



Greater Nanaimo Chamber of Commerce

Policy & Procedures Manual

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SECTION 1: THE CHAMBER

The Greater Nanaimo Chamber of Commerce (GNCoC) is a membership organization of businesses, professionals and individuals who have joined together to assist in promoting the civic, commercial and industrial progress of our community. The GNCoC is incorporated federally under the Board of Trade Act.

The primary purposes of the Chamber are:

- To enhance and advance the commercial, industrial, civic and general trade interests and overall wellbeing of the City of Nanaimo and its surrounding area.
- To undertake an active leadership role in the community by initiating, coordinating and developing programs for the benefit of the business community.
- To encourage communication between private and public sectors, business and labour.
- To be a representative of the business community and speak on behalf of the business community to municipal, provincial and federal governments.

The Chamber works with other stakeholders to create a broad understanding and appreciation of the opportunities in our area, and to promote the advantages and assets of this city and surrounding area. The Chamber advocates for business interests directly with government and governmental related agencies through its relationships with provincial and federal Chambers of Commerce. In addition, the Chamber provides networking opportunities to enhance business connections. Membership in the Chamber provides benefits including reduced merchant card service fees, group health benefits, and member discount programs.

The policies and administration of the Chamber, the priorities, and the control of property are governed by the Board of Directors (the Board), which represents the business leadership of the community. Action on established policies is carried out through the President and Chief Executive Officer and staff as well as various committees responsible to the Board. The Executive Committee exercises the powers of the Board between the times when Board meetings take place.

For our Chamber to accomplish its purposes and mission it is governed by established policies, which are consistent with constitutional authority and the organizations' By-laws. Although the two terms, Policies and Procedures, are used interchangeably, there are differences.

POLICIES, as guiding principles, reflect the views and thinking of the Chamber's membership. Policy making may either directly or indirectly involve the membership, but it remains within the purview of the Board. Policies set the direction for general administration and position of the Chamber.

PROCEDURES describe the actions pursuant to carrying out the established policies and are the methods used to accomplish all necessary tasks in an orderly and efficient manner.

SECTION 2: GOVERNANCE

2.1 BOARD FOCUS

POLICY:

The focus of the Board is providing leadership and direction to the organization. Consequently, the Board is concerned with vision, values, outcomes and the future, not daily operations or management/operational matters.

This will be accomplished by the Board:

- 2.1.1** Directing its energies to addressing issues affecting business through the provision of clearly stated values and principles.
- 2.1.2** Imposing a discipline that will ensure governing with excellence. This includes the application of discipline around attendance, policy making, roles and responsibilities, speaking with one voice, and self-policing.
- 2.1.3** Being accountable to membership, community partners, and appropriate legal bodies and ensuring that this obligation is neither usurped nor hindered by the Board as a whole, or by any individual Board member.
- 2.1.4** Representing the best interests of the region as whole and not representing or voting for the interests of one particular group or community.
- 2.1.5** Making decisions as a whole according to Robert's Rules of Order.
- 2.1.6** Regularly monitoring and reviewing its own process and performance.
- 2.1.7** Ensuring the viability of the organization through ongoing training, education and Board development opportunities.
- 2.1.8** Being proactive in the identification and consequent development of relevant policies.
- 2.1.9** Being responsible for the performance of all activities of the Chamber.
- 2.1.10** Being fiscally responsible and ensuring the financial health of the organization

PROCEDURE:

The Board is responsible for leading and guiding the organization toward achieving a vision and organizational outcomes that fulfill the Mission of the organization. To achieve this, the Board's specific job functions shall be to:

- participate in the Board Strategic plan and set priorities from the plan for implementation by staff
- develop, monitor and review policies necessary to carry out the GNCoC's mission and purpose
- determine the GNCoC's positions as they relate to public statements on business issues as they arise
- evaluate its own Governance process and performance, and the organizational performance of the President and CEO
- establish and maintain an effective link with its community partners.
- develop, approve and monitor an annual budget
- allocate adequate resources for programs and services
- ensure compliance with legislation

2.2 CHAMBER POLICY DEVELOPMENT

POLICY:

Policies of the Greater Nanaimo Chamber of Commerce shall be created as follows:

- 2.2.1** All Board Policies must be approved by resolution of the Board of Directors.
- 2.2.2** All Operational Policies shall be set by the CEO and must comply with the objectives of the Chamber and governing legislation.
- 2.2.3** Proposed Board Policies may be vetted by the Executive Committee prior to presenting to the Board.

PROCEDURE:

- The Board will establish and follow a process and schedule for monitoring outcomes/results and operational constraints on a regular basis throughout each year.
- All policies of the Board will be reviewed as needed, and where warranted, policies will be modified, deleted or revised.

SECTION 3: BOARD OF DIRECTORS

3.1 ROLE OF THE BOARD

Policy:

- 3.1.1 As a Governance Board, the Board shall determine the goals and objectives of the organization for the coming year and establish the necessary priorities to accomplish these.
- 3.1.2 The CEO shall develop the Board Work Plan for Board approval.
- 3.1.3 The Board, under direction of the Chair, shall ensure the annual goals and activities are published for the membership and the general public.
- 3.1.4 The Board shall review financial information no less than monthly to ensure that budget requirements are met. The Board shall monitor the progress of meeting programme goals.
- 3.1.5 The Board, from time to time, may establish standing committees or task forces and work groups for governance or special tasks. The Board shall appoint the Committee Chair and approve the terms of reference and budget for such committees.
- 3.1.6 The Board shall hold meetings at regular intervals.

Procedure:

The duties of a Board Member are to:

- attend all Board meetings, review all materials distributed prior to the meeting, be prepared and ready to act on scheduled agenda items
- attend annual Strategic Planning Session to establish priorities for the coming year.
- commit to serving on at least one committee or task force and participate in as many Chamber events as possible throughout the year
- actively promote the GNCoC in the community and encourage membership

3.2 POLITICAL ACTIVITY AND ENGAGEMENT

Policy:

- 3.2.1 The Chamber, in all representations and actions shall not endorse or have the appearance of endorsing any political party at any government level. The Chamber shall also not endorse, represent or financially assist any candidate participating in an election campaign
- 3.2.2 Accepted protocol for organizations is that Boards deal with elected official. Staff deal with staff.

Procedure:

- Any presentations within a political venue such as Nanaimo City Council or the Regional District of Nanaimo Board shall be led by, and undertaken by, the Chamber Board Chair or designate.
- Meeting with the Mayor or City Council members, members of the Provincial Legislature or members of the Parliament of Canada shall be attended by the Board chair or designate.
- Meeting with staff of public agencies on Chamber of Commerce business or positions shall be undertaken by Chamber staff except as otherwise authorized through appointments of Chamber members to Boards, Committee or other working groups.
- Exceptions may be made in order to facilitate the business of the Chamber with agencies. However, these exceptions are bound by the following, where practicable:

- Meetings of Chamber staff with elected officials must receive prior agreement of the Executive Committee.
- Meetings of Board members with staff of public agencies must be with prior agreement and knowledge of the CEO.

3.3 BOARD OF DIRECTORS' TERMS OF REFERENCE

POLICY:

- 3.3.1** The Board is comprised of 11 - 15 members, elected by the Chamber membership. The Past Chair or designate is a member of the Board of Directors by nature of their position.
- 3.3.2** The Board constitutes a maximum of (9) directors at large, plus up to five directors who are also members of the Executive Committee, plus a Past Chair.
- 3.3.3** The Executive positions are the Chair, Chair Elect, Vice Chair, Executive Secretary and Treasurer; a Director may fill a maximum of 2 positions on the Executive.
- 3.3.4** Directors are elected for a two year term. The Nominating Committee shall endeavour to maintain a balance between term expirations so that no more than half the terms expire in any given year. Where more than one half of the Directors are required to be elected in any one year, the candidates, up to such one half, receiving the most number of votes, shall be elected for a two year term, with the balance to be elected for a one year term.
- 3.3.5** The Board, at its discretion, may appoint a Director to serve the remainder of the term of a Director who vacates their position.
- 3.3.6** The Board is ultimately responsible for all aspects of the Chamber operation.
- 3.3.7** The Board shall approve the execution of deeds, contracts and other instruments affecting the operation of the Chamber and its properties.
- 3.3.8** No action by any Chamber member, committee, employee, individual Director or officer shall be binding upon or be constituted as an expression of policy of the Chamber, unless duly approved by the Board.
- 3.3.9** The Board shall oversee the financial operation of the Chamber.
 - In collaboration with the CEO, the Treasurer will present an annual operations budget for review and approval of the Board.
 - The Treasurer will present monthly financial statements for review by the Board.
 - The Board shall cause an annual review engagement or audit to be conducted and presented to members at the Annual General Meeting.
 - The Board shall review and consider recommendations made as a result of the annual audit or advice from professional accountants.

3.4 DIRECTORS' CONDUCT

POLICY:

- 3.4.1** The Board expects of itself and its members ethical and businesslike conduct.
- 3.4.2** Bullying and Harassment is not acceptable or tolerated in this workplace. All Chamber personnel, Directors, volunteers and paid staff will be treated in a fair and respectful manner.
- 3.4.3** All Directors will be required annually to sign a Code of Ethics, found in Appendix C
- 3.4.4** The Board has a responsibility for the compliance with the Board of Trade Act under which it was created as well as an obligation to the interests of the members and other stakeholders.

This accountability supersedes any responsibility to staff and to conflicting loyalties such as that to advocacy or interest groups and membership on other Boards or staffs.

- 3.4.5** Board members must avoid any conflict of interest with respect to their legal and fiduciary responsibilities.
- There must be no self-dealing or any conduct of private business or personal services between any Board member and the organization to assure openness, competitive opportunity and equal access to "inside" information.
 - Board members must not use their positions to obtain for themselves, family members or close associates employment within the organization.
 - Should a Board member be considered for employment with the Chamber, s/he must temporarily withdraw from Board deliberation, voting and access to applicable Board information. If the applicant is successful, s/he must immediately resign from the Board as a condition of employment.
- 3.4.6** As a membership organization, the Chamber strives to be active in the democratic process in order to raise public awareness and education regarding their members' interests. As a non-political, non-sectarian organization that does not engage in partisan political activity, these activities will be conducted without endorsing any party or individual running for political office. As such the following will apply:
- Board members must avoid situations where personal representations could conflict, or be perceived to conflict, with duties and responsibilities of a Board member, or the interest of the Chamber as a whole;
 - Board members working as a campaign manager of a candidate must take a leave of absence from their position until after the election;
 - The leave of absence of a Board member will become effective on the date on which the Board member announces their candidacy or commences work as a campaign manager of a candidate
 - To ensure that the public is aware of the separation of the Board member's personal involvement in any election from their involvement in the Chamber, the Chamber shall publically announce such leave, naming the Board member subject to the leave and the dates the leave will be effective;
 - If elected to any public office, the Board member must then resign their position on the Chamber Board. If not elected, the Board member may resume their position on the Board unless a conflict of interest arises; and
 - Any dispute as to whether a person is "seeking public office" or "working as a campaign manager for a candidate" shall be determined by the Board in their absolute discretion. The Board's decision shall be final.
- 3.4.7** The Chief Executive Officer or his/her designate shall be the primary spokesperson for the organization, see exceptions noted in Section 3.2 Political Activities and Engagement.
- 3.4.8** Board members who are lobbied by a person, group or organization shall direct the lobbyists to put their questions or concerns in writing and direct them to the Executive Committee.

