



## **Board of Directors Terms of Reference**

Updated March 2018

### **Mandate:**

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

### **Structure:**

- Executive Officers (included in succession plan) –2nd Vice President, 1st Vice President, President (voting); Past President (ex officio, non-voting)
- Executive Officers (not in succession plan) – Treasurer and Secretary (voting)
- Maximum 6-8 Directors (voting) BC and/or Canadian Chamber of Commerce representative (non-voting)

### **Appointment and Duration:**

- Directors must be members of the Kamloops Chamber of Commerce
- Directors are elected for a two year term by the membership at the annual general meeting
- Directors may succeed their term for two more terms (total six years) with a maximum of ten years on the board if on the executive succession plan, unless there are extenuating circumstances
- The board executive is elected for a one year term annually by the board
- Refer to bylaws for additional clarification

### **Reporting:**

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

### **Board Responsibilities:**

- Set the annual strategic plan
- Monitor the financial statements
- Approve the annual budget
- Set policy
- Review internal policies on an annual basis, ensuring internal policies reflect the Policy Governance Model
- Monitor the Executive Director's compliance to policies
- Monitor the Executive Director's achievement of the board's strategic plan goals
- Conduct the Executive Director's annual performance, performance premium and salary reviews

**Director Responsibilities**

- Commitment to the work of the Kamloops Chamber of Commerce
- Attend Board Governance Training and have a working knowledge and skill in one or more areas of board governance
- Participate on at least one committee or task force per year
- Attend board meetings and committee meetings
- Participate in board self-evaluations
- Participate in the annual strategic plan
- Attend the annual general meeting
- Attend the Business Excellence Awards gala
- Be informed of the services provided by the chamber and publicly support them
- Be aware of and abstain from any conflict of interest
- Prepare for and participate in the discussions and deliberations of the board
- Refer to board policy manual for further information

**Timelines:**

- See board work plan

**Meeting Dates:**

- 4:30-6:00PM on the third Monday of the following months:
  - January
  - March
  - April
  - June
  - September
  - November
- If the meeting date falls on a holiday, an alternate date will be set