

Board of Directors Terms of Reference

August, 2019

Structure:

- Executive Officers– President; 1st Vice President, 2nd Vice President, Treasurer and Past President (non-voting)
- Maximum 12 Directors (voting)

Appointment and Duration:

- Directors must be WSCC members in good standing
- 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 unless there are extenuating circumstances
- The board executive (President, 1st Vice President, 2nd Vice President and Treasurer) 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

Mandate:

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

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 they reflect the Policy Governance Model
- Monitor the ED's compliance to policies
- Monitor the ED's achievement of the board's strategic plan goals
- Conduct the ED's annual performance, performance premium and salary reviews

Director Responsibilities

- Commitment to the work of the WestShore Chamber
- Prepare for and participate in the discussions and deliberations of the board
- Attend Policy 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
- Regularly attend board meetings and committee meetings
- Participate in board self-evaluations
- Participate in the annual strategic plan

- Attend the annual general meeting
- Be informed of the services provided by the WestShore Chamber and publicly support them
- Be aware of and abstain from any conflict of interest
- Adhere to the Code of Conduct set out by the board
- Refer to board policy manual for further information

Meeting Dates:

- Third MONDAY on the Month; specific months to be determined at the beginning of each calendar year.