3.5 ROLE OF DIRECTORS

POLICY:

- 3.5.1** Directors are expected to attend all Board meetings. Directors being absent without leave from three consecutive Board meetings may be asked to resign and be replaced by another Chamber member appointed by the Board.
- 3.5.2** At Chamber events, the Board Chair, or designate, shall chair the event.
- 3.5.3** Directors will be expected to attend as many Chamber events as possible throughout the year. These events are regularly scheduled Business after Business, Business before Business and monthly luncheons.
- 3.5.4** Directors are routinely invited to attend various community events to which they may attend at their own discretion. However, where there is an identified need for a strong Chamber presence, Directors are encouraged to attend.
- 3.5.5** Directors attending public meetings in order to represent an organization other than the Chamber of Commerce must ensure that any comments made are clearly identified as those of that organization.
- 3.5.6** As a member of the Chamber Board of Directors, Directors may be asked to serve on Boards and committees of outside organizations. In these cases Directors must ensure Chamber goals and objectives are honoured and carried forward.

Procedure:

- The Chair will discuss any attendance concerns with the individual Director and determine if any appropriate action needs to be taken.

3.6 EXECUTIVE COMMITTEE

POLICY:

- 3.6.1** The Executive Committee consists of up to five (5) officers and the Past Chair. The President and Chief Executive Officer serves in an ex officio capacity on the Executive Committee.
- 3.6.2** The Executive Committee may hold in-camera meetings from time-to-time as which time the CEO may be excused from these meetings.
- 3.6.3** At a Board Meeting conveniently soon after the Annual General Meeting, the Board shall elect the Chair Elect, Vice Chair, Treasurer and Executive Secretary.
- 3.6.4** The Executive Committee may exercise the power of the Board between those times that Board meetings are held. The actions of the Executive Committee shall be submitted to the Board at its next regular meeting and approval sought where required.
- 3.6.5** The Executive Committee meets at intervals established at its own discretion. The Chair or his/her designate shall preside over the meeting. Three members of the Executive Committee constitute a quorum.
- 3.6.6** Where there is reference to the Executive Committee for approval or function, the Executive Committee may delegate that authority to the Chair or other person as deemed appropriate.
- 3.6.7** Minutes of the Executive Committee are subject to approval of the Board of Directors.

PROCEDURE:

Candidates for the Executive Committee must have be active participants in the life and work of the Chamber. They must possess a thorough understanding of the Chamber's governance process and the workings of a volunteer Board of Directors. Further, each candidate must possess clearly defined leadership skills.

3.7 ROLE OF THE EXECUTIVE COMMITTEE

POLICY:

3.7.1 ROLE OF THE CHAIR

The role of the Chair is to ensure that the Board operates within its approach to governing and to the rules/policies it establishes. In fulfilling these duties the Chair:

- 3.7.1.1** shall serve a one-year term, unless that person cannot fulfill this responsibility
- 3.7.1.2** is to safeguard the integrity of the Board process and to represent the Board as required;
- 3.7.1.3** must ensure that the agenda and meeting content will only be concerned with those matters that clearly fall within the purview of the Board to decide;
- 3.7.1.4** is only authorized to make decisions on behalf of the Board that are consistent with Board policies on its Governance Process and on the Board/President & Chief Executive Officer relationship.
- 3.7.1.5** is empowered to preside over Board meetings with all of the usual power of that position i.e. ruling, recognizing, etc...
- 3.7.1.6** has authority to make decisions and provide direction within approved the priorities policies and procedures of the Chamber. The Chair may act in emergencies and where the Board cannot be contacted.
- 3.7.1.7** has authority to supervise or direct the President and Chief Executive Officer as delegated by the Board.
- 3.7.1.8** is the designated spokesperson for the Board. S/he may delegate others to do so as required.
- 3.7.1.9** is to manage the work of the Board.
- 3.7.1.10** chairs all Board, Executive Committee and in-camera meetings.

3.7.2 ROLE OF THE CHAIR ELECT

- 3.7.2.1** The Chair Elect shall be elected for a one-year term and shall possess all the leadership requirements previously stipulated and shall have served at least one other position on the Executive
- 3.7.2.2** The role of the Chair Elect is to prepare to take over the Chair the following year by undertaking such duties as assigned by the Chair and/or Board.
- 3.7.2.3** The Chair Elect shall work in unison with, and in support of the Chair.
- 3.7.2.4** The Chair Elect shall preside over meetings and undertake the other duties of the Chair in the absence of the Chair or when requested to do so by the Chair.
- 3.7.2.5** The Chair Elect assume the role of Chair immediately following his/her term as Chair Elect.
- 3.7.2.6** In the event that the Chair Elect chooses not to assume the Chair position, at the discretion of the Board, the Chair may be re-appointed for one (1) additional year or a new Chair may be chosen by the Board.

3.7.3 ROLE OF THE VICE CHAIR

3.7.3.1 The Vice-Chair shall be elected for a one-year term

3.7.3.2 The Vice Chair shall undertake such duties as are assigned by the Chair and/or the Board and shall work in unison with, and in support of the Chair.

3.7.3.3 The Vice Chair shall preside over meetings and undertake the other duties of the Chair in the absence of the Chair and the Chair Elect, or when requested to do so by either.

3.7.4 ROLE OF THE TREASURER

3.7.4.1 The Treasurer shall be elected for a one-year term

3.7.4.2 The Treasurer, at the call of the Executive Committee, may request appointment of a staff Chief Financial Officer other than the Chief Executive Officer and is empowered to deal directly with that staff person holding such an appointment

3.7.4.3 The Treasurer shall monitor the financial matters of the Chamber to ensure there is sufficient cash flow to settle payroll and debts in a timely manner

3.7.4.4 The Treasurer will consult with the CEO on the use of the Long Term Reserves

3.7.4.5 The Treasurer will present monthly financial statements for review of the Board

3.7.4.6 In cooperation with the President and Chief Executive Officer, the Treasurer shall present an annual operating budget to the Board of Directors.

3.7.4.7 The Treasurer shall present a Financial Review Engagement or an Audited Annual Statement to the membership at the Annual General Meeting.

3.7.5 EXECUTIVE SECRETARY

3.7.5.1 The Executive Secretary shall be elected for a one-year term

3.7.5.2 The Executive Secretary is a non-recording secretary unless asked by the Chair to take the minutes of a regular or in-camera Board or Executive meeting.

3.7.5.3 Certain duties of the Executive Secretary are prescribed within the By-laws

3.7.5.4 The Executive Secretary is responsible, as the executive position, for monitoring and ensuring Board and staff compliance with Chamber By-laws, policies and procedures. Assistance and advice is sought from the Chief Executive Officer and the CEO is empowered to provide such direction and advice.

3.7.5.5 The Executive Secretary shall undertake such other duties as are assigned by the Chair and/or the Board and shall work in unison with and in support of the Chair and the CEO.

3.7.6 ROLE OF THE PAST CHAIR

3.7.6.1 At the Annual General Meeting, the retiring Chair becomes the Past Chair and continues as a Director of the Chamber and a voting member of the Executive Committee. If the retiring Chair is not available or able to fill this role a previous Past Chair may be asked to do so.

3.7.6.2 The Past Chair may act on behalf of the Chair if and when requested to do so by the Chair and may carry out such duties as are delegated from time to time.

3.7.6.3 The Past Chair may undertake specific projects or tasks as assigned by the Chair.

3.8 BOARD NOMINATIONS

POLICY:

To ensure its success, the volunteer leadership capacity of the Greater Nanaimo Chamber of Commerce must be replenished as experienced Board members and officers leave or retire. Hence, the existing Board must systematically:

- identify qualified potential new Board members to succeed the Board's departing members
- train new Board members
- prepare existing Board members for leadership positions on the executive.

- 3.8.1** In accordance with the By-laws, at least three months prior to the Annual General Meeting, the Chair shall appoint a Nominations Committee consisting of the Chair, the Past Chair, the President & CEO, and one other member.
- 3.8.2** The Nominating Committee shall call for nominations from the general membership and will bring forward names of business persons that the nominating committee feels would be suitable as Board members. There shall be a date by which nominations must be received and a nomination form, in a form prescribed annually, shall be completed and filed by the nominee. The closure date for nominations shall be no less than one week prior to the date scheduled for announcement of nominees, normally the March Chamber luncheon. Any candidate not filing the correct and complete nomination form by the prescribed date and time shall be ineligible for election or appointment by acclamation to the Board.
- 3.8.3** The Nominations Committee will contact each of the candidates, in order to confirm their agreement to be nominated and presented for election at the AGM.
- 3.8.4** The Nominations Committee will present the list of candidates to the Board at the Board meeting prior to the AGM sufficient in number to fill, or exceed, the expected vacancies on the Board for the ensuing year. One position on the Board shall be reserved for the past chair as defined in Section 3.7.6.1.

PROCEDURE:

Identifying and Recruiting New Directors

Identification of potential Board members is an on-going process. Both existing Directors and staff should take note of possible candidates in the normal course of their professional and personal lives. Often a good time to recruit Directors is when a current directorship in an outside organization is concluding or an individual is retiring. In order to recruit the candidates needed, the Board must first assess its current asset base and recruit from that perspective.

Step 1: Assess Chamber's existing Board to ascertain:

- sector representation
- age/gender mix
- skills

Step 2: Determine the gaps:

- What skill sector is under-represented in the current elected members?

Step 3: Create the director profile:

- Set specific criteria for each position
- Member must be in good standing and remain so during the process to election / appointment
- Demonstrated community involvement
- Demonstrated leadership and management experience

- Time and energy to devote to Board duties
- Knowledge of the Chamber of Commerce activities and program
- Integrity and lack of a conflict of interest
- In addition to general criteria, include any specific requirements which may apply to specific seats on the Board. For example: To recruit for a new Treasurer, the candidates would preferably possess a professional designation (CA, CGA, CMA) or equivalent experience.

