



KOOTENAY ROCKIES TOURISM ASSOCIATION

GOVERNANCE MANUAL

AS OF MARCH 4, 2024



1. Purpose of this Board Manual.....	3
2. Overview of Kootenay Rockies Tourism (KRT).....	3
3. A Brief History of KRT.....	4
4. Constituted Purpose of the Society.....	7
5. Bylaws of the Society.....	7
6. Stakeholders.....	7
7. Board of Directors Contact List.....	7
8. Strategic Planning.....	8
i. Vision.....	8
ii. Mission.....	8
iii. Guiding Principles.....	8
9. Board Calendar/Board Meetings.....	8
i. Standing Agenda Items:.....	8
10. Board Roles and Responsibilities.....	9
i. General Responsibilities of the Board.....	9
ii. Authority and Accountability.....	9
iii. Specific Duties of the Board as a Whole.....	10
11. The Strategic Planning Process.....	10
12. Roles and Responsibilities of Individual Board Members.....	11
13. Director Code of Conduct.....	12
14. Roles of the Officers of the Board.....	14
i. Chair.....	14
ii. Vice Chairs.....	15
iii. Past Chair.....	Error! Bookmark not defined.
iv. Secretary/Treasurer.....	15
15. Role of Committees.....	16
i. Committee Chair.....	16
ii. Composition of Committees.....	17
iii. Relationship to Staff.....	17
iv. Executive Committee.....	18



v.	Finance and Audit Committee	19
vi.	Governance/Nominating Committee	21
vii.	Task Forces	23
16.	Confidentiality Policy	23
17.	Conflict of Interest Policy.....	24
i.	Definition of Conflict of Interest	24
ii.	Principles for Dealing with Conflict of Interest.....	24
iii.	Examples of Conflict of Interest	25
18.	Board Development.....	26
i.	Recruitment and Screening of New Board Members	26
ii.	Orientation of New Members	26
19.	Board Management.....	26
i.	Board Meetings	26
ii.	Decision-Making Process.....	27
iii.	In Camera Meetings	27
iv.	Board Member Attendance.....	27
v.	Board Work Plan/ Objectives	27
vi.	Board Self-Evaluation	28
vii.	Conflict Resolution	28
viii.	Managing Issues-Based Conflict.....	28
ix.	Managing Personality-Based Conflict.....	29
20.	Board Member Expenses	30
21.	Board-CEO Linkage Policies.....	30
22.	CEO Responsibilities.....	30
23.	Executive Limitation Policies	32
24.	Monitoring CEO Performance	33



1. Purpose of this Board Manual

This Board Manual is intended to be a resource for all Directors of the Board of the Kootenay Rockies Tourism Association (KRT). It documents the governance principles and outlines the policies that inform the work of the Board as it leads and makes strategic decisions on behalf of the Society and its members. It provides support to the core legal documents of the Society (constitution and bylaws), its vision, mission, guiding principles as well as the Board-approved policies related to the management of the organization. The contents of this manual should be reviewed biennially to ensure they remain current and relevant both for orientation of new Directors and for reference as necessary.

The Board of Directors of KRT has consciously chosen to function as a Policy Board. As a Policy Board, the Directors work collaboratively to establish the strategic direction for the organization and review and approve its annual budget and then monitor progress being made through reports provided by the CEO. The Board delegates execution of the Board-approved strategic plan within the parameters of Board-approved policies and the annual budget to the CEO.

2. Overview of Kootenay Rockies Tourism (KRT)

Kootenay Rockies Tourism (KRT) is one of five official Regional Destination Management Organizations (RDMO) in British Columbia. As the Regional Destination Management Organization (RDMO) for the Kootenay Rockies region in the southeast corner of British Columbia, Kootenay Rockies Tourism works in partnership with the provincial DMO, Destination BC, to sustainably support the growth and development of the tourism economy in the region.

KRT has operated within the homelands of the Ktunaxa since 1978 and represents over 700 tourism businesses and operators. This includes resorts, accommodation properties, wellness retreats, golf operations all winter product offerings, adventure, communities, retail, food & beverage, transportation, arts, culture and attractions and experience providers



The association is a registered non-profit society and has a volunteer board of nine Directors. Half of the Board is elected annually prior to the Annual General Meeting by the Active Voting Partners. The other half are elected the following year prior to the Annual General Meeting and according to the Constitution.

KRT works on behalf of tourism stakeholders located in our geographic area of Southeastern BC known as the Kootenay Rockies region. The Kootenay Rockies region borders Alberta and the U.S. and includes four National Parks (Yoho, Glacier, Mt. Revelstoke, Kootenay) as well as over 75 Provincial Parks. The Rocky Mountains rise in parallel with the ranges of the Purcell, Selkirk & Monashee (Columbia Mountains).

3. A Brief History of KRT

Founded in 1978 as a not-for-profit society, KRT was one of nine regions that operated at the time. KRT started with a volunteer independent policy board of directors of twenty-five. This has been reduced over the years to the current policy board of nine directors.

The office has always been located in Kimberley, BC on the traditional and unceded territory of the Ktunaxa people and we are grateful for the opportunity to live, work and play on these lands.

In 1978 and for many years after that, KRT's regional boundaries only included the East Kootenay region and Golden, as well as Creston, which is where our region ended to the west.

The other tourism regions in the Province also have had different boundaries and only the Island has not had a name or boundary change since that time.

The primary function of KRT in these early years was to provide promotional materials to potential visitors and conduct some small marketing campaigns to promote existing product. Budgets came to the organization from the provincial government.

The role of the regional organizations evolved after the Expo Event held in Vancouver in 1986. From this event it was clear there was opportunity to capitalize on the maximum exposure that Expo '86 brought BC and continue to promote tourism to BC.



With the building of the Coquihalla Highway in 1990 the province opened up even further and areas that people could visit became more accessible and new opportunities for product development and enhanced community level tourism results to be achieved.

When the Partners in Tourism program was created regional marketing reached a pivotal point and solidified regions as a valuable layer in the BC tourism industry, or ecosystem as it is known today.

Between 1989-2003 the regions took on a new role of collaboration and marketing and took a lead on the industry advocacy efforts at a regional tourism level.

