MEDICINE HAT & DISTRICT CHAMBER OF COMMERCE

BOARD OF DIRECTOR NOMINATION PACKAGE

2021-2022

This is your opportunity to help as an essential source of information and solutions to strengthen our community as a catalyst for growth, as we work together to unite businesses, drive leadership and fuel success through our Connections, Support and Influence

Vision:

To serve the needs of every business in our region

Values

We act with integrity and are focused on being member-driven, community-minded, solution focused and collaborative

BOARD DIRECTOR ELECTION INFORMATION

In accordance with the Bylaws and policies of the Medicine Hat & District Chamber of Commerce, nominations are now open for the Medicine Hat & District Chamber of Commerce Board of Directors.
Bylaws can be viewed online: Your Chamber @ www.MedicineHatChamber.com

Timeline:

1. **Nominations open May 3, 2021.**
2. **The completed nomination form, 200 word profile and candidate photo must be received by the Chamber of Commerce office prior to 12:00 PM (noon) on Monday, May 31, 2021 to be considered by the Board Leadership Development Committee.**
3. **Nomination forms will then be reviewed by the Board Leadership Development Committee.**
4. **Interviews with candidates will be held during the first two weeks of June.**
5. **Ballots with your candidate profile will be sent to each voting delegate, which is the primary representative of each member company, no later than Monday, June 14, 2021.**
6. **The ballots will be counted no later than Monday, July 12, 2021.**
7. **The slate of new Directors will be invited to attend the fall Board of Director meetings.**
8. **A slate of elected candidates will be presented for ratification at the Annual General Meeting on Thursday, November 18th, 2021.**
9. **New Directors of the Board will assume their positions following the November Annual General Meeting.**
10. **Board Directors are required to attend Board orientation and strategic planning set by the Board and are required to serve on at least one committee of the Chamber.**

WHAT IS EXPECTED OF DIRECTORS?

Any board director shall be a member in good standing for a minimum of two years, free of any conflict of interest and be willing and able to attend board meetings. In addition, it is highly desirable that candidates should be able to demonstrate a familiarity with the Chamber of Commerce's activities and a level of involvement that demonstrates an ongoing commitment to the Chamber of Commerce's goals and objectives.

We encourage nominees to attend any of the Chamber's external committee meetings to gain knowledge and experience of the Chamber's role prior to becoming involved on the Board of Directors.

Current involvement in a Medicine Hat & District Chamber of Commerce committee or a task group is an excellent way for a candidate to gain experience and demonstrate commitment. In addition, the Board recognizes that to be effective it should represent as broad a range of industries and competencies and have the ability to provide worthwhile input to municipal, provincial and federal regulators on a variety of issues.

In order to provide you with insight regarding the responsibilities and commitments of an individual member of the Medicine Hat & District Chamber of Commerce Board of Directors, we are providing you with information on the responsibilities of Directors of the Medicine Hat & District Chamber of Commerce within this package.

When you have completed the enclosed information, please mail or e-mail the nomination form, 200 word profile and a recent photo or personally deliver to the Medicine Hat & District Chamber of Commerce:

Attention: Chair of the Board Leadership Development Committee
Medicine Hat & District Chamber of Commerce
413 6th Avenue SE, Medicine Hat AB, T1A 2S7
Phone: 403-527-5214 Fax: 403-527-5182
E-Mail: president@medicinehatchamber.com