Promoting the opportunity to become a Director may include:

- Personal invitation
- Via all communications vehicles available and used by the Chamber
- General Membership Luncheons
- Call from the lectern beginning 3 months prior to the AGM, inviting potential candidates to consider the opportunity
- Information at luncheon tables providing details on how to “self-nominate”

Board Selection Criteria

The Board is strongest and most effective when the following core competencies are represented on the Board, with each Director contributing their unique combination of knowledge, experience and skills.

A. Membership and Belief in the Chamber Vision, Values and Mission

- When nominated, and during your term on the Board, Directors must be members in good standing of the GNCoC.
- Directors must agree to support the vision, mission and values of the GNCoC.

B. Integrity and Accountability

- Directors must have demonstrated high ethical standards and integrity in their personal and professional dealings, and must be willing to act on – and remain accountable for – their Boardroom decisions.
- Directors should be respected and influential in the community, and/or possess special knowledge, skills, or experience which would assist the work of the Board.

C. Mature Confidence and Informed Judgment

- Directors shall provide wise, thoughtful counsel on a broad range of issues.
- Directors must value the performance of the Board as a whole over individual performance and should demonstrate respect for others in executing their responsibilities.
- A Director must put the overall interest of the Chamber ahead of their own business interests
- Be self-motivated and demonstrate an ability to lead others in challenging work projects.

D. Financial Literacy

- Directors should be financially literate and able to evaluate organizational performance.

E. Financial Contribution

- Be aware of a modest financial commitment, including expenses for regular attendance at Chamber functions and special events demonstrating a personal commitment and establishing credibility when called upon to ask others to give.

F. Time Availability

- Directors must be willing and able to commit about 10 – 15 hours per month to Chamber work in order to devote the time and effort necessary to fully participate in the governance of the organization.
- Directors are expected to attend one Board meeting per month and Chamber events. Where there is an interest in a Committee and an agreement to sit on such, must attend as frequently as possible. Directors are expected to come prepared, having reviewed all Board and Committee material, and to actively participate in the meetings.

Selection Process

- Nominating Committee will receive nomination documents and nominee profiles by a date to fixed annually by the Board on recommendation of the Nominating Committee
- Each nomination will be evaluated with respect to the criteria
- Qualified nominees will be determined
- A slate of nominees will be created and presented first to the Board and then to the membership for election under the terms of the By-laws

3.9 LEGAL RISKS AND LIABILITIES

Policy:

3.9.1 TERMS OF REFERENCE

The term “Director” refers to a person who is elected by the organization’s members or appointed by the Board of Directors to manage and direct the affairs of the organization. By accepting the position of Director, he/she becomes a decision-maker assuming responsibility for the proper administration of the organization, its assets, its liabilities, its contracts and its overall policies.

3.9.2 LEGAL DUTIES

A Director of the Greater Nanaimo Chamber of Commerce SHALL:

- Act honestly, in good faith and in the best interest of the organization
- Exercise the care, diligence and skill of a reasonable prudent person in exercising his or her powers and performing his or her functions as a Director

See also *Nine Legal Risks and Responsibilities in the Executive Summary*

PROCEDURE:

MINIMIZE THE RISKS - There are a number of things a Director of the Chamber can do to minimize the risks of personal liability, such as:

- Know the people involved in the Chamber, including your fellow Directors. Anyone who accepts an appointment as a “figurehead” Director must be aware that you rely on other Directors at your own risk. Attend Board and Committee meetings regularly and familiarize yourself with the

minutes of each, as well as assignments. Insist that all committee meetings are reported at Board meetings either in oral or written form.

- Know the Constitution and By-laws which form the contract between the Chamber members (see Appendix). Together with this Policy and Procedures Manual, these documents are the source of authority and responsibility for Directors. Be certain that policies are clearly identified and that the Board acts on them as a whole rather than action by a small group.
- Know the workings of your Chamber. By definition, as a Director, you are responsible for whatever is going on
 - Ensure staff reports are made regularly and are meaningful and efficient.
 - Ensure for yourself that there are proper systems in place regarding employment, management of funds and contracts.
 - Financial statements in our Chamber are required at least monthly. A Director must have a general understanding of financial statements and try to see the overall picture painted therein. Be aware of the significant assets and liabilities and of income and expense.
- Board should make proper use of the Accounting firm examining the financial records of the Chamber and testing the various procedures and controls (quite often the auditor sees problems that are outside the financial area). Know your Chamber's budget, budget process and financial situation and who is authorized to sign cheques and in what amount.
- Common sense and intuition are called for whenever something feels unsafe or unsavory. You have a duty to challenge or investigate it and to understand the overall operation of the Chamber. Do not get bogged down in detail and do not let other Directors get bogged down in detail. Ask fundamental questions regarding the policies and operations of the Chamber and the systems for control. Since you are responsible, you deserve a satisfactory answer. Treat the affairs of your Chamber as you would your own and avoid the substance or even appearance of conflict of interest and self-serving policies.
- Monitor the community and professional image of your Chamber and its Executive to ensure it does not overstep its authority. Require that your Chamber has proper legal counsel and insist on the Board having a policy relative to Board volunteer liability.

SECTION 4: COMMITTEES/TASK FORCES

POLICY:

Unless otherwise specified the term “Committee” shall refer to standing committees, ad hoc committees, task forces and work groups. A committee shall be known as “standing” when operating continuously or “ad hoc” if of a temporary nature.

Committees require a clear mandate, terms of reference, clearly stated Board expectations, timelines for reporting and task completion, clarity regarding the limits of their power and authority and approval by the Board.

The establishment of new committees, task forces or working groups is at the discretion of the Board of Directors and requires approval by resolution of the Board.

Governance Committees are created that function as part of the governance role and as such report directly to the Board. Operations committees function as part of the operations management role and work through the President and Chief Executive Officer who provides progress reports to the Board.

4.1 Governance Committees

- 4.1.1** The Board shall authorize the establishment of committees as it deems necessary to accomplish the work and further the objectives of the Chamber.
- 4.1.2** The purpose of any governance committee shall be to investigate the subject/topic in question, as defined by the Board, and when applicable make recommendations to the Board.
- 4.1.3** Such committees shall continue in existence as long as authorized by the Board of Directors.
- 4.1.4** The Board Chair is an Ex-Officio member of all Board Committees, however, the Chair may appoint a member of the Board to be an ex-officio member of each standing and special committee where the chairmanship of such committee is not held by a Director.
- 4.1.5** The CEO is an Ex-Officio member of all Board committees
- 4.1.6** The Chair of each committee shall be approved by resolution of the Board.
- 4.1.7** The Committee Chair or his/her designate shall appoint all members of the committees and members serve at the will of the Board. Committee members shall receive no remuneration.
- 4.1.8** Board committees will not make policy decisions on behalf of the Board, but rather will be used to inform the Board on matters it has been delegated to investigate.
- 4.1.9** Board committees will not have executive authority.
- 4.1.10** Board committees will not speak or act for the Board except where specifically authorized by the Board to do so.
- 4.1.11** Board committees are not empowered to exercise authority over staff. Therefore, they will not normally have direct dealings with current staff operations nor will the President and Chief Executive Officer be required to obtain approval of a Board committee before an executive action.
- 4.1.12** Should a committee fail to discharge the duties assigned to it with reasonable promptness or violate any provision of the By-laws or directions of the Board, such committee may be discharged by the Chair and ratified by the Board who may thereupon authorize a new committee in the manner prescribed by the provisions of this section.
- 4.1.13** The committee chair may be requested to present his/her report at either an Executive Committee meeting or a Board meeting.

- 4.1.14** Any expenditure of the Committee, including procurement of goods and services to accomplish the specified tasks of any committee must flow through the chamber office and have approval if not already identified in the budget.
- 4.1.15** These policies apply only to Board committees which are formed by Board action, whether or not the committees include non-Board members. It does not apply to committees formed under the authority of the President and Chief Executive Officer.

4.2 Operations Committees

- 4.2.1** The purpose of any operations committee shall be to fulfill specific roles under the direction of the President and Chief Executive Officer.

PROCEDURE: (applies to both Governance & Operations Committees)

Committee Chair Responsibilities

- Chair must be able to ORGANIZE, DEPUTIZE AND SUPERVISE and make progress reports
- To establish and review committee goals
- To maintain an up-to-date roster of committee members and update office staff
- To provide each committee member with copies of mandate, goals and committee guidelines
- To establish meeting dates, location and time
- To arrange for meeting notes to be taken (generic format can be obtained from office staff)
- To ensure proper recording of recommendations of the committee for referral to Board, CEO or other committees as appropriate
- To designate and delegate responsibility for projects and/or tasks to specific committee members with completion dates
- To provide a report to the Chair or President and CEO of the committee's activities prior to each monthly Board Meeting

Chamber Staff Responsibilities

- To refer copies of all committee correspondence to the CEO or Committee Chair, all originals will be retained in Chamber records
- To provide ongoing support on projects as time permits

Committee Personnel Responsibilities

Committee strength is determined by the composite qualifications of its members. Members should realize their responsibilities and be prepared to:

- Take part in discussion
- Keep prejudices in check and respect the other person's view
- Share experiences for the benefit of the group
- Attack problems impersonally; avoid arguments
- Avoid discussing extraneous matters
- Follow the discussion attentively
- Resist temptations to "make a speech"
- Take some active part in the work of the committee
- Complete tasks on a timely basis
- Accept the directions and rulings of the Chair

SECTION 5: BOARD MEETINGS

Policy:

5.1 AGENDAS

- 5.1.1 Board Meetings will follow a Consent Agenda format and it is the responsibility of the Chair to ensure an agenda is made for each meeting. The starting and estimated finishing time should be included in the agenda.
- 5.1.2 Copies of the consent agenda and attachments are to be made available to the Board members in advance of the meeting not later than the 5 calendar days in advance of the meeting
- 5.1.3 Board approval of the agenda will be required at the beginning of each meeting.
- 5.1.4 Agenda items should be consistent with the job functions of the Board. As it is the Board's agenda, the Board should be the initiator of what information it would like to receive and what reports it would like to have presented at its meetings with input from the CEO.

PROCEDURE:

Consent Agenda versus Meeting Agenda

At every Board meeting, at least a few items come to the agenda that do not need any discussion or debate because they are routine procedures or are already unanimous consent. A consent agenda (Roberts Rules of Order calls it a consent calendar) allows the Board to approve all these items together without discussion or individual motions. Depending upon the organization, this can free up anywhere from a few minutes to a half hour for more substantial discussion.