In 1991 a new NDP government succeeded the Social Credit Party and moved Tourism British Columbia to a Special Operating Agent (SOA) of Government, followed by Tourism BC being approved as a Crown agency with the premise of an arm's length, industry-led, formula funded organization.

In 1997, the regions evolved from nine to six and our organization expanded to include the Kootenay Country region along with the entire West Kootenay. Earlier in 1991 KRT's board had received a proposal from Revelstoke to leave the High Country (now part of the Thompson Okanagan Tourism region) to join our organization and this was accepted.

The addition of the 2% hotel tax in 2001 funded many communities in their tourism endeavours and with this new layer added into the ecosystem, the regions began exploring the concept of moving away from a membership model, to a stakeholder model. This allowed regions to represent all the products and experiences within their jurisdiction and not just their members' offerings. This provided a much broader appeal to consumers and became a catalyst in truly building a 'destination' with the province.

Between 2005 – 2009 the regions became 'agents of Tourism BC' streamlining their activities, seeking program delivery efficiencies and more strongly communicating their alignment with the Province.

In 2005 Premier Gordon Campbell awarded the regions \$12 million dollars (\$2 million each) of Flexible Funding which allowed an expansion of activities for the organization beyond advertising/marketing to include product development and industry nurturing as a means to move tourism forward in each region.

From 2007 – 2009, regional budgets increased and regional integration with Tourism BC took shape.



However, in 2009 Tourism BC was returned to government, prior to the 2010 Winter Olympic Games. This is where KRT contracts were held until the new Crown Corp was formed in April of 2013.

Shortly after the new Crown was formed in 2013 with the new CEO Marsha Walden, the Vancouver, Coast and Mountains regional association was eliminated and the six RDMOs became five:

- I. Kootenay Rockies Tourism
- II. 4VI (Tourism Association of Vancouver Island)
- III. Northern BC Tourism Association
- IV. Thompson Okanagan Tourism Association
- V. Cariboo, Chilcotin, Coast Tourism Association.

All five received new core roles as RDMOs with contracts effective April 2015. These roles included marketing Touring and Exploring product only, Destination Development & Destination Experience, and Remarkable Experiences program execution. Travel Trade and Travel Media roles remained the same but became more focussed on a team effort under the Team BC umbrella.

These new roles came out of the new DBC Corporate strategy that saw the development of a new Co-op Marketing Program that included consortiums and sectors that could now apply directly to DBC for matching funds for marketing program development and execution. Within the 'Reserved Pool' of funds was the marketing dollars for the regions and also the ski sector.

Through these changes, Kootenay Rockies Tourism has always been a strong and willing partner to the provincial tourism body of the day and has been considered to deliver at the highest level on all fronts.

The only break with KRT's funding contract with Destination BC occurred due to the onset of the global Pandemic of Covid -19 when negotiations came to a halt and then tourism Minister Lisa Beare, stepped in late in March 2020 to provide all the RDMOs with a one-year contract with the Ministry of Tourism, Arts and Culture so that we could continue to work and support the industry during the pandemic in 2020.

The longest contract period ever held is for three years. KRT has always strived to have a contract for ideally three-to-five-years to ensure certainty for planning, staffing and continuity of delivery of programs to industry.

In April 2021, KRT along with the other RDMOs entered a new 3 year plus optional 2 year Shared Cost Agreement with DBC.

As of January, 2024, KRT agreed to a new 3 year plus optional 2 year Shared Cost Agreement with DBC that would be in effect from April 1, 2024 to March 31, 2027.



Constituted Purpose of the Society

The Constitution of the Kootenay Rockies Tourism Association is as follows:

“The Purpose of the Society is to work diligently towards the positive growth of tourism in the Kootenay Rockies region.” (as amended in 2016)

4. Bylaws of the Society

The bylaws of the Society are provided as a separate document to the board.

5. Stakeholders

KRT employs the stakeholder model. Stakeholder registration with Kootenay Rockies Tourism is open to any tourism business, organization, community or consortium actively operating a business, facility or service which is a component of a destination vacation experience located in the Kootenay Rockies region.

The bylaws indicate that there are two categories of membership:

- i. **Active Members** – Any adult person, business, private or public organization, in each case operating a tourism business or providing a visitor service in the Kootenay Rockies region shall be eligible to apply for active membership in the Association. Active members shall be entitled to all rights and privileges of the Association, including the right to vote and hold office, except as otherwise provided.

6. **Associate Members** – Any adult person, from a supplier or supporting tourism industry business, may register with KRT as an associate member. Associate members are not entitled to vote or hold office in the Association.
- ### Board of Directors Contact List

For a list of current Directors and their contact information see:

<https://www.krtourism.ca/our-organization/>



7. Strategic Planning

The Board of Directors participated in a strategic planning process in 2021 leading to an approved five-year strategic plan for 2021-2026. A copy of this plan is found in Appendix B. This strategic plan identifies the following vision, mission and guiding principles:

i. Vision

Kootenay Rockies Tourism (KRT) continues to be an industry leader, a valued resource and an essential partner in the success of the Kootenay Rockies region's sustainable tourism economy.

ii. Mission

Kootenay Rockies Tourism's role is to lead, unite, amplify and advocate. KRT's innovative programs and strategic investments contribute to a successful and sustainable regional visitor economy in both the near and long-term.

iii. Guiding Principles

- a. *We are energized and inspired – motivated to lead and advance towards our regional industry's shared definition of success as outlined in the strategic plan.*
- b. *We are innovative and strategic in all we do. We secure market/industry research and effectively engage and collaborate with our stakeholders and partners*
- c. *We are transparent and accountable – we always strive to act in the best interests of the tourism sector in this region.*

8. Board Calendar/Board Meetings

The Board of Directors meets a minimum of four times per year. The following regularly scheduled discussions occur along with more immediate business arising that is appropriately addressed by a Policy Board:

i. Standing Agenda Items:

