

**NOMINATION PACKAGE
MEDICINE HAT & DISTRICT
CHAMBER OF COMMERCE**

**DIRECTOR
2017-2019**



**the
Chamber**
Medicine Hat & District Chamber of Commerce

*“Your opportunity to initiate new ideas, affect, inform and influence the
region’s business community.”*



BOARD DIRECTOR ELECTION INFORMATION

In accordance with the Constitution and the Bylaws of the Medicine Hat & District Chamber of Commerce, nominations are now open for the Medicine Hat & District Chamber of Commerce Board of Directors. The Board of the Medicine Hat & District Chamber of Commerce needs a broad range of committee individuals who have expertise in a variety of areas and a desire to contribute.

1. **The completed nomination form and profile with your picture must be received by the Chamber of Commerce office prior to 4:30 PM on Friday, March 31, 2017 to be considered by the Nomination Committee.**
2. **Nomination Forms will then be reviewed by the Nomination Committee.**
3. **Interviews with candidates will be held during the first two weeks of April.**
4. **Ballots with your candidate profile will be sent to each voting delegate no later than April 28th.**
5. **The ballots will be counted no later than Wednesday, May 17th.**
6. **New Directors will be invited to attend the June 21th Board meeting and orientation on August 30.**
7. **New Directors of the Board will assume their positions Friday, September 1st, 2017.**

We encourage nominees or potential nominees to attend the Business Advocacy Committee meeting on Wednesday, March 8th to gain knowledge and experience within the Chamber's policy role

A Director of the Medicine Hat & District Chamber of Commerce must be committed to leadership and is expected to perform specific duties within the business community. 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 in a not-for-profit organization included within this package.

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 on a regular basis. In addition, it is highly desirable that candidates should be able to demonstrate a familiarity with the Chamber of Commerce's operations and activities and a level of involvement that demonstrates an ongoing commitment to the Chamber of Commerce's goals and objectives.

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 industry as possible. This is important for the Medicine Hat & District Chamber of Commerce to be effective, forward thinking and have the ability to provide worthwhile input to municipal, provincial and federal regulators on a variety of issues.

Please give these matters your serious consideration while you are completing the enclosed nomination form. When you have completed the enclosed information, please mail or e-mail the nomination form, profile and a recent photo or personally deliver to the Medicine Hat & District Chamber of Commerce:

Attention: Aaron Fleming, President
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



CRITERIA FOR A BOARD OF DIRECTOR IN A NOT-FOR-PROFIT ORGANIZATION

<ul style="list-style-type: none">• Attend and actively and positively participate in <u>all 10 monthly</u> Board Meetings, which begin at 4:00pm the 3rd Wednesday of each month at the Chamber of Commerce Board Room.
<ul style="list-style-type: none">• Review your board package before board meetings to discuss issues responsibly.
<ul style="list-style-type: none">• Allow a <u>minimum</u> of 10 hours a month to involve your self in Chamber of Commerce work.
<ul style="list-style-type: none">• Attend <u>all annual</u> Strategic Planning and Orientation meetings.
<ul style="list-style-type: none">• Attend as many Chamber of Commerce luncheons, dinners, and other events as possible.
<ul style="list-style-type: none">• Attend the Annual General Meeting and special meetings of the Members
<ul style="list-style-type: none">• Attend the first introductory Board Meeting held on September 20, 2017.
<ul style="list-style-type: none">• Represent the member's views and interests at large, honestly and accurately, to advise and act in their interests
<ul style="list-style-type: none">• 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.
<ul style="list-style-type: none">• Know and understand the roles and responsibilities of Board, committees and staff.
<ul style="list-style-type: none">• Play an active role in the fundraising process (where applicable).
<ul style="list-style-type: none">• Endorse the collective decision of the Board publicly.
<ul style="list-style-type: none">• Accept promotion of special projects only if you can contribute the appropriate time needed to make it a success.
<ul style="list-style-type: none">• Maintain Board business and client confidentiality, and sign the confidentiality agreement.
<ul style="list-style-type: none">• Be involved in one or more Chamber of Commerce committees or teams.
<ul style="list-style-type: none">• Be an experienced volunteer with board and or committee knowledge



THE DUTIES OF A BOARD DIRECTOR

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 must comply with legal requirements such as properly maintaining the books, records, and minutes: enacting bylaws; ensuring the proper election of officers; and appointing an accounting firm for review.

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. And, finally, the Director's allegations 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 contract 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. 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

The second category of duty imposed on directors is a minimum standard of care in the performance of their activities on behalf of the non-profit organization. The standard test of care is what "would a reasonable director do under the same circumstances. The 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 as director faces a greater risk of liability than the 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 be attending Board meeting), 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. 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. Illegal acts committed by the Board prior to a director's election are not sources of liability.

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. This will ensure that the director is not held liable for not attending. 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 do 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 and members 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 and corporate funds. All non-profit organizations maintain the power of investment. The director must consider whether the other directors possess sufficient expertise to invest funds without outside consultation. However, certain investment 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. 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 was still in the 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.