Typical consent agenda items are routine, procedural decisions, and decisions that are likely to be noncontroversial. Examples include:

- Approval of the minutes;
- Final approval of proposals or reports that the Board has been dealing with for some time and all members are familiar with the implications;
- Routine matters such as appointments to committees;
- Staff appointments requiring Board confirmation;
- Reports provided for information only;
- Correspondence requiring no action.

A consent agenda can only work if the reports and other matters for the meeting agenda are known in advance and distributed with the agenda package in sufficient time to be read by all members prior to the meeting.

At the beginning of the meeting, the chair/president will ask Board members what items they wish to be removed from the consent agenda and discuss individually.

- If any director requests that an item be removed from the consent agenda, it must be removed. Directors may request that an item be removed for any reason. They may wish, for example, to discuss the item, to query the item, or to register a vote against the item.
- Once it has been removed, the chair can decide whether to take up the matter immediately or place it on the regular meeting agenda.
- When there are no more items to be removed, the chair or secretary reads out the numbers of the remaining consent items. Then the chair states: "If there is no objection, these items will be

adopted.” After pausing for any objections, the chair states “As there are no objections, these items are adopted.” It is not necessary to ask for a show of hands.

- When preparing the minutes, the Secretary includes the full text of the resolutions, reports or recommendations that were adopted as part of the consent agenda.

The consent agenda typically appears at the beginning of the regular meeting. This allows any items to be removed from the consent agenda and placed into the regular meeting agenda for discussion and action. As with all other decisions, a quorum must be present to make any and all decisions legitimate and binding.

Once the consent agenda items have been handled, the Board meeting will then cover regular agenda items. The items on the meeting agenda should be collaboration between the Board and senior staff. Typically, staff will put the meeting agenda together as per the Board’s work plan and circulate a draft copy with the Board package approximately one week prior to the Board meeting. The President/Chair will ask (as per Roberts Rules of Order) if there are any submissions or changes to the meeting agenda. The meeting agenda will be approved during the first portion of the meeting.

5.2 REGULAR BOARD MEETINGS:

- 5.2.1** Minutes will be taken for all meetings and a draft copy will be distributed to the Board as quickly as possible.
- 5.2.2** Time shall be scheduled at every regular meeting for comments or questions on any topic related to the Board’s governance.
- 5.2.3** Board meetings may be attended by a chamber member, however the member, unless having sought and been granted delegate status, does not participate in the meeting in any way. The public and delegations may apply in advance to be an agenda item. In special circumstances the Chair has the authority to alter this process.
- 5.2.4** The Chair shall intervene and terminate any presentation which is not orderly, or is defamatory or abusive in nature.
- 5.2.5** In-camera meetings may be scheduled at the end of every Board Meeting

5.3 ANNUAL GENERAL MEETINGS

- 5.3.1** The date, time and location of the Annual General Meetings (AGM) shall be set by the President and Chief Executive Officer in consultation with the Board.
- 5.3.2** The election of Board members will occur at the AGM in accordance with the requirements of the By-laws of the Chamber.

PROCEDURE:

- Ballots will be sent to all members in good standing, one vote per member
- In the event of a tie vote, the winner will be the candidate whose organization has been a Chamber member the longest.

SECTION 6: COMMUNICATION

6.1 CHAMBER SPOKESPERSON (see complete Communications PLAN in Appendix E)

Policy:

When communicating on behalf of the Greater Nanaimo Chamber of Commerce, the spokesperson should be cognizant of the fact that they are communicating on behalf of the members of the Chamber and should not express personal, professional or political views unless qualified as such.

- 6.1.1** The CEO, or Delegate, will communicate to external groups, with the exception of City Council, Regional District Board or meetings with senior elected officials, on behalf on the Greater Nanaimo Chamber of Commerce. The CEO may elect to consult with the Executive Committee.
- 6.1.2** The best way to control the message that the media receives is to have the CEO, or the CEO's Delegate as the primary spokesperson for the organization. Others can "act" as a spokesperson, but only at the discretion of the aforementioned individuals, see exceptions noted in Section 3.2 Political Activities and Engagement.

6.2 COMMUNICATION WITH MEMBERS

POLICY:

The Board will act in a manner that emphasizes accountability to the membership of the organization to which it is responsible for service. To that end the Board will develop communication policies and practices, which support the goal of achieving an informed public and membership. These will include:

- 6.2.1** Holding its meetings in public (see policy re Regular Meetings) except for discussion of some matters that, of necessity (see policy re In-Camera Meetings), must be addressed in an in-camera forum.
- 6.2.2** Holding an annual open meeting to report to the membership and the public.
- 6.2.3** Develop communication links with various community groups to provide opportunity for comment on issues of concern to them.

6.3 COMMUNITY PARTNERS

POLICY:

The Board may invite Community Partners to attend Board meetings on a predetermined schedule or at the discretion and request of a Community Partner. Community Partners do not attend the Chamber business portion of the Board of Directors meetings.

PROCEDURE:

- Such stakeholders could include, but not be limited to, the City of Nanaimo, Nanaimo Economic Development Corporation, Port Authority, Airport Commission, Vancouver Island Real Estate Board (VIREB), Vancouver Island University, Downtown Nanaimo BIA.
- Community Partners will be invited to attend Chamber Board Meetings on a schedule determined by the Board.

SECTION 7: ORGANIZATION

7.1 ORGANIZATIONAL STRUCTURE

POLICY:

The Chamber, like all not-for-profit organizations has two main components: governance and operations management. Each is integral to its life and work. Governance relates to vision and the translation of vision into policy. It is about “creating the future, not minding the shop” according to John Carver. Operations management relates to implementing Board policy – that is managing the organization. As well, operations management carries out the day-to-day activities of the organization.

7.1.1 President and Chief Executive Officer

The President and Chief Executive Officer of the Chamber is the senior staff member who is responsible for implementing the policies and priorities created by the Board and management of the organization. The President and Chief Executive Officer reports directly to the Board of Directors.

7.1.2 Chamber Staff

The President and Chief Executive Officer is responsible for staffing. Directors do not have the authority to direct staff members. This does not preclude Board members from talking with and discussing matters with appropriate staff directly.

7.2 ROLE OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

POLICY:

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

7.2.2 The CEO is an Ex-Officio member of all Board committees

7.2.3 The President and Chief Executive Officer will direct all fundraising efforts for the Chamber and should not perform fundraising duties for any other organization without Board approval.

PROCEDURE:

The President and Chief Executive Officer:

- ◆ is responsible for performing all duties as assigned by the Board or the Executive Committee
- ◆ implements approved Board strategic directions and policies
- ◆ is responsible for the day to day operations of the chamber
- ◆ manages the property, business, and affairs of the chamber
- ◆ manages all fiscal matters, including working with the Treasurer to prepare and submit the annual budget for approval by the Board of Directors;
- ◆ submits monthly statements on income and expenses
- ◆ employs and supervises all staff necessary to carry on the work of the Chamber
- ◆ maintains positive relationships within the Chamber, its members, various levels of government, media, and the broader community
- ◆ represents the Chamber, or ensures appropriate representation at community partner or other public events where a Chamber presence is desirable

7.3 DELEGATION TO THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

POLICY:

The tasks of implementation and operational policy development, based on Board policies, belong to the President and Chief Executive Officer and:

- 7.3.1** The Board delegates the authority to the President and Chief Executive Officer to operate the organization under its jurisdiction according to its policies.
- 7.3.2** The Board will make policies in consultation with the President and Chief Executive Officer regarding finances and programs.
- 7.3.3** The Board delegates to the President and Chief Executive Officer authority on all operational decisions in accordance with the policies and procedures and budget previously approved by the Board.
- 7.3.4** The President and Chief Executive Officer will implement the policies of the Board within existing legislation and abide by the By-laws of the Chamber.
- 7.3.5** Authority to staff is granted through the President and Chief Executive Officer and staff authority and accountability is wholly vested in the President and Chief Executive Officer. The Executive Committee may request appointment of a chief financial officer and the Treasurer shall be empowered to work directly with that person.
- 7.3.6** To operate effectively in realizing the directions and guidelines set out by its policies, the Board authorizes the President and Chief Executive Officer to establish all further policies, make relevant and necessary decisions, develop and implement activities and actions such that they will be considered to be consistent with any reasonable interpretation of the Board's policies.
- 7.3.7** Authority over the President and Chief Executive Officer is held by the whole Board, not individuals, task forces or Board officers. These may request information or assistance from the President and Chief Executive Officer but s/he may refuse these if in his/her judgment the request is disruptive or requires staff time or dollars not allocated for these requests.

7.4 PRESIDENT AND CHIEF EXECUTIVE OFFICER - BOARD REPORTING

POLICY:

- 7.4.1** Clear lines of communication and reporting are essential for a smooth flow of information and feedback between the President and Chief Executive Officer and the Board. Accordingly, the Board and the President and Chief Executive Officer will adhere to the following principles and procedures:
 - ◆ The President and Chief Executive Officer reports to the Board as a whole.
 - ◆ The Board Chair may meet with the President and CEO as needed.

7.5 PRESIDENT AND CHIEF EXECUTIVE OFFICER/BOARD COMMUNICATION

POLICY:

- 7.5.1** With respect to providing information and counsel to the Board, the President and Chief Executive Officer will provide such information as required so that the Board is adequately informed. Accordingly the President and Chief Executive Officer will act as the conduit through which personnel may report to the Board.

PROCEDURE:

- ◆ Make every effort to ensure that the Board is fully informed on all relevant matters, trends, anticipated adverse media coverage, material external and internal changes and particularly changes in the assumptions upon which any Board policy has previously been established.
- ◆ Ensure that staff and external points of view on issues are fully communicated to the Board.
- ◆ Submit monitoring data specified by the Board in an accurate and timely fashion.
- ◆ Except for fulfilling individual requests for information, deal with the Board as a whole.
- ◆ Submit to the Board information and advice that:
 - ◆ Is objective and timely;
 - ◆ Has no significant gaps in completeness and accuracy, and;
 - ◆ In matters of material importance, will allow the Board to make informed choices from the options available to it.
- ◆ Comply with requests for information from the Board as a whole.
- ◆ Report actual or anticipated noncompliance with any policy of the Board.

7.6 PRESIDENT AND CHIEF EXECUTIVE OFFICER RECRUITMENT, SELECTION, COMPENSATION & TERMINATION

POLICY:**7.6.1 RECRUITMENT OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER**

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

- 7.6.1.1** adhere to the provision of the Human Rights Act of British Columbia, Employment Standards Act (BC) and the Canadian Charter of Rights and Freedoms
- 7.6.1.2** Establish the criteria and qualifications they require of someone filling the position of President and Chief Executive Officer.
- 7.6.1.3** Agree on the process that will be used to recruit, screen, and interview, select and engage an individual from among qualified candidates.