- a. Adoption of Agenda



- b. Review and Approval of Previous Minutes
- c. Business Arising from previous minutes
- d. Reports from Committee Chairs (depending on what committees KRT institutes)
- e. CEO and Staff department project updates and reports
- f. Scheduled Discussion – per Board Calendar Identified Topic for Current Meeting
- g. Additional Items Open Discussion – Industry Insights/Market Intelligence
- h. In Camera Discussion

An Annual Board Calendar and Annual Committee Calendar identifying the recurring cycle can be implemented to ensure all aspects of the Board's responsibilities are considered annually

Board Roles and Responsibilities

i. General Responsibilities of the Board

The Board's duty is to govern the affairs of the Society within the framework of relevant legislation and standards. The Board of Directors represents the Society's members/stakeholders and is given the legal authority and responsibility for the achievement of the organization's constituted purpose as reflected in its vision and mission, for its stability and continuance. It is responsible for ensuring that it has adequate information to monitor major strategic areas of performance. The Board, in discharging its responsibilities for the governance of the Society, oversees the management of the Society's finances.

ii. Authority and Accountability

The Board as a whole is accountable to the members/stakeholders of the Society. The Board is also accountable, in a more general sense, to exercise good stewardship of the Society on behalf of the trust placed in it by the general public, visitors, staff, and volunteers. Individual Directors are elected and/or appointed under the authority of the Society's bylaws and governance policies and are responsible to the members/stakeholders of the Society. However, they have no authority to act or give direction individually other than in such manner as is approved in these policies or by resolution of the Board. The Board may delegate authority to an individual Director or officer or employee or member of a committee, however the Board retains ultimate responsibility and accountability.



iii. **Specific Duties of the Board as a Whole**

The Board will undertake the following activities with the support of Board Committees as appropriate:

- a. Define and safeguard the organizational vision, mission, the guiding principles within which it expects the Society to be administered;
- b. Regularly review the Society's strategic direction and to ensure that it is consistent with the purpose of the Society and that its programs are effective and relevant to member/stakeholder needs (see Strategic Planning Process below);
- c. Oversee periodic development and regular review of a long-term strategic plan and approve annual budgets designed to achieve this strategic plan;
- d. Govern the Society through broad policies approved by the Board, formulated with the CEO, and reviewed periodically;
- e. Select and support an CEO to whom the responsibility for administration of the Society and implementation of the strategic plan is delegated;
- f. Report to the members/stakeholders about the activities of the Society and expenditures of funds through the CEO;
- g. Ensure prudent and proper management of the Society's resources through the CEO;
- h. Approve the general values framework within which the Society's human resources will be managed and periodically monitor key human resource performance indicators (e.g. pay equity, diversity/inclusion policies etc.)

9. **The Strategic Planning Process**

Each year, as a recurring item in the annual Board calendar, the Board of Directors revisits the five-year strategy for the organization and together with recommendations from the senior leadership team, makes any necessary changes.

Prior to this scheduled Board review, a stakeholder engagement process has occurred to both share with stakeholders the historical successes and results achieved and to provide a forum for open exchange of ideas and opportunities to inform the strategic plan update.

Once the Board has confirmed or amended/confirmed the strategic plan, staff then work internally to develop an annual operating plan and budget within the strategic



parameters given to them by the Board via the strategic plan document. The CEO presents the annual plan and budget to the Board for review.

- i.** A typical annual timeline for these strategic/operating plan activities is as follows:
 - a.** October – Stakeholder Open House
 - b.** November – Board of Directors – Review of Strategic Plan
 - c.** January – Staff presentation to Board of recommended Annual Operating Plan/ Budget for new fiscal year.

10. Roles and Responsibilities of Individual Board Members

Each Board member is expected to be an active participant in a body that functions effectively as a whole. In addition to participating in the exercise of the major duties of the Board outlined above, members are responsible to exercise due diligence in the performance of their duties.

They are responsible to:

- I.** Be informed of the constitution and legislation under which the Society exists (BC Societies Act), its vision, mission, values, code of conduct, and policies as they pertain to the duties of a Board member and abide by these policies;
- II.** Keep generally informed about the activities of the Society and the community, and regional, national and international trends in the industry in which it operates;
- III.** Prepare for and attend Board meetings regularly, serve on committees or task forces of the Board;
- IV.** Exercise the same degree of care, diligence and skill that a reasonably prudent person would show in comparable circumstances;
- V.** Offer professional perspectives and opinions on issues that are the subject of Board discussion and decision;
- VI.** Work cooperatively to resolve issues, listening respectfully to all views;
- VII.** Voice, clearly and explicitly at the time a decision is being taken, any opposition to a decision being considered by the Board;
- VIII.** Maintain public solidarity with fellow directors and publicly support any Board decision that has been made in good faith in a legally



constituted meeting, by directors in reasonably full possession of the facts;

- IX.** Be an advocate and ambassador for the organization, its team and its activities speaking positively about Kootenay Rockies Tourism in all forums, formal and informal; public and private
- X.** Ask the Board to review a decision, if there are reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations;
- XI.** Know and respect the distinction in the roles of Board and staff consistent with the principles underlying these governance policies;
- XII.** Exercise vigilance for and declare any perceived or real personal conflict of interest in accordance with the Society's policies.

11. Director Code of Conduct

Board members have the following responsibilities and must:

- I.** Understand the Mission, Vision, Policies and Guiding Principles of Kootenay Rockies Tourism Association.
- II.** Maintain a good attendance record at Board Meetings. Directors missing two consecutive meetings without prior notice to the Chair will automatically cease to be a Director.
- III.** Be informed.
- IV.** Know the duties and responsibilities of a Board Member.
- V.** Understand the organizational structure of Kootenay Rockies Tourism Association.
- VI.** Stay abreast of what is happening in the industry on a national and international level
- VII.** Contribute to a sense of camaraderie and teamwork.
 - a.** Bring issues to the Board table for discussion.
 - b.** Work cooperatively to resolve issues; engage in thoughtful discussion when there are differences of opinion on issues.
- VIII.** Be loyal to the organization. When a decision has been, you have an obligation to uphold it even if you disagree with the decision of the majority.
- IX.** Support the professional staff.



