations for endorsement (slate) to the Board.
- Identify, recruit, and recommend candidates for consideration of election to the Board.
- Administer and analyze Board of Director self-evaluations on an annual basis.
- 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; financial literacy (understanding financial statements); fiduciary duty, and EDI training. Media training should be available annually for Table officers.
- Review and where warranted, update the Board Policy Manual including determining and recommending policies related to the governance of the Kelowna Chamber of Commerce.

Authority

- The Committee derives its authority from the delegation of responsibility by the Board of Directors through the approval of the creation of the committee and the approval of these Terms of Reference.



- Any decision of the committee that may have an operational impact (i.e. financial impact) requires the approval of the Board of Directors.
- The committee may establish working groups to undertake specific tasks.

Accountability

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

Meeting Logistics

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

Staff Resources

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

16.7 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 the makeup of the committee.



- The committee may involve non-committee members to be engaged on particular projects or undertakings.
- The Chair will endeavour to ensure that the size of the committee balances the need for resources against the challenges that can occur with too large a committee. The committee will have a maximum of four (4) members unless otherwise approved by the Board of Directors.
- The Chief Executive Officer (and/or designate) will be an ex-officio member/s of the committee.
- A majority of the committee members will constitute a quorum.

Duties and Responsibilities

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

Authority

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

Accountability

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



Meeting Logistics

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

Staff Resources

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

16.8 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 the makeup of the committee.
- Committee members will be drawn from the membership of the Chamber and will be balanced with representation from the major sectors of the economy and reflective of the composition of the membership. Members with the necessary expertise and interest should be recruited to serve on the committee.
- The Chair will ensure that the size of the committee balances the need for resources against the challenges that can occur with too large a committee (maximum 8-10 members).
- The Chief Executive Officer (and/or designate) will be an ex-officio member/s of the committee.
- A majority of committee members constitutes a quorum.

Duties and Responsibilities

- Oversee the strategic priorities as assigned to it by the Board. (Annual goals of the committee)



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

Authority

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

Accountability

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

Meeting Logistics

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

Staff Resources

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



16.9 Equity, Diversity, and Inclusion Committee (EDI Roundtable) - Terms of Reference

Purpose

- The purpose of the Committee (called “Roundtable”) is to integrate enduring principles, best practices, and a mindset of equity, diversity, and inclusion into the Chamber's governance and operations in alignment with its mission statement. While accountable to the Board of Directors, it may intermittently function as an advisory committee/sounding board to the Chief Executive Officer (CEO), as well as other Committee Chairs and Vice-Chairs, concerning matters pertaining to Equity, Diversity, and Inclusion (EDI).

Composition and Quorum

- The Roundtable will be comprised of individuals selected from the Board of Directors, alongside representatives from the Chamber, community members recognized for their substantial contributions to the Roundtable’s objectives, and subject matter experts. Appointments of non-Board member representatives will be made based on the Chair's recommendation and subsequent approval by the Executive Committee. The Board shall be informed of any alterations to the Roundtable's composition.
- The Chair and Vice-Chair will be members of the Board of Directors, one of whom will be a representative of the Executive Committee.
- The Roundtable shall have no less than 3, and no more than 10 members in total.
- The CEO, and/or their designate, will be an ex-officio member of the Roundtable.
- A simple majority will constitute quorum.

Duties and Responsibilities

- Monitor the progress of the EDI-related objectives included in the 2024-27 Strategic Plan.
- Recommend to the Board refinement of current objectives, or the adoption of additional objectives, consistent with the 2024-27 Strategic Plan EDI-related Goal (*Further EDI initiatives for the Chamber, our members, and the broader business community*).
- In alignment with the Chamber’s mission statement and the 2024-2027 Strategic plan, to play a convener role within the business community by broadening its base and holding regular consultations with relevant individuals and organizations within and outside of the Chamber network.



- The Roundtable will provide guidance on the implementation of measures to strengthen the KCC's relations with Indigenous Business Leaders that could reasonably be undertaken by the Chamber in the context of its current mission statement that are aligned and in partnership with the Indigenous community at large.

Authority

- The Roundtable derives its authority through the approval of these Terms of Reference and reports to, the Board of Directors through its Chair, Vice-Chair, or their designate.
- Any decision of the Roundtable (Committee) that may have an operational impact requires approval of the Board of Directors.

Accountability

- To execute its duties and responsibilities the Roundtable will provide regular progress reports to the Board of Directors.
- The Roundtable will establish a clear workplan inclusive of objectives, responsibilities, accountability, and timeline for each session.
- Review its Terms of Reference annually.

Clarity of Roles

- The Chairperson will work with the CEO or CEO delegate to set meeting agendas.
- The Chair will ensure the meeting minutes accurately document the discussions and outcomes of the meetings.
- The Chair will provide leadership, chair meetings, coordinate tasks, delegate responsibilities, lead the Roundtable on the development of the workplan and communicate updates to the Board.
- The Vice-Chairperson will assist the Chair, filling in when required, and supporting meeting preparation.
- The Vice-Chairperson collaborates closely with the Chair and other members to achieve committee goals.



Meeting Logistics

- The Chamber staff, through the CEO, will be tasked with preparing a meeting agenda and meeting summaries, in close collaboration with the Committee Chair, Vice-Chair, or their designate.
- Meetings will be held monthly or less frequently as considered necessary, and at the discretion of the Committee Members.
- Meetings will be held in-person but will accommodate virtual and/or hybrid meetings to ensure inclusivity and attendance, and at the discretion of the Committee Members.
- In-person meetings will be held in the Chamber boardroom unless scheduled elsewhere by the Chair in consultation with the CEO (or designate).

Staff Resources

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

16.10 Past Presidents Council – Terms of Reference

Purpose

- This group will serve in an advisory capacity to the Board to bridge past and present Chamber leadership and to provide input on issues that impact the Chamber and local economy.

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.
- The suggested month for meeting is May with the meeting location to be determined by staff.

Staff Resources

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

16.11 Committee Chair Reporting Guidelines

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

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

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



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

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

- Start with the expectation that all information has been received, read, and understood by Directors. As such you should simply advise the Board that you are open to responding to any questions. The Board Meeting Chair (Chair of the Board) will assist in confirming if there are any questions or comments from members of the Board, specifically from the Director who requested the report be pulled from the Consent Agenda.

- If a Committee Report is not pulled from the Consent Agenda, there are two options:
 - The Board Meeting Chair will thank the Committees for their continued work and then move on to the next item on the Board agenda.

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

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

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

(end)