7.6.2 SELECTION OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

- 7.6.2.1** At their discretion, appoint a task group of the Board for the candidate recruitment and preliminary screening process; however, as the successful candidate will be reporting to the whole Board, the whole Board will interview the 3-4 short listed candidates that most closely satisfy the Board's requirements.
- 7.6.2.2** The Board as a whole will select the candidate to whom an offer of employment will be made.

7.6.3 COMPENSATION OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

- 7.6.3.1** The Board will establish a compensation and benefits package for the President and Chief Executive Officer that
 - ◆ enables the Chamber to attract and engage a senior executive with the qualifications, experience and competence required for the position
 - ◆ is competitive for similar positions in comparable circumstances

- ♦ adheres to fair and equitable employment standards and practices
- ♦ clearly establishes the process and criteria for increases during the period of the President and Chief Executive Officer's contract

7.6.3.2 A decision to alter the President and Chief Executive Officer's contractual arrangement with the Board must be made by the whole Board.

7.6.3.3 Adjustments to remuneration resulting from a performance evaluation shall be aligned with the business year being January 1 to December 31 of each year and shall be retroactive, to January 1 of the current calendar year, when the evaluation is finalized after January 31st of that year.

7.6.4 TERMINATION OF THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

7.6.4.1 A decision to end the President and Chief Executive Officer's employment with the Board must be made by the Board as a whole and not by an individual or task force acting on behalf of the Board.

7.7 PRESIDENT AND CHIEF EXECUTIVE OFFICER PERFORMANCE REVIEW

POLICY:

7.7.1 The Board considers President and Chief Executive Officer's performance and organizational performance to be one and the same.

7.7.2 The monitoring and evaluation of President and Chief Executive Officer's performance will be against:

- ♦ Accomplishment of the Board's strategic plan and other specific goals
- ♦ Meeting budgetary commitments and exercises all necessary control to sustain Chamber operations within approved budgets
- ♦ Operation within the guidelines and boundaries set out in the Organization section of this Policy & Procedures Manual

7.7.3 The Board may delegate the formal review process of the President and Chief Executive Officer to the Executive Committee. This committee shall report the results of all performance reviews to the Board for ratification.

PROCEDURE:

- ♦ The Board will conduct a formal President and Chief Executive Officer performance evaluation annually
- ♦ The Board will establish a formal process, timeframe and criteria for this function
- ♦ Inform the President and Chief Executive Officer, at the beginning of each year, of the review and evaluation process that will be followed, and of the criteria that will be used for assessing performance and making adjustments to his/her compensation & benefits.
- ♦ In the circumstance where a new goal is added, the President and Chief Executive Officer shall be notified in writing and the criteria shall be added to the performance metric.
- ♦ The Board shall ratify the performance reviews of the President and Chief Executive Officer, based upon the recommendations and results of the Executive Committee's review. Upon ratification, the Chair of the Executive Committee shall meet personally with the President and Chief Executive Officer to deliver the results of the performance reviews

- ♦ Adjustments to remuneration shall be aligned with the business year being January 1 to December 31 of each year and shall be retroactive, to January 1 of the current calendar year, when the evaluation is finalized after January 31st of that year

7.8 EMERGENCY EXECUTIVE REPLACEMENT

POLICY:

7.8.1 The President and Chief Executive Officer will ensure that at least one Board executive and one staff member are familiar with Board and President and Chief Executive Officer issues and processes.

7.8.2 The Board will appoint a temporary replacement in the event of sudden loss of the President and Chief Executive Officer's services.

7.9 PRESIDENT AND CEO/EMPLOYEE RELATIONS

POLICY:

7.9.1 With respect to personnel, paid and volunteer, the President and Chief Executive Officer will adhere to the provision of the Human Rights Act of British Columbia, WorkSafe BC's Bullying and Harassment policies, Employment Standards Act (BC) and the Canadian Charter of Rights and Freedoms.

7.10 FINANCIAL PLANNING/BUDGETING

POLICY:

Annual operational budgeting for any fiscal period will substantially follow the Board's priorities, show a generally acceptable level of foresight and will not place the organization at financial risk.

Accordingly the President and Chief Executive Officer will:

7.10.1 Ensure the provision of operational and capital financial plans, which contain sufficient detail to enable accurate projection of revenues and expenses, separation of capital and operational items, cash flow and subsequent audit trails, and disclosure of planning assumptions.

7.10.2 Ensure that the budget is derived from the organization's strategic and operational plans.

7.10.3 Include within the budget sufficient funds annually for Board prerogatives such as costs of fiscal audit, Board development, Board and task force meetings and Board legal fees.

7.10.4 Present a balanced budget unless authorized otherwise by the Board

7.10.5 Submit to the Board for its consideration and discussion, at least two months prior to the beginning of each fiscal year, the proposed operating and capital budgets for that fiscal year. The fiscal year of the Chamber is the calendar year.

7.11 FINANCIAL MANAGEMENT

POLICY:

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

Accordingly, the President and Chief Executive Officer will:

- 7.11.1** Maintain all activities, priorities and programs within the approved financial plans/budgets. No authority exists for expenditures not approved in the budget, however the President and CEO may seek approval of an expenditure in consultation with the Treasurer.
- 7.11.2** Maintain cash flow in an amount needed to settle payroll and debts in a timely manner.
- 7.11.3** Pay or file all taxes and other government-ordered payments in a timely and accurate manner.
- 7.11.4** Allocate funds to maintain Board priorities.
- 7.11.5** Report to the Board any projected budget shortfall at the next Executive/Board meeting and be governed by their direction.
- 7.11.6** Make expenditures within the following parameters:
 - ~ Any goods or services costing more than \$5,000.00, or of duration lasting longer than one year with a minimum total cost of \$5,000.00 including all fees and taxes, shall require a request for proposal. The advertising of such request for proposal shall be at the discretion of the CEO, however, the CEO shall give general notice of the competition to Chamber Members by any of the communications vehicles used by the Chamber
 - ~ Any goods or services costing less than \$5,000.00 may be purchased by way of contract or invoice at the discretion of the CEO providing such expenditure was approved in the annual budget or additional Board approval has been received. The CEO shall attempt to use Chamber Members where possible for the supply of goods and services.
 - ~ Selection of providers of goods or services may be determined having regard to the provider that gives the best value to the Chamber. Price of the goods or services will be only one of the factors considered when determining the best value to the Chamber.
- 7.11.7** Seek Board approval prior to the use of any Long Term Reserves.
- 7.11.8** Ensure any single investment or bank account balance does not exceed the CDIC limit.
- 7.11.9** Will submit to the Board on a monthly basis a 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.
- 7.11.10** Ensure that organization-issued cheques have two signatures; that of the President and Chief Executive Officer and an officer of the Board; the President and CEO and the General Manager; or two officers of the Board, with designated signing authority.
- 7.11.11** Will follow generally accepted bookkeeping and accounting principles with respect to the financial management practices and procedures of the organization.

7.12 SCHOLARSHIP AND COMMUNITY BENEFITS FUND

Policy

7.12.1 The Chamber collects monies from the optional investment on member's renewal invoices, as well from other fundraisers throughout the year. The goal of this fund is to:

- contribute to the post-secondary education of public school students within the Nanaimo region,
- contribute to increased high school participation and graduation rates within the Nanaimo region
- contribute to efforts to assist in the integration of immigrants to Nanaimo community.
- Any disbursements from the monies collected must be approved by the Board.

Procedure

- Requests for contributions from the Scholarship Fund are received in the office and referred to the Education Committee for recommendation to the Board as appropriate. Each request shall be evaluated on its own merit and justified to the Board when seeking approval. Prior approval of a grant to an organization does not mean subsequent approval is automatic.
- If recommended by the Education Committee, the request will be presented to the Board at the next regular meeting. Upon Board approval the contribution will then be made. The CEO shall publish to the members the value of the contribution and the name of the agency receiving same.

7.13 RISK MANAGEMENT - ASSETS

POLICY:

The President and Chief Executive Officer will engage in risk management practices that prevent the Chamber assets from becoming unprotected, inadequately maintained or unnecessarily risked.

Accordingly, s/he will take appropriate steps to:

- 7.13.1** Insure against theft and casualty losses to at least 80 percent replacement value, and Insure against liability losses to Board directors, staff or the organization itself in an amount at least equal to the average from comparable organizations.
- 7.13.2** Protect building and equipment from improper wear and tear or insufficient maintenance. Advise the Board annually of financial needs respecting the maintenance, upgrade, disposal or replacement of real property.
- 7.13.3** Protect the organization, its Board or staff from claims of liability. If any claims are made, advise the Executive Committee immediately upon being informed of such action, and advise the Board of Directors accordingly. The CEO shall report the status of any actions at all Board meetings until such time the action is dispensed with.
- 7.13.4** Ensure that all expenditures or commitments to make expenditures comply with Board policies.
- 7.13.5** Receive, process and disburse funds under controls sufficient to meet the Board-appointed auditor's standards.
- 7.13.6** Invest or hold operating capital in compliance with Board policy (see Financial Management)
- 7.13.7** Acquire, encumber and dispose of real property in accordance with Board guidelines.
- 7.13.8** Ensure that there are adequate controls in place to protect the organizations' assets.

7.14 EMPLOYEE SALARY AND PERQUISITES

POLICY:

7.14.1 With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the President and Chief Executive Officer will avoid financial risk or negative public image. The overall salary and benefit budget is part of the annual budget submitted for approval by the Board.

7.15 CONTRACTORS' COMPENSATION

POLICY:

With respect to contracting services to consultants, specialists, contract workers, and volunteers, the President and Chief Executive Officer will preserve the fiscal integrity and public image of the Board.

Accordingly, the President and Chief Executive Officer will ensure that:

- 7.15.1** Self-dealing and conduct of private business or personal services between the Chamber and the President and Chief Executive Officer, his/her family or private business associates will be procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
- 7.15.2** S/he will not use his/her position to obtain employment within the organization for family members or close associates.
- 7.15.3** The Chamber does not enter into agreements with parties known to have a poor reputation or known to have engaged in questionable professional or business practices.

7.16 PHILOSOPHY OF MANAGEMENT / LEADERSHIP

POLICY:

The Board believes that the staff and volunteers of the organization are a talented and rich resource who make a significant contribution to their areas of responsibility and that also possess knowledge, creativity, and experience that can be of benefit to achieving the vision and outcomes of the organization.