- a.** Give praise when you see work well done.
- X.** Speak positively about the organization, its staff and operations at all times, in the public forum.
- XI.** Respect the lines of authority and accountability. Direct concerns about performance to the Chair or the CEO, not to a staff member.
- XII.** Help make meetings work.
 - a.** Have a working knowledge of rules of order.
 - b.** Participate: listen, ask questions, discuss, and look for answers.
- XIII.** Do not criticize; offer solutions.
- XIV.** Address the circumstances not the person.
- XV.** Promote Kootenay Rockies Tourism Association in the community.
 - a.** Be an advocate for Kootenay Rockies Tourism Association in the community.
 - b.** Speak positively about Kootenay Rockies Tourism in all forums, formal and informal; public and private.
- XVI.** Demonstrate leadership.
 - a.** Take personal responsibility for decision-making and problem solving.
 - b.** Clarify the issue under discussion and maintain clear communication at all times.
- XVII.** Review Kootenay Rockies Tourism Association organization objectives regarding the issue and act in the best interests of the region and its stakeholders
- XVIII.** Identify opportunities/challenges and recommend possible courses of action.
 - a.** Evaluate alternatives with an open mind and choose the one that best meets the needs of stakeholders and the organization's mandate.
- XIX.** Make decisions that aid Kootenay Rockies Tourism Association in fulfilling its mission and vision.



12. Roles of the Officers of the Board

Officers of the Board are in the service of the Board. Individual officers may not act in place of the Board.

i. Chair

The role of the Chair is to ensure the integrity of the Board's processes. The Chair is the only Board member authorized to speak for the Society, unless this is specifically delegated to another Board member.

- a. The Chair's role is to ensure that the Board is effective in its task of setting and monitoring the implementation of the organization's strategic direction. The Chair presides as the 'manager' of the Board's activities, ensuring that the Board follows its own rules and those legitimately imposed upon it by statute or regulation. Since most of the work of the Board will be done during regularly scheduled Board meetings, the Chair is responsible for ensuring that the work is conducted efficiently and effectively. The Chair has no authority to make decisions outside the Governance Policies or the parameters of policies created by resolution of the Board.
- b. The Chair will set the agendas for meetings of the Board with assistance from the CEO and input from the members of the Board.
- c. The Chair will plan the conduct and timing of Board meetings in conjunction with the CEO and will chair meetings of the Board.
- d. The Chair will foster a constructive and harmonious relationship between the Board members and between the Board and management ensuring that all points of view are heard and valued
- e. The Chair will ensure that the Board is properly informed about the operations of the Society and has the information and the opportunity required to come to decisions on matters within its purview.
- f. The Chair will be the Board's primary liaison with the CEO, who in turn is responsible for the execution of Board policy and directives, and for determining the means, organizational structure and management processes necessary to achieve the Society's objectives as outlined in the Board approved strategic plan.
- g. The Chair will act as public and media spokesperson for the Board and Society as required.
- h. The Chair will also act as Chair of the Executive Committee



ii. Vice Chair

The Vice Chair shall assume the duties of any Officer during his/her absence.

- a.** The Vice Chair will act as Chair of the Governance Committee and will sit on the Executive Committee
- b.** The Vice Chair will perform all the duties of the Chair as outlined in the Governance Manual in the Chair's absence or inability to act.
- c.** If the Vice Chair is not available or able to act on behalf of the Chair, the Secretary/Treasurer will do so.

iv. Secretary/Treasurer

The Secretary/Treasurer shall oversee the financial affairs of the Society and shall ensure that all secretarial functions are performed for the Board and that records of all proceedings and transactions as well as Board member meeting attendance are properly maintained at the office. The Secretary/Treasurer shall:

- a.** Participate as a member of the Executive Committee
- b.** Chair the Board meeting in the absence of any other member of the Executive Committee
- c.** Serve as Chair of the Finance Committee, regularly reviews financial statements and recommends acceptance by the Board
- d.** Liaise with the auditor appointed by the Board of the Directors on any matters arising during the conduct of the audit
- e.** Report on the financial accounts of the Association to the membership at the AGM (in the absence of the auditor accounting firm)
- f.** Ensure proper financial reporting systems and controls are in place
- g.** Oversee the keeping of records of meetings, policies, membership and any other records required by law.
- h.** Ensure that minutes are taken at all regular and special meetings of the Board of Directors.
- i.** Ensure that copies of minutes and agendas are circulated to Board members prior to each meeting.
- j.** Ensure the maintenance of, the files and records of the Society to be passed on to future officers and ensure the security and confidentiality of all such files and records.



13. Role of Committees

A committee's function is to bring the experience, expertise and judgment of a group of interested and informed persons to bear on a specific area of the Society's responsibility. Its job is to assist the Board by considering matters referred to it in greater depth than would be possible by the whole Board. Committees isolate the key issues requiring Board consideration, propose alternative actions, present the implications and make recommendations to the Board for decision. The Board will not review the matter in the same detail as the committee but must be satisfied that all pertinent information was considered or refer the issue back to the committee for further study. The Board will consider the recommendations of the committee and adopt or amend these recommendations or make such other disposition as it deems advisable.

KRT currently has the following Committees:

- Executive Committee
- Finance and Audit Committee
- Governance/Nominating Committee

i. Committee Chair

The Committee Chair manages the activities of the Committee to enable it to effectively fulfill its terms of references as established by the Board of Directors. The Committee Chair is responsible to:

- a. Set the agenda for the committee meeting in consultation with the CEO;
- b. Oversee the logistics of the committee's operations;
- c. Report to the Board Chair;
- d. Ensure coordination of information packages and related events for committee meetings so committee members have the information required for decision-making;
- e. Set the tone for the committee's work;
- f. Chair committee meetings in an efficient, effective and focused manner;
- g. Ensure the committee fulfills its monitoring responsibilities; and
- h. Report to the full Board on the committee's recommendations.



ii. Composition of Committees

A member of the Board must chair any committee. The composition of the committees shall be representatives of the Board and where possible and appropriate, of staff, primarily the CEO

Each committee shall have clearly-specified Terms of Reference that include:

- a.** purpose of the committee
- b.** composition of committee membership
- c.** defined duties, responsibilities and outputs
- d.** number of meetings
- e.** resources and time lines/reporting schedule
- f.** method of voting

iii. Relationship to Staff

Committees do not have any authority to direct staff although they may, through the Board, ask the CEO to allocate resources in support of committee activities. Board and staff work co-operatively to carry out the objectives of the Society. The Board relies upon the ability, training, expertise and experience of staff to plan for and provide services within the Society's mandate.