EXPECTATIONS FOR DIRECTORS OF THE CHAMBER OF COMMERCE

• Allow a minimum of 10 hours a month to involve your self in Chamber of Commerce work.
• Review the content and information provided in the Board manual and the detailed duties and responsibilities required.
• Know and understand the roles and responsibilities of Board, committees and staff.
• Review your board package before board meetings to discuss issues responsibly with an informed perspective.
• Attend and actively and positively participate in the 10 monthly Board Meetings, which begin at 4:00pm typically on the 3rd Wednesday of each month at the Chamber of Commerce Board Room.
• Attend all annual Strategic Planning and Orientation meetings.
• Attend as many Chamber of Commerce luncheons, dinners, and other events as possible.
• Attend the Annual General Meeting and special meetings of the Members
• Represent the member's views and interests at large, honestly and accurately, to advise and act in the best interest of the Chamber and its members
• Be aware of local, provincial and federal decisions that affect the business climate in Medicine Hat and be able to react to them in a fair and discreet manner.
• Avail one-self of opportunities for self-development to enhance contributions as a member of the Board of Directors.
• Play an active role in the fundraising process (where applicable) and promotion of the Chamber.
• Endorse the collective decision of the Board publicly.
• Maintain Board business, client and member confidentiality, and sign the confidentiality agreement and commitment to office.
• Be involved in one or more Chamber of Commerce committees or teams.
• Have experience/knowledge as a volunteer and board and/or committee member
• Ensure that all business of the Chamber is conducted in a transparent, legal and ethical manner.

Medicine Hat & District Chamber of Commerce By-laws are available online at:
https://www.medicinehatchamber.com/about-the-chamber/

DUTIES OF BOARD DIRECTORS OF THE CHAMBER OF COMMERCE

Managerial Duty

Medicine Hat and District Chamber of Commerce is a non profit organization. The Board of Directors has the sole responsibility for the policy management and governance of the Chamber organization. This includes the duty to supervise the Executive Director, who in turn manages the staff. The Board has the duty to provide guidance and policy development, and acquire an adequate knowledge of the business and functioning of the organization. In particular, the directors have a duty to ensure that various legal requirements are complied with, such as properly maintained books, records, and minutes; enacting bylaws; ensuring the proper election of officers; and appointing an accounting firm to perform audits.

Fiduciary Duty

A fiduciary is any person who maintains a position of trust. Common examples of fiduciaries are agents, lawyers, and doctors. The fiduciary duty of a director is an obligation to act honestly, in good faith and in the best interest of the organization, and to be loyal to the organization. This duty reduces the danger of a director exercising his or her authority in a self-serving manner.

Honesty

The first component of the fiduciary duty is honesty. This is an obligation placed on the director to disclose the entire truth to avoid fraudulent transactions in matters pertaining to his or her office. Examples of a director's breach of the duty of honesty would be misuse of the organization's funds, misappropriation of the organization's property, and improper loans to directors.

Good Faith

The director of an incorporated non-profit organization must pursue the best interests of the organization and good faith must be demonstrated in attaining this end. This means that a director may not pursue any "improper" purpose while acting on behalf of the corporation. The activities of a director are restricted by the objects of the corporation as set out in the bylaws. A prudent director will attempt to remain within the boundaries of his or her legitimate authority. A number of factors are relevant when determining whether a director is acting in the best interests of the corporation. First, something more than a mere assertion of good faith is required. Second, everyone involved in a specific transaction must believe that the transaction is being made in good faith. Finally, the Director's assertions of good faith must be reasonable under the circumstances.

Loyalty and Conflict of Interest

A director must act in the best interest of the organization, which means that he or she agrees to subordinate all personal interests to those of the organization. Although directors are generally well-meaning, they may, at times, have difficulty separating their duties from their personal business interests. If this happens, the incorporated non-profit organization and its beneficiaries may suffer.

Conflict of interest may arise in many circumstances. It could occur if a director contracts with the organization and uses his or her office to negotiate terms that are unfair to the organization but personally advantageous. Or conflict could occur when a director acts on the Board of two or more non-profit corporations that have contractual dealings with each other. The director owes a fiduciary duty to each corporation and must act in the best interests of each. It would be wise for a director to avoid this situation since conflicts may be inevitable.

If a director negotiates a contract between two non-profit corporations, it is possible that his or her performance will be influenced by conflicting loyalties. Since only one organization may benefit from the director's actions, the director should disclose all relevant facts to each organization in order to avoid any impropriety. Indeed, a director would be wise not to place himself or herself in this position.