PROCEDURE:

Accordingly the President and Chief Executive Officer will:

- 7.16.1** Create an organizational culture and environment that provides opportunities for staff and volunteers to contribute their talent, knowledge and expertise to organization or system wide planning and decision making.
- 7.16.2** Foster a positive and cooperative staff / management relationship that emphasizes collaboration, trust, partnership and mutual benefit problem solving and decision making.
- 7.16.3** Develop an organizational structure that is open and addresses the management and administrative needs of the organization and that is characterized by flexibility, fiscal prudence, relevance to function and that places decision-making authority in the hands of those people who have the responsibility and accountability for the consequences of the decisions.
- 7.16.4** Engage in decision-making practices that are based on the best available evidence and consultation and input from those most likely to be affected or impacted by the decisions.
- 7.16.5** Create an organizational culture and environment characterized by open, honest and effective communication; trust and mutual respect among all persons working in the organization; and, a sense of pride in their work and in being part of an effective and relevant enterprise.

7.17 ACCREDITATION

POLICY:

- 7.17.1** The Board recognizes the value of accreditation in strengthening its agencies and services, and in identifying areas that need change.

7.17.2 Accordingly, the President and Chief Executive Officer may pursue appropriate accreditation as approved by the Board.

7.18 MEMBERSHIP

POLICY:

The Board recognizes that members are the driving force behind the Chamber movement and that they are representative of the core values of the Chamber. As such all members are entitled to fair and equitable treatment.

Accordingly, the President and Chief Executive Officer will:

- 7.18.1** Establish procedures governing the confidentiality, disclosure safekeeping and retention and eventual disposition of all pertinent records over which the Board has jurisdiction in compliance with the freedom of information and privacy legislation of the province of BC.
- 7.18.2** Membership fees will be payable at the time of joining and in accordance with fee schedules established and approved by the Board from time to time.
- 7.18.3** The Chamber has a 30-60-90 day policy regarding non-payment of membership dues. If any member does not pay their membership within 90 days from date of invoice, then their membership will be terminated for non-payment. Any member whose membership has been terminated for non-payment will be re-instated following receipt of full payment of their current and outstanding membership fees.

7.19 MEMBERSHIP BENEFITS

POLICY:

- 7.19.1** Membership benefits may be provided in accordance with benefit packages as established from time to time.
- 7.19.2** The following will apply to the Chamber's advertising service:
 - As a service provided solely to its members the Chamber may, but is not required to, provide advertising through the Chamber's communication network.
 - If the Chamber elects to provide this service to its members, the service will only be provided on the following conditions:
 - ~ Only the member's business may be advertised;
 - ~ The member must pay the current fee, plus applicable value added tax;
 - ~ The member must supply the Chamber office with their own digital advertisement, sent electronically in order to facilitate email;
 - ~ Advertisements will be booked on a first come, first served basis;
 - ~ Email blasts are limited to two per year per company, not to be run consecutively; additional insertions will be considered subject to availability.
 - ~ Other forms of advertising are available subject to availability, such as newswire advertising.
 - ~ As the Chamber is a non-partisan organization, no political advertising will be allowed for either parties or candidates.

- Under exceptional circumstances, special consideration to non-members for emails will be considered under the following conditions and at the discretion of the President and Chief Executive Officer:
 - ~ A non-profit society or association wishes to advertise an event or fundraising campaign;
 - ~ The aforesaid event or campaign benefits the entire community;
 - ~ The organization, event or campaign is not controversial;
- The Chamber reserves the right to refuse advertising. Advertisers may be required to release the Chamber from all liability for errors or omissions and for any consequences arising therefrom.

7.20 REQUESTS FOR ADVOCACY

POLICY:

7.20.1 The Greater Nanaimo Chamber of Commerce endeavors to be the voice of business for our city to all levels of government. Accordingly a request for advocacy made to the Chamber by a Member will not be undertaken by the Chamber unless:

- To do so will not be detrimental to other Chamber members.
- It is a reasonable request.
- Is at the discretion of the Chair & President/CEO

7.21 ATTENDANCE AT PROVINCIAL AND CANADIAN AGM

POLICY:

7.21.1 The Chair, Policy Chair and President and Chief Executive Officer may attend the Canadian Chamber of Commerce AGM and the BC Chamber of Commerce AGM each year.

7.21.2 The Chamber may pay directors' fees for conference registration, travel, per diem and hotel expenses for both the BC and Canadian Chambers of Commerce AGMs.

PROCEDURE:

- ◆ The Chamber shall pay for transportation to the conferences at the CRA rate per km or the airfare and taxi. The Chamber encourages the most cost effective travel mode. Where Directors are driving they should travel together when it is reasonable to do so.
- ◆ Receipts must be submitted to the Chamber office.

Appendix A
By-laws and Constitution

ARTICLE 1.0 – NAME

- 1.1 The name of this organization shall be the Greater Nanaimo Chamber of Commerce.

ARTICLE 2.0 – PURPOSES

The Greater Nanaimo Chamber of Commerce is organized for the following purposes:

-
- 2.1** To enhance and advance the commercial, industrial, civic and general trade interests of the City of Nanaimo and its surrounding area;
- 2.2** To undertake an active leadership role in the community by initiating, coordinating and developing programs for the benefit of the business community;
- 2.3** To encourage communication between private and public sectors, business and labour;
- 2.4** To be a representative of the business community and speak on behalf of the business community to all levels of government and other community organizations.
- 2.5** The Chamber shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

ARTICLE 3.0 – INTERPRETATION

In these bylaws unless otherwise specified:

- 3.1** “The Chamber” shall mean the Greater Nanaimo Chamber of Commerce.
- 3.2** “The Board” shall mean the Board of Directors of the Greater Nanaimo Chamber of Commerce.
- 3.3** “The Executive” shall mean the Executive Committee of the Board of Directors of the Greater Nanaimo Chamber of Commerce.
- 3.4** “The Chair” refers to the person elected or appointed to the office of Chair – the lead volunteer of the Chamber. This is defined as “President” in the Board of Trade Act.
- 3.5** “The Chair Elect” refers to the person elected or appointed to that office and is a volunteer of the Chamber. This position is referred to as the “Vice President” in the Board of Trade Act.
- 3.6** “President and CEO” refers to the person appointed by the Board of Directors to the office of President – the lead paid employee of the Chamber.
- 3.7** Reference to “publication” includes any or all publications of the Greater Nanaimo Chamber of Commerce including the Chamber website and electronic publications.
- 3.8** “Good standing” refers to the requirement that members must be current in their payment of membership dues and other assessments, and, abide by the Code of Ethics of the Greater Nanaimo Chamber of Commerce.

And wherever the singular or masculine is used it shall be interpreted as meaning the plural or feminine or visa versa where the context so requires.

ARTICLE 4.0 – MEMBERSHIP

4.1 ELIGIBILITY

All persons, businesses, corporations or organizations, which support the objectives of the Chamber, shall be eligible for membership, subject to the approval of the Board.

4.2 CLASSIFICATIONS

The membership shall be divided into the following classes:

4.2.1 General Member - Any reputable person, business, corporation or organization who has an interest in business in the Greater Nanaimo area.

4.2.2 Honourary - Any person appointed by the Board of Directors for such term as the Board may decide in recognition of their contribution to the business community or service to the public.

4.3 MEMBERSHIP APPLICATION

Applications for membership shall be made in writing in a form approved by the Board of Directors and shall be signed by the applicant giving his mailing address, which address shall become his or her registered address subject to change from time to time. The application shall contain an agreement on the part of the applicant that he will adhere, if accepted, to its bylaws, rules and regulations.

4.4 HONOURARY MEMBERS

Shall be entitled to the privileges of membership without payment of annual dues but shall not be entitled to vote at meetings of the members or hold elected office. Honourary life members may be appointed by the Board of Directors as ex-officio members of the Board but shall not be entitled to vote at meetings of the Directors.

4.5 TERMINATION OF MEMBERSHIP

4.5.1 Any member failing to pay dues within three months from the date of the membership billing notice shall cease to be a member in good standing of the Chamber.

4.5.2 The Board may by a majority vote remove from the roll of members any member who, in the opinion of the Board, commits any action contravening the bylaws of the Chamber or who, in the opinion of the Board, is guilty of conduct unbecoming to a member of the Chamber. The decision to terminate shall be entered upon the records of the Board and shall be the final determination of the matter.

4.6 EFFECT OF TERMINATION

Upon termination of membership for any cause, or failure to pay dues as per Article 4.5.1, all rights held under that membership shall cease forthwith and all interest in the property of the Chamber of that member ceasing to be a member shall revert to the Chamber.

ARTICLE 5.0 – DUES

- 5.1** The membership fee shall be fixed and prescribed by the Board and shall be payable annually, in addition to any initiation fee that may be determined by The Board. The membership will be advised of any changes by way of by the Chamber or by way of a general membership mailing.
- 5.2** Initial payment of dues shall accompany the application for membership and are payable annually thereafter.

ARTICLE 6.0 – MEETINGS OF MEMBERSHIP

6.1 ANNUAL GENERAL MEETINGS

The Chamber shall convene a general meeting each year to be made known as the ***Annual General Meeting***. The date, time and location of the Annual General Meeting shall be fixed by the Board.

6.2 NOTICE OF ANNUAL GENERAL MEETINGS

Notice of the date of the Annual General Meeting shall be given to the membership by publication by the Chamber and/or electronically, at least thirty (30) days prior to the date of such meeting.

6.3 SPECIAL GENERAL MEETINGS

Special General Meetings may be called at the discretion of the Chair of the Board of Directors of the Chamber. The Chair shall when requested in writing by any three (3) members of the Board or by ten (10) members in good standing of the Chamber, call Special General Meetings of the membership. Notice of date and location for such meetings shall be by publication by the Chamber and/or electronically at least fifteen (15) days prior to the date of such meetings.

6.4 QUORUM

Thirty (30) members in good standing of the Chamber shall constitute a quorum at all meetings of the membership.

6.5 VOTING PRIVILEGES

A General member in good standing shall be entitled to one vote.

ARTICLE 7.0 - BOARD OF DIRECTORS

7.1 NUMBER AND TERM

The policy and administration of the Chamber, the direction of its work and the control of its property shall be vested in a Board of Directors consisting of 11 - 15 elected members. Directors shall be elected for a term of two (2) years and are eligible for re-election to 2 subsequent terms, or subsequent terms of one to two (1-2) years as may be extended under by-law Section 7.1.1 below.

7.1.1 No Director shall be eligible to be elected to serve for more than three consecutive full terms, not including any partial term filled in accordance with sections 4 and 8. If any Director shall, during the last year of the third consecutive term, fill the office of Chair, Vice Chair or Treasurer, that Director may continue as a Director for a period of up to two (2) years, subject to the approval of the Board.