Committee and Board meetings are the generally recognized avenues for Board and staff to think and plan together. The attendance of the CEO, or designate, at all committee meetings is essential to the effective work of the committees. Committees may advise the Board or the CEO but do not exercise authority over staff, and will ordinarily have no direct dealing with staff operations. Committee members must know and respect the distinction between Board and staff responsibilities. Communications between Committee members and staff, outside of committee meetings, shall be through the CEO. This includes:

- a.** Any assignments or directives;
- b.** Requests for organizational resources or staff time;
- c.** Staff performance concerns or policy infractions;
- d.** Concerns regarding any aspect of programs or administration.



iv. Executive Committee

The Chair of the Board chairs the Executive Committee, which is comprised of the officers of the Society. This committee possesses specific powers to make decisions between Board meetings if necessitated by unusual circumstances. Such decisions are subject to ratification by the Board at its next meeting.

The Executive Committee also has responsibility for establishing the framework for CEO performance review and upon completion of the year in question, conducting the annual performance and evaluation of the CEO. The Executive Committee, with input from the Board, makes decisions with regard to CEO tenure and compensation. The Executive Committee solicits input from other members of the Board as part of the annual CEO performance evaluation process described below.

Terms of Reference – Executive Committee

Purpose

The purpose of the Executive Committee is to help ensure the effective governance of the Society by providing effective and timely guidance to both the Chair and the CEO on emerging, time-sensitive, significant issues arising between meetings of the Board of Directors.

The Executive Committee will be responsible for conducting the annual performance review of the CEO in accordance with the process described herein and for establishing annual CEO remuneration and benefits.

The Executive Committee is obliged to act on any other matters assigned by the Board.

Composition

The Executive Committee includes the Officers of the Board:

- a. The Chair (Chair)
- b. The Vice Chair
- c. The Secretary – Treasurer

A majority of Committee members constitutes a quorum.

Duties and Responsibilities

- a. To prepare an annual timetable of Committee activities.



- b. To provide guidance to the CEO on emerging, time-sensitive or significant issues arising between meetings of the Board of Directors
- c. To establish an annual process for the CEO's performance review
- d. To conduct the annual CEO performance review in accordance with the established process.

Meeting Dates

The Committee will meet as needed between meetings of the full Board.

Accountability

The Committee will report to the Board at each Board meeting.

Staff Resources

Internal staff resources will be provided for the Committee through the CEO.

v. Finance Committee

The Secretary/Treasurer of the Society chairs the Finance Committee. The Committee is responsible for reviewing and recommending the annual operating and capital budgets to the Board of Directors for approval.

As well the Finance Committee recommends policies for risk management and protection of the Society's assets and ensures that there is a proper system of financial reporting and controls.

The Finance Committee regularly reviews financial statement of the organization and recommends their acceptance by the Board. The Finance Committee reviews the report of the Auditor prior to its presentation to the Board.

Terms of Reference - Finance Committee

Purpose

The Finance Committee oversees the financial health of the Association.

Composition



- a. The Secretary-Treasurer of the Board of Directors shall serve as Chair of the Committee.
- b. The Committee is to be appointed at the first meeting following the AGM.
- c. The Committee shall be composed of a minimum of three representatives from the Board of Directors of Kootenay Rockies Tourism Association.
- d. A majority of Committee members constitutes a quorum.

Duties and Responsibilities

- a. To prepare an annual timetable of Committee activities.
- b. To recommend the annual budget to the Board.
- c. To recommend the financial statement to the Board.
- d. To recommend the appointment of auditors and the extra parameters of the audit.
- e. To recommend the acceptance of the annual audited financial statements.
- f. To explain significant budget variances to the Board.
- g. To recommend financial parameters to the Board and monitor those parameters.
- h. Review and recommend annual operating and capital budgets to the Board of Directors for approval.
- i. Recommend policies for risk management and protection of the Society's assets.

Meeting Dates

The Committee shall meet prior to each Board meeting as required.

Accountability

The Committee will report to the Board at each Board meeting.

Staff Resources

Internal staff resources will be provided for the Committee through the CEO.



vi. Governance/Nominating Committee

The Vice-Chair chairs the Governance/Nominating Committee. The Board annually appoints Directors to the Governance/Nominating Committee. The committee is responsible for:

- a. Developing a recruiting process for new Directors including information package and application
- b. Recommending suitable candidates to the Board according to the approved criteria to fill director vacancies and presenting for approval of the Board an annual slate of recommended directors to stand for election, to the maximum allotment.
- c. Ensuring that new board members receive proper orientation at the beginning of their term to their responsibilities.
- d. Monitoring board member attendance and following up with board members who having missed two meetings (without notice) are on notice that failure to attend three meetings constitutes grounds for removal from the Board.
- e. Regularly reviewing governance policies/practices and recommend changes to the Board as required.
- f. Reviewing bylaws as necessary and recommending amendments to the Board for further presentation to the members at the next General Meeting.
- g. Developing and administering an annual Board self-evaluation and presenting summary results for discussion by the Board as a whole.

Terms of Reference – Governance/Nominating Committee

Purpose

To oversee Kootenay Rockies Tourism Association governance structure and election procedure as outlined in the Constitution and Bylaws of the Society.

Composition

- a. The Governance Committee shall be appointed at the first Board meeting following the AGM.
- b. The Vice-Chair of the Board shall be the Chair of the Governance Committee.
- c. The Committee shall be composed of a minimum of three representatives from the Board of Directors and/or stakeholders of Kootenay Rockies Tourism Association.



- d. A majority of Committee members constitutes a quorum.