This does not mean that a person cannot sit on more than one Board. However, such a position demands that the director act within the scope of authority and not favor any non-profit corporation to the detriment of another and not act in such a case.

Even when contracts do not exist, it is important to understand that the decisions of the board may affect the business or property of a director. Instances of social and political gain may also violate the fiduciary duty. Direct or indirect benefits to relatives, friends, and associates may also be avoided.

Another example of conflict of interest is corporate opportunity, which happens when a director profits from his or her office. A director may not receive compensation for acting as such, but may receive compensation or reimbursement for services or goods provided to the organization. The bylaws of the organization may set out rules governing the provisions of such services.

A director is required to disclose to the Chamber the nature and extent of his or her conflict or potential

conflict of interest. Where there is a conflict of interest that director must abstain from voting.

Duty of Care

Directors must demonstrate a minimum standard of care in the performance of their activities on behalf of the non-profit organization. This standard of care is what a "reasonable director" would do under the same circumstances. This "reasonable director" must act honestly, exercise some degree of skill and diligence, and ensure that he or she has the authority to act in compliance with the provision of the organization's constitutions and bylaws.

A professional who acts as a director faces a higher standard of care than other directors who lack specific expertise. A lawyer, for example, is required to provide competent legal advice to the Board. In other matters over which the director has no special expertise, however, the professional is not required to attain a higher level of performance.

A director who acts honestly and who has met the standards of conduct required by the fiduciary duty and standard of care is not responsible for errors of judgement that occur while performing his or her duties.

Duty of Diligence

The duty of diligence means that a director must become acquainted with all aspects of the organization including the transaction of business (usually by attending Board meetings), organizational policies and the delegation of tasks.

While an elected director is not legally bound to attend Board meetings, he or she does have the duty to stay informed of all events that transpire at meetings, which can be achieved, to a large extent, by reviewing the minutes and financial statements of the organization. When a director does attend a meeting, he or she must exercise the level of judgement and care that an "ordinary person" would take in the same circumstances.

It is prudent for a director to attend whatever Board meetings possible. Not attending may be interpreted as a failure to exercise the proper degree of diligence.

If a director attends a meeting where an illegal act is planned, that director is liable unless he or she immediately registers dissent. Liability can also occur if the director does not properly notify the members and other interested parties about all illegal acts of which they are aware. On the other hand, a director may not be liable for an illegal act if he or she has no knowledge about it and has fulfilled the other duties required. Liability for illegal acts committed by the Board prior to a director's election are not passed on to the new director.

If a director does not attend meetings because of a long-term illness, he or she should consider relinquishing office if unable to fulfil his or her necessary duties. Because all Board members are obliged to ensure the effective management of the organization, a director who is not adequately fulfilling his or her role may be removed from office if the terms of the organization's bylaws so provide.

While the directors may not have the expertise for certain aspects of management, they often rely on the services of experts (for example, accountants and lawyers) who are not officers of the organization. In this case it is the duty of the directors to ensure that the qualifications of the experts are appropriate.

Investment Powers

A director of an incorporated non-profit organization faces great potential liability for the investment of corporate funds. All non-profit organizations maintain the power of investment. The director must consider whether the board possesses sufficient expertise to invest funds without outside consultation. However, certain responsibilities should never be delegated. These include establishing corporate policy, appointing financial officers, enacting bylaws concerning corporate affairs, reviewing reports at frequent intervals, and establishing the details of employment for employees.

Duty of Skills

In most jurisdictions the law does not specify what levels of skills is required of a director of an incorporated non-profit organization. However, a director is under no obligation to exercise skills that are beyond his or her level of competence, and directors are not liable for errors of business judgement.

The level of skill required of each director will vary, therefore, according to individual qualifications and experience as well as the range of organizational demands placed upon the director. However if a director does possess specific expertise, he or she is required to use it in the organization's affairs.