7.2 QUALIFICATIONS

Only General members in good standing shall be entitled to be elected and serve as Directors. He/she shall also be a member in good standing throughout his/her term as a member of the Executive. Any person in the position of Director that is deemed not in good standing vacates their position on the Board of Directors for the remainder of their term.

A Director of the Chamber of Commerce may be subject to suspension or removal if it appears to the Board of Directors that he/she has conducted himself/herself in an unbecoming manner, or when it is felt that allowing him to remain as a Director would bring discredit to the Chamber of Commerce.

No employees, directly or indirectly, of the Chamber shall be entitled to be an elected Director.

Any Director or Officer wishing to announce that they will be a candidate for publicly-elected office must take a leave of absence from the Board prior to announcing their intention to be a candidate for publicly-elected office and, if elected, must resign from the Board.

7.3 ELECTIONS

New Directors shall be elected in the place of those retiring in accordance with the procedural provisions of these bylaws. An election may be by acclamation or by ballot.

7.4 MEETINGS

The Board shall meet at regular intervals, to be determined by the Board. Absence of a Director from three (3) consecutive meetings without a written valid excuse to the Executive Secretary, accepted by the Board, shall at the discretion of the Board be considered as a resignation. Board voting may be conducted by show of hands or by means of facsimile, electronic mail and shall be deemed official, as long as the vote is conducted by the same procedures as Board meeting votes and a record of the returned votes are filed accordingly.

7.5 In-Camera Sessions

An In-Camera Session may occur during any Board or Executive Meeting when it is determined that the discussion would involve topics that must have restrictions on who may be in attendance; no other topics shall be discussed during the In-Camera Session. An In Camera Session may be scheduled in the regular meeting agenda or may be added on a successful motion by any Officer or Director. The Chair shall determine and announce who will remain in attendance during the In-Camera Session. Only the votes of those members in attendance are valid.

Decisions made during an In-Camera Session and, where appropriate, the factors considered in deciding to hold the Session In-Camera may be recorded in separate minutes. The Board or Executive may decide, on a case by case basis, whether separate minutes of an In-Camera Session shall be kept. The Executive Secretary should be part of the Session to keep the minutes unless the circumstances require that he/she also be absent. In the Secretary's absence the Chair is responsible for ensuring that an appropriate record of the Session is kept. If kept, minutes of an In-Camera Session shall be kept confidential and held separately, with any materials considered at the Session, unless or until it is determined that confidentiality no longer applies, in which case they should become part of the record in the ordinary course.

7.6 SPECIAL MEETINGS

A special meeting of the Board may be called at any time by the Chair or by any three (3) Directors. Notice in writing of the meeting and the purpose thereof shall be given to every Director not less than three (3) days prior to the date of the meeting.

7.7 QUORUM

A simple majority of the Board shall constitute a quorum at any meeting of the Board.

7.8 VACANCIES

Where a person ceases to be a Director of the Board for any reason prior to the expiry of his two year term, the Board may appoint another member of the Chamber to fill the vacancy for the remainder of the term.

7.9 COMMITTEE LIAISON

The Board Chair is a non-voting member of all Chamber Committees, however, the Chair may appoint a member of the Board to be an ex-officio member of each standing and special committee where the chairmanship of such committee is not held by a Director. The Chair or designate of each committee shall report the activities of the committee to the Board as required by the Board for information or action. The Chair of each committee shall be approved by the Board.

7.10 COMMITTEES

The Board shall authorize the establishment of committees as it deems necessary to accomplish the work and further the objectives of the Chamber. Terms of Reference defining the purpose of the committee shall be submitted to and approved by the Board of Directors. The Chair or his/her designate shall appoint all members of the committees. Committee members serve at the will of the Board. Committee members shall receive no remuneration.

Such committees shall continue in existence as long as authorized by the Board of Directors. Should a committee fail to discharge the duties assigned to it with reasonable promptness or violate any provision of the bylaws or directions of the Board, such committee may be discharged by the Chair and ratified by the Board who may thereupon authorize a new committee in the manner prescribed by the provisions of this section.

7.11 RULES

The Board shall have the power and authority to make, alter, amend and enforce rules for its own governance, and shall have the power to decide all questions not governed or determined by the bylaws and/or the Board of Trade Act.

7.12 EXECUTIVE COMMITTEE

In the interim between meetings of the Board, the Executive Committee shall control the routine business of the Chamber. The Executive Committee shall consist of the Chair, the Chair Elect, the Vice Chair, the Treasurer, the Executive Secretary and the Past Chair. The President and CEO is a non-voting member of the Executive Committee. It shall have a general supervision and shall have authority to order disbursement for necessary expenses, and may grant a reasonable amount of money for special work, provided such amount shall not exceed the budget allowance for such work, or the emergency fund, as previously approved by the Board.

7.12.1 Meetings - Meetings of the Executive Committee shall be held at any time and place as determined by committee members, provided that 48 hours written notice is provided to each member.

7.12.2 Quorum - Not less than 3 members of the Executive Committee shall constitute a quorum.

7.13 FINANCE AND BUDGET

The Board shall receive and consider the annual budget for each fiscal year. The President and CEO, with the treasurer, shall prepare the annual budget and present same to the Board. The Board shall adopt a budget and thereafter no indebtedness shall be incurred or expenditures made contrary thereto without approval by the Board.

7.14 FINANCIAL REVIEW ENGAGEMENT/AUDIT

The Board shall present their recommendation for an accounting firm for the ensuing year to the members at the Annual General Meeting. The members shall, by majority vote, appoint the accounting firm to review the accounts and the annual financial statements of the organization for report to the members at the next annual meeting. The accounting firm shall hold office until the next annual meeting. The remuneration of the accounting firm shall be fixed by the Board of Directors and shall be incorporated into the annual budget.

ARTICLE 8.0 – NOMINATIONS

8.1 NOMINATION COMMITTEE

Three (3) months in advance of the Annual General Meeting, the Chair shall appoint a Nominating Committee consisting of the Chair, the Past Chair and the President and CEO and one other member. The Nominating Committee shall endeavour to maintain a balance between term expirations so that no more than half the terms expire in any given year. Where more than one half of the Directors are required to be elected in any one year, the candidates, up to such one half, receiving the most number of votes, shall be elected for a two year term, with the balance to be elected for a one year term.

8.2 METHOD OF NOMINATION

The Nominating Committee shall call for nominations from the general membership in a manner and form approved by the Board of Directors. The Nominating Committee shall prepare a list of nominees from the membership at large. Nominations shall be based on a list of desired skills and expertise approved by the Board, for the office of Director to fill all vacancies on the Board of Directors.

8.3 REPORT OF NOMINATION COMMITTEE

The nominating committee shall announce the nominees at the regular Board of Directors meeting one month in advance of the Annual General Meeting. The Executive Secretary shall publish the slate of nominees in publication by the Chamber and/or electronically together with the date and location of the election.

ARTICLE 9.0 – ELECTION OF DIRECTORS

9.1 ELECTION BOARD

The Chair of the Board of Director shall appoint not less than three (3) members, who shall act as scrutineers at the election. The scrutineers so appointed shall consist of one (1) member of the Board and the remaining scrutineers shall be members in good standing of the Chamber. Scrutineers shall have supervision of the election and shall serve from the time of their appointment until the result of the election has been ascertained.

9.2 BALLOT

The ballot shall be printed as to give each voter an opportunity to designate his choice of candidates by a cross in a square at the left of the name of each candidate. The names of the candidates nominated shall be arranged in alphabetical order of surnames. One ballot shall be submitted to each authorized voter. Those nominees receiving the highest number of votes shall, depending upon the number of directors to be elected, be declared elected for a term subject to the provisions of Article 8.1.

9.3 VOTING

Balloting may be done by members of the Chamber by e-mail, fax or in person at the election meeting. The Board shall set a date in advance of the Annual General Meeting by which ballots, other than those cast at the annual meeting, must be received.

9.4 DETERMINATION OF THE VOTE

In the event it is necessary to break a tie vote in order to determine the election of nominees, the Board shall make the final determination of the process to break a tie.

ARTICLE 10.0 – OFFICERS

10.1 ELECTION

At a Board Meeting conveniently soon after the AGM election, those persons who are to serve as Directors for the ensuing year shall meet and elect a Chair Elect, a Vice Chair, an Executive Secretary and a Treasurer. Officer positions (excepting the Past Chair) are the

Chair, Chair Elect, the Vice Chair, the Treasurer, the Executive Secretary and hold office for one year and are elected by the Board of Directors each year. All of the officers, except the Past Chair, so elected must be elected members of the Board as per Articles 8 & 9.

Where a vacancy occurs, officers may hold their position until a replacement is made.

10.2 CHAIR

The Chair, subject to Article 10.1 hereof, shall preside at all the meetings of the Chamber and its Board. The Chair shall regulate the order of business at such meetings, receive and put lawful motions and communicate to the meetings that which he may think concerns the Chamber and shall vote only in the case of a tie. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide. It shall be the duty of the Chair to present a general report of the activities of the year at the Annual General Meeting of the Chamber.

10.3 CHAIR ELECT

The Chair Elect shall assist the Chair and act in the absence of the Chair. The Chair Elect, upon confirmation of the Board of Directors, assumes the role of Chair immediately following his/her term as Chair Elect. In the event that the Chair Elect chooses not to assume the Chair position, at the discretion of the Board, the Chair may be re-appointed for one (1) additional year or a new Chair may be chosen.

10.4 VICE CHAIR

The Vice Chair shall assist the Chair and the Chair Elect and shall act in the absence of the Chair and the Chair Elect presiding at meetings and otherwise performing the duties and functions their absence.

10.5 EXECUTIVE SECRETARY

The Executive Secretary shall ensure that all records and documents of the Chamber are properly maintained and where appropriate kept in the Chamber offices. The Executive Secretary is responsible to ensure that proper procedures are followed in accordance with the by-laws and rules established by the Board of Directors. The Executive Secretary shall perform as specified in the by-laws such other duties as may be assigned to him/her by the Board. The Executive Secretary shall be the custodian of the Seal of the Chamber.

10.6 TREASURER

The Treasurer shall be responsible for all funds of the Chamber, shall render an account of funds whenever called upon to do so by the Board and shall advise the Board on all matters of the Chamber finances. The Treasurer shall further be responsible for insuring that proper records are kept of the receipt and payment of Chamber funds and shall insure the timely completion of the annual audit and the presenting of the financial statements to the Annual General Meeting of the Chamber.