Duties and Responsibilities

- a. To prepare an annual timetable of Committee activities including a schedule of events leading up to the Annual General Meeting.
- b. Annual review of the Constitution, By-laws and Board policies and recommendation of changes to the Board.
- c. Establish the orientation program for new Directors.
- d. Annual Board evaluation.
- e. Development of criteria for an annual Board evaluation and Director's self-evaluation.
- f. Record of the term of service of each Board Member.
- g. Recommend to the Board new persons to fill vacancies on the Board if replacements are deemed necessary during the year.
- h. Oversight of the Nominating Committee and review of nominating procedures.

Accountability

The Committee will report to the Board following each Committee meeting.

Meeting dates

Quarterly.

Staff Resources

Internal staff resources will be provided for the Committee through the CEO.

Terms of Reference – Nominating Committee

Purpose

To ensure that candidates seeking nomination to the Board are vetted according to the Directors Skills Matrix and that Nomination Procedures are followed as outlined in the Constitution.

Composition

- a. The Nominating Committee shall be appointed ninety days prior to the Annual General Meeting every year in an election year.



- b. The Chair of the Governance Committee shall be the Chair of the Nominating Committee unless their term is up, then it will be the Chair of the Board, providing their term is not up, in which case it would fall to another member of the Governance committee.
- c. The Committee shall be composed of a minimum of three representatives from the Board of Directors as well as the Board Chair.
- d. A majority of Committee members constitutes a quorum.

Duties and Responsibilities

- a. Assess number of vacant seats that are available to fill on the Board.
- b. Solicit potential Board members from the Active members and invite an expression of interest with the intention of having wide representation from across the entirety of the region.
- c. Assess the potential nominees and their qualifications against the Directors Skills Matrix.
- d. Submit the list of agreed upon nominees to the Board at large for approval at least thirty days prior to the AGM.
- e. At least seven days prior to Nomination Committee will ensure the nominations have been sent out to each active member of the Association by email, as per the Constitution.
- f. Oversee the election process and advise the Board of the outcome.
- g. The Nominating Committee will be dissolved following the AGM.

vii. Task Forces

The Board may at its discretion establish Task Forces as needed to undertake specific activities. These Task Forces will be chaired by a Director but may be populated with other members of the Society as best serves the objectives defined in the Task Force Terms of Reference. Task forces are time-bound and outcome-focused groups that are convened to support KRT's mission, strategic objectives and program activities. The Board shall appoint Task Force leaders.

14. Confidentiality Policy

Respect for confidentiality is the cornerstone of trust and confidence as well as a legislated obligation. Board members must at all times respect the



confidentiality of all KRT related business. Similarly, all matters dealt with by the Board during in-camera meetings and matters related to personnel must be held in strictest confidence.

Confidentiality means Directors may not relate such matters to anyone including immediate family members. The duty of confidentiality continues indefinitely after a Director has left the Board. Board members shall agree to and sign a Code of Conduct upon joining the Board of Directors.

15. Conflict of Interest Policy

Members of the Board of Directors shall act at all times in the best interests of the Society rather than particular interests or constituencies. This means setting aside personal self-interest and performing their duties in transaction of the affairs of the Society in such a manner that promotes public confidence and trust in the integrity, objectivity and impartiality of the Board.

Members of the Board shall serve without remuneration. No director shall directly or indirectly receive any profit from his/her position as such, provided that directors may be reimbursed for reasonable expenses incurred by them in the performance of their duties. The pecuniary interests of immediate family members or close personal or business associates of a director are considered to also be the pecuniary interests of the director.

i. Definition of Conflict of Interest

Board members are considered to be in a “conflict of interest” whenever they themselves, or members of their family, business partners or close personal associates, may personally benefit either directly or indirectly, financially or otherwise, from their position on the Board.

A conflict of interest may be “real”, “potential” or “perceived”; the same duty to disclose applies to each. Full disclosure in itself, does not remove a conflict of interest.

ii. Principles for Dealing with Conflict of Interest

- a.** The Board member must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises and before the board or its committees deal with the matter at issue.



- b. If the Board member is not certain he/she is in a conflict of interest position, the matter may be brought before the Chair or Board for advice and guidance.
- c. If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by vote if a conflict exists. The person potentially in conflict shall be absent from the discussion and vote.
- d. It is the responsibility of other Board members who are aware of a real, potential or perceived conflict of interest on the part of a fellow Board member to raise the issue for clarification, first with the Board member and, if still unresolved, with the Board Chair.
- e. The Board member must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, shall refrain from voting on the matter and unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.
- f. The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting. The time the person left and returned to the meeting shall also be recorded.

iii. Examples of Conflict of Interest

- a. Any circumstance that may result in a personal or financial benefit to a director or his/her family, business associate or friend. This includes, but is not limited to, accepting any payment for services rendered to the Society, including contracted work or honoraria; accessing financial or other resources for personal use, i.e. transportation, training costs, supplies, equipment, etc.
- b. Personal interests which conflict with the interests of members or are otherwise adverse to the interests of the Society;
- c. Seeking, accepting or receiving any personal benefit from a supplier, vendor, or any individual or organization doing or seeking business with the Society;
- d. Being a member of the board or staff of another organization, which might have material interests that conflict with the interests of the Society or its members; and, dealing with matters on one Board which might materially affect the other Board Any involvement in the hiring, supervision, grievance, evaluation, promotion, remuneration or firing of a family member, business associate or friend of the director;
- e. Individuals who serve as directors on the same board with members of their family or others with whom they have a direct



business or personal relationship will be subject to an immediate perception of apparent conflict of interest.

16. Board Development

i. Recruitment and Screening of New Board Members

The Governance/Nominating Committee shall identify, vet qualifications and recruit suitable individuals willing to be considered for nomination for upcoming vacant positions and recommend their nomination to the Board in a manner consistent with these policies. The Governance /Nominating Committee will maintain a file of all interested candidates who have been so reviewed.