Duty of Prudence

A prudent person exercises sound and practical judgement and is cautious and discreet in conduct. Therefore, a director must act in a manner that is both practical and cautious with a view to

anticipating the probable consequences of any course of action that the organization might take.

The level of knowledge a director has is not relevant to his or her duty of prudence. Prudence must be exercised with practicality in mind, not expertise.

Continuing Duty

A director cannot necessarily avoid liability through resigning his or her office.

A director is responsible for acts already done and neglected while he or she held office. Further the director may remain bound by a continuing duty to the corporation which will vary in length of time according to the circumstances.

In some situations, resignation by a director with the intent to avoid liability could be a breach of duty itself. Resignation in such circumstances may violate the duties of care, diligence, prudence, loyalty and the best interests of the corporation. Even if the organization dissolves, liability continues during the winding up process.

The preceding information adapted from the booklet: "Duties and Responsibilities of directors of Non-Profit corporations" written by Steven Kreiger BA LL.B. 1989/Canadian Society of Association Executives.

Medicine Hat & District Chamber of Commerce adopted this material from the Surrey Board of Trade.

BOARD DIRECTOR NOMINATION FORM

NOMINEE

- ☐ I have read and fully understand the preceding pages of the nomination package outlining my responsibilities and obligations as a Director of the Medicine Hat & District Chamber of Commerce and confirm that I have reviewed the by-laws of the Chamber of Commerce.
- ☐ I am a member in good standing of the Medicine Hat & District Chamber of Commerce and have been a member for at least two years.
- ☐ I have attached a one-page summary of my background, professional experience and my community involvement (candidate profile sheet-see next page).

I,_____[Print Nominee Name] am prepared to let my name be considered by the Board Leadership Development Committee for the 2021 Medicine Hat & District Chamber of Commerce Director Election, for a term of 1 year, and will commit to carry out my responsibilities should I be nominated and elected.

_____
Nominee's signature

One nominator, of whom must be a member in good standing of the Medicine Hat & District Chamber of Commerce, has signed below in support of my nomination.

_____ X _____
Please print nominator's name ***Nominator's signature***

_____
Please print nominator's company name

Describe why you feel this candidate would be a valuable contribution to the Board:

_____

_____

Any Member who is not an individual shall designate an individual as that Member's primary representative to exercise the rights and privileges of the Member in the Chamber. Such designation may be changed by the Member from time to time.

I,_____[Print Authorized Company Representative Name] am the authorized representative/owner/decision making authority for the company and authorize the above representative to allow his/her name to stand as a representative of the company on the Medicine Hat & District Chamber of Commerce Board of Directors, if elected.

X _____
Company Authorization Signature

_____
Please print Company Name

BOARD DIRECTOR CANDIDATE PROFILE FORM

Please complete the questionnaire below or provide responses on a separate sheet and return this along with the nomination form, professional photo and candidate profile to the Medicine Hat & District Chamber of Commerce office by Monday, May 31, 2021 at 12:00 pm (noon). Absolutely no nominations will be accepted after this date and time.

ATTENTION: Chair of the Board Leadership Development Committee
413 6th Avenue SE, Medicine Hat, Alberta T1A 2S7
Email: president@medicinehatchamber.com

Please include an electronic professional photo, along with a candidate profile to the email address above. This photo and profile will be included in the election package which is provided to the membership for voting purposes. The candidate profile should be no greater than 200 words. You may view current board profiles online at https://www.medicinehatchamber.com/board-profiles/. Submitted profiles may be subject to editing.

Name: _____

Company _____

Position: _____

Phone: _____ E-mail: _____

1. Please list all current and past board, committee or leadership involvement.

2. What other association memberships do you hold, if any?

3. What other community or business initiatives have you worked on?

4. What industry do you currently represent? Describe your knowledge, background, expertise and years of experience within this industry or other industries you have been involved in?