MEDICINE HAT & DISTRICT CHAMBER OF COMMERCE ELECTION BYLAWS

ARTICLE VIII

ELECTION OF DIRECTORS

56. In each year, the Executive Committee shall appoint a nominating committee consisting of at least three members of the Chamber, at least one of whom shall be a Past Chair of the Chamber. The past Chair will chair the nominating committee and the committee will determine its own rules of procedure.
57. As soon as practical after March 1st in each year, or such other date as the Board may prescribe, the Chamber shall give notice to its members of the opportunity to make nominations for the Directors to be elected, as well as the procedures to be followed in making a nomination and the time and a date by which nominations must be received by the Chamber.
58. The nominating committee shall prepare a list of eligible nominees having due regard for balance and special requirements of the Board and Chamber. Such list shall incorporate any nominations made by members. The number of candidates of this list shall be equal to the number of elected positions to be filled plus at least one. The nominating committee's list of nominees shall be accompanied by the written consent of each nominee to serve as Director if elected.
59. The Executive Director shall, not later than the 10th day of May in each year, or such other date as the Board may prescribe, send to each member in good standing a mail ballot containing the names of all nominees, as prepared by the nominating committee, as well as instructions relating to the completion and return of the ballot and a statement that the completed ballot must be received by the Chamber within three weeks of the date of such ballot to the member, or within such other period or by such date as the Board may prescribe.
60. The nominating committee shall cause the ballots to be counted. The nominee with the highest number of total votes shall be elected and each candidate with the next highest number of votes shall be elected in turn until all the positions required to be filled at the election have been filled. In event of a tie for the last position to be filled, the selection shall be made by lot, under the direction of the Chair of the nominating committee. Upon receipt of the ballots, all ballots shall remain sealed and are to be forwarded to the Chair of the nominating committee.
61. The Chair of the nomination committee or his designate shall declare which candidates are successful, the length of the term they are to serve individually and that all positions have been filled.
62. If any of the dates mentioned in this Article shall fall on a Sunday or holiday, such dates shall be extended to the next succeeding business day.

63. The Board may devise a set of rules and procedures, not inconsistent with the provisions of this Article, to govern the nomination and election of Directors.
64. Elections shall be held annually and the elected Directors shall hold office for a period of two years commencing the first day of September next following their election, except in the case of Directors elected to fill the remainder of the unexpired term of a Director who has vacated his office.
65. In the event a director resigns their position, the Chamber Board obtains the right to appoint a new director at their discretion to either fill the remaining term, or to appoint the new director to a term no greater than two years.
66. If in any year a Director on the Board is deemed to be President Elect as First Vice President, and that director's elected term is expiring the year he or she is to take the role of President, that appointment should be automatic and not required to be re-elected to another term by the membership in the annual elections for Directors, as set out in these By-Laws.
67. The Chamber shall reserve the right to hold 2 discretionary appointments for professionals, such as a lawyer, accountant or banker, who will sit on the board as a director. This appointment is to provide and maintain a professional structure in the Board and Chamber.

Vision:

To be the Voice of Business in Medicine Hat & District

Mission:

To provide leadership & advocacy for a health business environment

Principles

Member Driven • Open Minded • Proactive • Results Oriented • Opportunity Driven • Ethical



**BOARD DIRECTOR
NOMINATION FORM**

NOMINEE

I have read and fully understand the preceding pages outlining my responsibilities and obligations as a Director of the Medicine Hat & District Chamber of Commerce and confirm that 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, _____ am prepared to let my name be considered by the Nomination Committee for the 2017 Medicine Hat & District Chamber of Commerce Director Election, for a term of 2 years, and will commit to carry out my responsibilities should I be nominated and elected.

ACTION:

I have attached a one-page summary of my background, professional experience and my community involvement (candidate profile sheet-see next page).

ACTION:

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

1. _____ <i>Please print nominator's name</i>	X _____ <i>Nominator's signature</i>
_____ <i>Please print nominator's Company Name</i>	
Reason for your nomination: _____ _____	



BOARD DIRECTOR CANDIDATE PROFILE FORM

Part of the election process is the development of a candidate profile to be included in the election package which is sent to the membership. Your assistance is required in completing the section below with the necessary information. It will be subject to editing.

Please complete the following or COMPLETE QUESTIONS ON A SEPARATE SHEET and return to the Medicine Hat & District Chamber of Commerce office:

ATTENTION: Aaron Fleming, President
by Friday, March 31, 2017 at 4:30 pm.
413 6th Avenue SE
Medicine Hat, Alberta T1A 2S7
Email: president@medicinehatchamber.com

Absolutely no nominations will be accepted after this date and time.
Please attach your photo, electronically or hard copy.

Name: _____

Company _____

Position: _____

Phone: _____ E-mail: _____

(For the questions below, please feel free to list on a separate sheet with your submission)

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 Medicine Hat?

6. What do you think you can contribute as a Board Director?

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

8. What would you like to see accomplished during your term in office?



BOARD DIRECTOR COMMITTEE INTERESTS

Sub Committees are how the Chamber board divides the governance workload. Rather than discuss all issues at regular board meetings, we task sub committees with various roles to divide the workload. Board members are required to serve on at least one committee.

Below is a brief description of some of our standing committees that board members are assigned to each year. Please indicate the committees you are most interested in participating on for the 2016-2017 business year in order of preference. (Use 1 for most interested)

- Business Advocacy** – This committee works with members to develop policy positions on issues affecting the business community as well as developing lobbying strategy recommendations for the Chamber Board.
- Finance** – Members of this committee work to examine the Chambers financial position and monitor the budget, as well as assist in developing the budget for the following year.
- Nominations and Governance** – Examines the Chambers bylaws and policies and recommends changes, as well as working towards identifying board needs and recruiting board members for the next year.
- Community Connections** – This committee works within our community connections program for membership recruitment and retention and analysis current practices to improve programs and communications with membership. They also assist in establishing a higher visibility for the Chamber, a greater frequency of member contacts and they communicate the Chamber's role within the community.