Orientation of New Members

New Board members shall receive a thorough orientation to their position within one month of becoming a member of the Board. Orientation includes but is not limited to:

- a. The history, mission, purpose and values.
- b. Constitution, by-laws and governance policy
- c. An overview of funding sources
- d. An overview of key policy areas and copies of policies for reference
- e. Role, structure and functions of the Board
- f. Contact information for Board members
- g. Board Calendar
- h. Board member Confidentiality, Code of Conduct and Conflict of Interest policies
- i. Procedural guidelines for Board meetings
- j. Procedures for Board member expenses
- k. Introduction to CEO and key staff
- l. Minutes of the last two Board meetings and Annual General Meeting

17. Board Management

i. Board Meetings

Meetings of the Board of Directors will, unless otherwise determined by the Board, be held every quarter where possible. The Annual General Meeting is held in accordance with the timelines determined by the BC Society Act. Robert's Rules of Order will be followed unless



the Board has explicitly substituted an alternative procedure. Discussion at meetings of the Board will be confined to those issues that clearly fall within the Board's authority according to its policies. Board deliberation at meetings will be timely, fair, orderly, thorough, and efficient.

ii. Decision-Making Process

Decisions of the Board are made as a group at Board meetings at which a quorum of the Board (51%) is present. A quorum is required for the transaction of any business of the Society. Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision. This process is intended to encourage full discussion and development of a decision that all or at least the largest possible majority of Board members can support, prior to a vote. Where disagreements continue to exist, dissenting members may request that their objections be recorded in the minutes. A favorable vote of a majority of the members present, regardless of abstentions, is required for approval. Directors have the right to discuss questions before the Board and make their decisions in an uninhibited atmosphere. These Governance Policies, the Code of Conduct and procedural guidelines will govern Board deliberations. Directors will welcome and respect the diverse views of their colleagues, maintain confidentiality as required and support Board decisions.

iii. In Camera Meetings

An in-camera meeting is part of the standing Board meeting agenda. Examples of subject matters considered in an in camera session would be sensitive issues related to land, labour or law. In camera meetings are appropriate times to discuss any staff related issues. This would require that any staff present excuse themselves during this time unless invited to stay. General terms of the meeting will be recorded by the Secretary/Treasurer and kept confidential in a separate file available to Board members only.

iv. Board Member Attendance

Carrying out the work of the Board of Directors effectively requires a commitment to attend all Board meetings as required. Board members who are absent, without just cause, from three consecutive meetings may be dismissed from the Board.

v. Board Work Plan/ Objectives

The Board will develop a plan and objectives for its own work in support of the Society's goals as articulated in the approved Strategic



Plan and the annual operating or business plan. Board Self-Evaluation

The Governance/Nominating Committee shall periodically review progress on and conduct a formal evaluation of Board performance at a time determined by the Board and shall take any steps for improvement in its governance practices suggested by such review.

vi. Conflict Resolution

Board members are commonly recruited to bring diverse views on issues to Board debates and decision-making. Constructive disagreements between Board members are encouraged in a well-functioning Board. They can generally be managed by following proper rules of procedure and encouragement of good listening skills. However, in the heat of Board debate, disagreements sometimes degenerate into serious conflict on issues or between personalities. The Board Chair is responsible for managing such conflicts. A neutral Board member or third party should be selected by the Board if the Board Chair is a party to the conflict. It is important to identify early on whether the conflict is based on the immediate issue at hand or has deeper roots based on differences in personal values and history, personalities, personal or political agendas, gender or culture, keeping in mind that issues should be the focus and should be managed not people.

vii. Managing Issues-Based Conflict

The following techniques are suggested to assist in managing issue-based conflicts:

- a.** Acknowledge the value and importance of divergent views in informing decision-making.
- b.** Practice and encourage good listening skills, understanding and respect. Clarify the ground rules for effective communication: confidentiality of discussions, allowing others to have their say, listening to understand, group ownership of problems and solutions, focus on issues rather than personalities or personal attacks.
- c.** Assist the parties in defining the issue. State what you understand to be the substance of the issue and seek agreement between them on a clear definition of the issue. Name the problem.
- d.** Seek agreement on the objectives, outcomes or decisions sought by placing this item on the Board agenda.
- e.** Assist the disputants to identify and expand points of agreement.

- f. Assist them in identifying why this issue is important to them rather than encouraging more debate on who has the best solution/idea.
- g. Ask each to 'step into the other's shoes' and 'role play' the debate from the other's perspective.
- h. Paraphrase or summarize the discussions repeatedly until they've reached consensus on points of agreement and disagreement.
- i. Encourage both parties and other Board members to suggest new insights or compromises. Seek agreement on a compromise.
- j. Re-state the favoured solution. Check with both parties to see if it is acceptable and will allow them to resolve the matter.
- k. Table the item to be dealt with after a 'cooling off' period either later in the meeting, at a future meeting of the Board or privately with the parties outside a Board meeting.

viii. Managing Personality-Based Conflict

The following techniques, in addition to those suggested for managing issue-based conflicts, are offered to assist in managing conflicts based on personality, personal or political agendas, or other more deeply rooted factors too time-consuming and disruptive to deal with during Board meetings:

- a. Do not waste valuable Board time and energy in attempting to resolve such conflicts at the board table.
- b. Meet with the parties individually outside the Board meetings to express concern about the negative effect of their conflict on Board deliberations, attempt to define the issues and seek a resolution of the conflict.
- c. Meet with the parties together to determine whether an accord can be reached between them that will allow the Board to function effectively with their continued membership. Seek to mediate their conflicts.
- d. In the event that such an accord cannot be reached then suggest that either or both parties consider resigning their positions as directors of the Society.
- e. Recommend disciplinary action to the Board in the event that resignations are not forthcoming.



18. Board Member Expenses

Board members may be entitled to be reimbursed for travel expenses incurred on behalf of the Board and approved by the Chair and Treasurer.

- i.** The rate at which expenses are reimbursed will be the same as what DBC has determined they will pay.
- ii.** All Board member expenses must be documented on a Board Member Expense form and follow the Travel Expense guidelines.

19. Board-CEO Linkage Policies

Recruitment, selection and appointment of the CEO are, along with performance monitoring, among the most important responsibilities of the Board. The Board's sole official connection to the operating organization, its achievement, and conduct will be through the CEO.

Only decisions of the Board acting as a body are binding on the CEO. The CEO is employed by the Board of Directors and is, therefore, responsible to the Board as a whole rather than to individual members of the Board. In the case of individual directors or committees requesting information or assistance without Board authorization, the CEO will determine whether resources are available to respond.