5. How long have you lived in our district area (Medicine Hat, Redcliff or Cypress County)?

6. What do you think you can contribute as a Board Director and what would you like to see accomplished during your term in office?

7. Why do you wish to serve on the Board of Directors?

BOARD DIRECTOR COMMITTEE INTERESTS

Standing Committees and various appointed representations are how the Chamber board divides the governance workload. Rather than discuss all issues at regular board meetings, we task Board members with various external roles to divide the workload. Board members are required to serve on at least one committee. Below is a brief description the areas that board members are assigned to each year. Please indicate the committees you are most interested in participating on during your term in order of preference. (Use 1 for most interested).

☐ **Executive Committee:** The Executive consists of the President, the Immediate Past President, the 1st Vice-President, the 2nd Vice-President, the Treasurer & the Executive Director (non-voting). The Executive committee serves as a filter for information and provides consultation to elected officials. The Executive Committee is responsible for human resources policies and serves as the media advisory committee. Additionally they are tasked with recommending governing issues to the Board for decision.

☐ **Finance Committee:** The Finance Committee consists of the Treasurer serving as committee Chair and a minimum of two other members as appointed by the Board, as well as the Executive Director (non-voting). The Finance Committee is responsible for audit/review engagement planning, preparation and final results, information and control systems, monthly and annual financial statement review and reporting, budget planning and consultation, as well as auditor appointment.

☐ **Leadership Development Committee:** The Leadership Development Committee consists of the Past President serving as committee Chair, the President and a minimum of one other non-member of the Chamber Board's executive committee. The Leadership Development Committee is responsible for ensuring membership is well represented on the Board. As well they are responsible for recommending changes to bylaws and policies as well as handling the nomination and election process for the Board of Directors. The Leadership Development Committee serves in a consultative capacity to ensure governance practices and procedures are understood and followed, along with providing leadership development to the Board.

☐ **Policy Council:** The Policy Council is responsible for identifying issues or barriers to growth for the business community, development of strategies and policies to resolve issues or barriers to business, research and advocacy on behalf of members, communication with elected officials, as well as provincial and national chambers to provide input and direction on policies and recommendations.

☐ **Agribusiness Council:** The Agribusiness Council is responsible for identifying issues or barriers to growth for the agribusiness community, development of strategies and policies to resolve issues or barriers to business, research and advocacy on behalf of members, communication with elected officials, as well as provincial and national chambers to provide input and direction on policies and recommendations.

☐ **Community Connections:** The Community Connections Committee is responsible for assisting with the Board's strategic plan in relation to membership and assisting with implementation of membership outreach programs established by the Chamber. Members of this committee are ambassadors to the Chamber of Commerce and identify trends and common concerns among dropped members, as well as assisting with recruitment and retention and opportunities.

☐ **Urban Development Industry Committee:** The Urban Development Industry Committee has one board appointed representative. The committee plays a role of advocacy on behalf of its business members in the industry to develop and implement policies designed to ensure Medicine Hat & District provides an atmosphere that is conducive to business and sustainable community growth.

☐ **Economic Development:** The Medicine Hat & District Chamber of Commerce represents its membership on matters of community economic development. The Goal of the Chamber in this regard is to assist in creating sustainable economic growth for Medicine Hat and District. Accordingly, the Chamber plays a key role on local and regional economic development Advisory Boards and committees. As such the Chamber appoints one representative from the Chamber of Commerce Board to serve on the Board of Directors for the Community Futures Entre-Corp, on the Advisory Board of Invest Medicine Hat, on the Sport and Event Council, as well as one representative on the Highway 3 Association and one representative for the Wild Horse Border Committee. If this area of the Chamber is of interest, please indicate which Economic Development Board or Committee would be of interest: 1. ☐ **Entre-Corp; 2.** ☐ **Sport & Event; 3.** ☐ **Highway 3; 4.** ☐ **Wild Horse**