ARTICLE 11.0 – PRESIDENT AND CHIEF EXECUTIVE OFFICER

- 11.1** The Executive Committee shall employ a President and Chief Executive Officer (CEO) for the Chamber and to prescribe and direct the duties and to fix his/her salary and other remuneration. The President and CEO shall operate under an employment contract.
- 11.2** The Executive Committee shall have the power and authority to delegate such duties to the President and Chief Executive Officer as it may deem advisable from time to time and may transfer any or all clerical work of the Executive Secretary to the President and Chief Executive Officer.
- 11.3** The President and Chief Executive Officer shall have the power to employ such assistance as may be necessary in the conduct of the business assigned.
- 11.4** The President and Chief Executive Officer shall at all times be subject to overall authority and control of the Board and shall make reports of his/her activities at such times as the Chair may direct.
- 11.5** The President and Chief Executive Officer shall be responsible for the administration and management of the Chamber, shall cause to be kept the minutes of the proceedings of the Chamber and attend to the publication of its reports. The President and Chief Executive Officer shall perform such other functions as the Executive Committee may from time to time direct.

ARTICLE 12.0 – FINANCE/BUDGET

- 12.1** The Treasurer in conjunction with the Chief Executive Officer shall prepare a budget for each fiscal year.
- 12.2** The budget shall take into consideration the anticipated requirements of all phases of the Chamber operation.
- 12.3** The budget shall be submitted first to the Executive Committee and then to the Directors at the Board meeting held in January of each year, or at a meeting called especially for that purpose.
- 12.4** Should any extraordinary expenditure in excess of the approved budget be required, such expense shall only be made with approval of the Board.
- 12.5** The Treasurer or the Chief Executive Officer shall provide to each monthly meeting of the Board an accumulative and comparative written report of the Chamber finances.

ARTICLE 13.0 – BORROWING POWER

- 13.1** The Board shall have the power to borrow funds from a bank or other appropriate lending institute or from a person or persons to a maximum of twenty-five thousand dollars (\$25,000.00) without further approval of the members.

- 13.2** The members at a special general meeting called for that purpose may authorize the Directors to borrow in excess of the twenty-five thousand dollar limit.
- 13.3** Any borrowing authorized in excess of the twenty-five thousand dollar limit must be secured in such a manner so as not to endanger the annual operating financial requirements of the Chamber.
- 13.4** Documents to be signed in respect of any borrowing shall be signed by the Chair and such other Director as the Board may decide when authorizing the borrowing.

ARTICLE 14.0 – AMENDMENT

- 14.1** These bylaws may be amended by a majority vote of those present at any general or special meeting of the Chamber, provided notice of the proposed change shall have been mailed or sent electronically by the Executive Secretary to each member not less than fifteen (15) days prior to such a meeting. A majority of the votes cast shall control.

Appendix B
2015/ 2016 EXECUTIVE & DIRECTORS

EXECUTIVE

Chair	David Littlejohn	Living Forest Campground & RV Park 6 Maki Road Nanaimo, BC V9R 6N7 Tel: 250-619-0452 davidl@livingforest.com
Chair Elect	TBA	
Vice Chair	Greg Phillips	Johnston Franklin Bishop 210-3260 Norwell Dr. Nanaimo, BC V9T 1X5 Tel: 250-756-3283, cell: 250-886-6557 gp@jflaw.ca
Treasurer	Justin Schley	Quality Foods 1581 Alberni Hwy. Errington, BC V0R 1V0 Tel: 250-248-4004 justinschley@qualityfoods.com
Executive Secretary	Hilde Schlosar	Central Vancouver Island Multicultural Society 101 – 319 Selby St. Nanaimo, BC V9R 2R4 Tel: 250-753-6911, ext 2, cell: 250-668-0985 hschlosar@cvims.org
Past Chair	Marianne Turley	Turley's Florist 60 Terminal Ave. Nanaimo, BC V9R 5C3 Tel: 250-754-6344, cell 250-755-6905 Fax: 754-2191 marianne@turleysflorist.com

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Corry Hostetter, DNBIA
Sasha Angus, NEDC
David Witty, Nanaimo Airport
Bernie Dumas, Nanaimo Port Authority
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2015 Chamber Committees

The Chamber has committees that work on specific projects and meet as needed. Being active on a committee affords Chamber members the opportunity to share their business knowledge and skills with others, develop reciprocal relationships and contribute to meaningful projects within the Nanaimo business community.

Standing Committees

Executive Committee

Chair: David Littlejohn

Chair Elect: TBA

Vice Chair: Greg Phillips

Treasurer: Justin Schley

Executive Secretary: Hilde Schlosar

Past Chair: Marianne Turley

Chief Executive Officer: Kim Smythe

Purpose: The Executive Committee sits as an advisory committee to the Board of Directors.

Finance & Budget Committee

Chair: Justin Schley, Treasurer

Members: Executive Committee

Purpose: To routinely review and examine the financial affairs of the Chamber and to prepare and present to the Board, at the beginning of each fiscal year, a budget of estimates of expenditures and revenue for the ensuing year.

Nomination Committee

Chair: Marianne Turley, Past Chair

Members: David Littlejohn, Chair, Kim Smythe, CEO

Purpose: To prepare a list of nominees, from the membership at large, for the office of Director to fill vacancies on the Board of Directors.

Board Committees & Task Forces

Communications Committee (dissolution recommended)

Chair: TBA

Members:

Purpose: To develop a strategy to better communicate the Chamber's position on issues.

Education Committee (NEW)

Chair:

Members:

Purpose: To review annual bursary allocations and to explore ways to improve opportunities for youth to excel in the school system and to liaise with Vancouver Island University.

Governance and Policy Committee (NEW)

(established May 6, 2015 by resolution of the Board)

Chair:

Members:

Purpose:

Government Affairs Committee

Chair: Andrea Rosato-Taylor

Members: Wally Wells, Mike Delves, Mike Thompson, Andrea Rosato-Taylor, Donna Hais, Sean Herold, Marianne Turley, Don Bonner, Hilde Schlosar, Sarah E. Lane, Kim Smythe

Purpose: To identify issues impacting our business community and to accept and evaluate issues identified by others. Where appropriate, the committee shall establish a position on an issue and an action plan for conveying the position to the appropriate parties.

Human Resources Committee (NEW)

(established May 6, 2015 by resolution of the Board)

Chair:

Members:

Purpose:

Successful Cities Committee (dissolution to be discussed)

Chair: Sarah Lane

Members: John Horn, Don Bonner, Chris Beaton, Wally Wells, Zinda Fitzgerald, Rebecca Kirk, Dave Witty, Pam Shaw, Kelly Whitton, AJ Hustins, Ted Dawe, Rob Bye, Mike Delves

Purpose: Over the next few months, this committee will work with citizens and elected officials to explore how Nanaimo can become one of British Columbia's most *Successful Cities*.

Succession Planning Committee

Chair: Donna Hais

Members: Susan Allen, Jolynn Green, Lucie Gosselin, Daniel Martinez, Dana Colette, Johann Van Rensburg, Marianne Turley, Hilde Schlosar, Kim Smythe

Purpose: To examine the pressing need for action on succession planning for Small to Medium Enterprises (SME).

Transportation Committee

Chair: David Littlejohn

Members: Mike Delves, Sean Herold, Steve Touhey, Todd Nicklin, Lesley Anderson, Airport Rep, Kim Smythe

Purpose: The committee will take a multi-modal focus with the perspective of coordinating our activities with City, the Province, and the private sector. It will focus its work on coordination of issues that cross modal boundaries, and that contribute to the conduct of business by Nanaimo firms in their pursuit of trade by transportation

Policy Development Committee (Proposed)

Chair:

Members:

Purpose:

Operations Task Forces

Membership Task Force (New)

Chair: Kim Smythe

Members: Marianne Turley

Purpose:

Finance/Admin Task Force (New)

Chair: Kim Smythe

Members:

Purpose:

Chamber Representation on External Community Organizations

Gabriola Chamber Liaison – John Woods

Inspire Nanaimo

The Chamber led a public process to define a ‘successful city’ and worked to embed these principles into Nanaimo’s official Corporate Strategic Plan as a way of working towards success as a community. In 2013, a tri-partite agreement between the Greater Nanaimo Chamber of Commerce, the City of Nanaimo and Vancouver Island University was formed to continue to promote the Successful Cities concept.

Managing Partner: Kim Smythe

Team Nanaimo

A partnership of the Greater Nanaimo Chamber of Commerce, Vancouver Island University, Nanaimo Port Authority, Nanaimo Airport Commission, Nanaimo Economic Development Corporation and the City of Nanaimo that works to bolster the local economy and create jobs through a coordinated approach. Current projects are seeking LNG investment at VIU and the Port of Nanaimo and assisting in the \$11 million Airport Expansion funding request.

Chamber Representative: Kim Smythe

Start Up Nanaimo

Startup Community Nanaimo is a grassroots driven movement in Nanaimo, BC bringing together people passionate about collaboration, innovation and learning. Our mission is to get people together to support one another (in both success and failures) as we create fantastic new companies in the Nanaimo. We are made up of entrepreneurs, technologist, designers and intrapreneurs who work for other organizations. Organizations, mentors and SMEs are also a big part of the support of this community.

Community Enterprise Partner – Kim Smythe

Advisory Committee on Environmental Sustainability (ACES)

Chamber Representative: Wally Wells

Nanaimo Aboriginal Centre Advisory Committee

Chamber Representative: Kim Smythe

Nanaimo Planning & Transportation Committee

Chamber Representative: Sean Herold

Nanaimo Airport Commission

Chamber Representative: Dave Witty

Newcastle Island Stakeholders

Chamber Representative: Kim Smythe

SE Catalyst Organizing Partner

Chamber Representative: Kim Smythe

YPN Advisory Board

Chamber Representative: Kim Smythe

**Appendix D
Code of Ethics**

As a Director of the Greater Nanaimo Chamber of Commerce duly elected by the membership, I shall:

- Be governed by the Constitution and By-laws and the Policy Manual of the Greater Nanaimo Chamber of Commerce.
- Carry out my duties with impartiality and equality of service to all members.
- Maintain the highest standards of honour and integrity in public and personal relationships and discharge faithfully the duties of office.
- Maintain the confidentiality of privileged information obtained by virtue of my office or position; and not use confidential information for my own, or others, personal profit, in perpetuity.
- Must avoid any real or appearance of conflict of interest and or of advancing self-serving policies and programs.
- Shall endeavour to attend all meetings, agree to sitting on or chairing at least one committee and shall show leadership and represent the Chamber by attending as many chamber sponsored events and functions as possible.
- Remain in good standing during their term in office (see By-laws 4.5.1 & 7.2) Failure to do so may mean temporary or permanent suspension from the Board.

I agree to abide by the Code of Ethics and have knowledge of the content of the By-laws and Policy Manual of the Greater Nanaimo Chamber of Commerce.

Date

Signature

Name (please print)

Appendix E
COMMUNICATION PLAN