20. CEO Responsibilities

The Board will hold the CEO accountable for the execution of the strategic business plan provided that:

- i.** The board does not make operational decisions.
- ii.** The Board does not give instructions to persons who report directly or indirectly to the CEO.
- iii.** The Board does not evaluate or comment on, either formally or informally, any staff other than the CEO.

The CEO is required to act in keeping with policies determined by the Board and consistent with the requirements of any legislation or regulations. The CEO is responsible, within parameters established by the Board known as Executive Limitation Policies, for determining the methods by which the Board's policies



will be executed and the how outcomes of the strategic business plan will be achieved. As long as the CEO uses any reasonable interpretation of the Strategic Plan and Executive Limitations policies, the CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.

As long as the Board has delegated authority to the CEO, and the CEO is acting within the Board policy framework, the Board will respect and support the CEO's choices.

The distinction in roles is demonstrated in the chart on next page:

BOARD / CEO ROLES			
CORE RESPONSIBILITY	BOARD'S ROLE	CEO'S ROLE	COMMENTS
ORGANIZATIONAL DIRECTION AND PERFORMANCE			
VISION, MISSION AND VALUES	✓		
STRATEGIC PLAN	✓	✓	
ORGANIZATION STRUCTURE		✓	
ANNUAL BUSINESS PLAN		✓	
ANNUAL OPERATING AND CAPITAL BUDGETS	✓	✓	
CORPORATE PERFORMANCE MEASURES	✓	✓	
CORPORATE COMMUNICATIONS			
STRATEGY AND CORPORATE IMAGE		✓	
STAKEHOLDER COMMUNICATIONS		✓	
HUMAN RESOURCES MANAGEMENT			
CEO APPOINTMENT	✓		
CEO SALARY	✓		
CEO PERFORMANCE OBJECTIVES AND EVALUATION	✓		
STAFF APPOINTMENTS		✓	
STAFF PERFORMANCE OBJECTIVES AND EVALUATION		✓	
SUCCESSION PLANNING – CEO	✓	✓	
STAFF GRIEVANCES		✓	
STAFF SALARIES		✓	
SUCCESSION PLANNING – MANAGEMENT		✓	
FINANCIAL MANAGEMENT AND PERFORMANCE			
APPOINTMENT OF EXTERNAL AUDITOR	✓		
OPERATING POLICIES		✓	



21. Executive Limitation Policies

The CEO shall not cause or allow any practice, activity, decision, or organizational circumstance that is either unlawful, imprudent, or in violation of commonly accepted business and professional ethics or regulations or regulatory bodies. The CEO will not cause or allow the organization to be placed in fiscal jeopardy.

More specifically, the CEO

- i.** Is authorized to expend funds within the limits of the annual budget and operating plan approved by the Board;
- ii.** Is responsible for bringing to the attention of the Board, the need for special and exceptional expenditures not included in the budget.
- iii.** Will not make a single capital purchase or commitment greater than \$25,000 cumulative to \$50,000 in the fiscal year for non-budgeted expenses.
- iv.** Will bring forward to the Board all decisions related to any acquisition and/or dispositions of real property regardless of the dollar value;
- v.** Is authorized to make reallocations of all or a portion of a budgeted line item to another line item without further Board approval provided there is no net increase in total budgeted expense;
- vi.** Is required to report to the Board if it is not possible to operate within the limits of the budget approved by it;
- vii.** Is responsible for employing/engaging staff members and contractors within the compensation range approved within the budget. Board members should bear in mind that staff and contractors are responsible to the CEO or to a person designated by him or her, not to the Board as a whole or any individual officer or director. In the supervision, direction and deployment of personnel, the CEO is governed by the documented personnel practices and procedures approved by the Board.
- viii.** shall not enter into any contract arrangements that violate the organization's bylaws. The CEO has authority to enter into contracts that are required to enact the strategic direction of the Board, subject to these guidelines:
 - a.** Any contract valued at \$30,000 or less (exclusive of GST) may be sole sourced at the discretion of the CEO;



- b. Any contract valued between \$30,000 and \$100,000 will be the subject of a Request for Proposal process with a minimum of two and preferably three or more proponents providing responses. The CEO has authority to review submissions and make a selection based upon highest value to the organization (this is not necessarily the lowest cost submission).
- c. Any contract valued in excess of \$100,000 will be the subject of a Request for Proposal process and a Board Task Force will be convened to work alongside the CEO to recommend the successful Proponent to the Board of Directors for final approval.

22. Monitoring CEO Performance

The Board will view CEO performance as tied closely to organizational performance of the strategic plan and the satisfactory delivery on the Shared Cost Agreement deliverables to the Crown Corporation and funder, Destination BC, will be viewed as successful CEO performance.

Each year, at a time mutually convenient to both the Executive Committee and the CEO, the Executive Committee will conduct a performance assessment.

The Board will acquire monitoring data by one or more of these methods:

- i. Internal report, in which the CEO discloses compliance information to the Executive
- ii. External report by an external unbiased third-party HR body who assesses compliance
- iii. By the Chair as the lead assesses compliance with the appropriate criteria and reports the results to the Board

In every method the standard for compliance shall be any reasonable CEO interpretation of the Board policy being monitored.

23. CEO Succession Planning

The CEO will advise the Governance Committee of the senior staff member who should be appointed to maintain operations and all functions of the office, in the event of an unforeseen incident occurring that would prevent the CEO from continuing to carry out their duties.



In the event of the resignation or loss of the CEO, the Governance Committee will work with the board to determine the direction of the organization moving forward and whether or not they wish to go to market to conduct a search for a new CEO.

In the event of going to market, the Board may decide to form a Hiring Committee who will determine if they will go through a hiring firm, or if they will handle it without an agency. The Hiring Committee will vet all applications received, determine a short list to move to an interview process, conduct the interview and make recommendations for consideration by the board. They may choose to conduct further interviews with the top candidates and prior to making a final decision, they may have the candidate(s) meet the rest of the board and staff to determine a fit, prior to making any offer of employment.

Once a new CEO has been hired, the committee may turn CEO orientation back to the Governance Committee as well as senior staff members.