

October 10, 2019

Dear Member,

Re: Nomination Process

The Nomination Committee of the Whistler Chamber of Commerce (WCC), in accordance with the WCC's by-laws, is seeking candidates with established business, leadership and advocacy expertise, to join the WCC's Board of Directors for a three year term of office commencing January 1, 2020.

As a result of the vacancies that will be created at the end of 2019, the Committee is seeking nominations for six Director Positions. At this time, we have five Directors whom are up for re-election (incumbents), whom we the Board of Directors fully support to be re-elected.

The WCC's Board of Directors are a collection of Whistler's business leaders who are dedicated to the success of the WCC. The WCC board does not function on an operational level but rather, charts the strategic direction of the Chamber as a governance Board of Directors. We are searching for candidates who can actively participate on sub-committees which align with your unique skill set and who are committed to working together to building a healthy local economy and to growing the overall success of the Whistler community at large.

(a) Nomination criteria

Directors represent and are accountable to the membership and as such are responsible for governing and overseeing the strategic direction of the WCC. The effectiveness of YOUR CHAMBER is directly dependent on the leadership and enthusiasm of the Board of Directors.

In placing your nomination, the Nomination Committee therefore urges you to consider the following desirable Director qualities, some or all of which strong candidates would possess:

- Awareness and understanding of the role of the WCC and a desire to support it
- Awareness of the business and economic climate in Whistler, British Columbia and Canada and the ability to view issues from a local, regional, provincial and national context
- Industry experience or skills and knowledge that are complimentary to Whistler's business environment and local issues
- Experience in serving on a governance board
- Experience in strategic planning
- Experience in an advocacy role or setting
- Experience in leadership or executive positions
- Sound entrepreneurial skills
- Ability to understand financial statements, management reports and risk management practices
- Well developed faculty for critical analysis
- High ethical standards and integrity in professional and personal dealings
- Ability to work as a team member
- Track record or interest in community involvement

In addition, nominees must be WCC members in good standing or representatives of WCC members in good standing for a minimum of two years and must be endorsed by three WCC members in good standing.

(b) Nomination package

We are pleased to provide you with this nomination package that outlines the Committee's expectations of Directors of the WCC together with their role and responsibilities.

The Nomination process will close at 5:00pm on Wednesday November 6, 2019.

If you have any questions about the process, attached materials or require further information, please contact the Whistler Chamber of Commerce office at 604.932.5922.

Regards



Brady Smith
Chair, Board of Directors
Whistler Chamber of Commerce

Whistler Chamber of Commerce
Role and Responsibilities of a Director

Introduction

Directors play a vital and important role in ensuring the success and effectiveness of the organizations on whose boards they have volunteered to serve. In a world where there are greater calls for accountability from a variety of stakeholders and an increase in the complexity of organizations, the responsibilities of Directors of non-profit organizations (NPOs) can be substantial. These responsibilities can be divided into two categories: (a) Contribution to Board Effectiveness, and (b) Legal and Regulatory Responsibilities.

a. Contribution to Board Effectiveness

Organizations gain the most from a board when its Directors are committed to working together in the best interests of the organization and when there is a serious commitment to effective participation. The following are some principles and general guidelines for maximizing the contribution you make to board effectiveness.

It is the responsibility of each Director to:

- Participate actively in the business of the Board and to make a positive contribution to providing visionary leadership and direction to the organization, all the while, ensuring that it fulfills its obligations to its stakeholders as well as its legal and regulatory requirements.
- Oversee the management of the affairs and business of the Organization.
- Act honestly, in good faith and in the best interests of those who the organization is there to serve.
- Exercise the care, diligence and skill of a reasonably prudent person under comparable circumstances.
- Ensure compliance with relevant acts, regulations, articles, by-laws and board policies.
- Stay informed on matters relevant to governing the organization.
- Participate actively and constructively in the discussions of the board.
- Follow the guidelines or rules agreed on by the board regarding how it will govern and conduct itself.
- Not represent the interests of special groups or individuals over the interests of the organization.
- Not speak or act as an individual on behalf of the board unless authorized to do so.
- Come to meetings having read the relevant material in your board package and be prepared to discuss what is on the agenda.
- Not become involved in the management and operations of the organization other than through board policy or direction. Concerns are brought to the Chair and requested to be put on the board agenda and, if there is sufficient interest among board members, convene a meeting to discuss the matter.
- Make a concerted effort to attend all board meetings and to notify the Chair of your inability to attend any board meeting. If it is apparent that you are likely to miss several board meetings and therefore are unable to fulfill your obligations, you should seriously consider whether it is prudent for you to remain as a Director on the board
- Inform yourself of the proceedings, decisions, and proposed actions decided upon at missed board meetings within a week of the meeting. By doing this, you can immediately register your dissent (if you have one) with the secretary of the board regarding any decisions or actions taken at the meeting you missed.
- Express any contrary opinions or views you hold on matters under discussion or consideration by the board. However, once the board has made a decision or taken an action on the matter, it is not



constructive or helpful to the board if you inappropriately continue to attempt to raise or discuss the matter at other times during the meeting or to continue to bring it up at every meeting.

b. Legal and Regulatory Responsibilities

In today's legal environment, directors need to know their legal rights and duties, as well as to protect themselves from exposure to legal liabilities. In common law, the level of skill expected of a director is "what may reasonably be expected of a person of his knowledge and experience". The duties of directors for a non-profit organization can be found in the *Society Act*, R.S.B.C. 1996, c.433, which states:

25.(1) A director of a society must act honestly and in good faith and in the best interests of the society, and

25.(2) exercise the care, diligence and skill of a reasonably prudent person, in exercising the powers and performing the functions as a director.

Case law has emphasized that directors, as fiduciaries, owe a duty of utmost good faith to their society. Directors are obliged to account for the funds received by the society, as well as to safeguard the society's properties.

While there are numerous federal and provincial statutes that impose duties on directors and officers of both for profit corporations and NPOs, they can be categorized into three general groups:

Employees and the workplace – the *Employment Standards Act*

Taxation – the *Income Tax Act*

Environment – the Canadian Environmental Protection Act or Waste Management Act



Whistler Chamber of Commerce
Statement of current strategy

1. History

The Whistler Chamber of Commerce (WCC) is a not-for-profit voluntary organization of Whistler businesses and associations with an over 50-year history in supporting local commerce and enhancing visitor experience.

Over the years, WCC has played a pivotal role in forming Whistler's future. In 1966 a small group of people met and elected the first Board of Directors of the WCC. A Constitution was written and the WCC was chartered under the Federal Boards of Trade Act. The WCC originally operated as a quasi-government for the fledgling community of Whistler, concerning itself with such issues as tourism, highways, water, snow removal, and lobbied for the establishment of not only a Regional District, but a Municipality.

Over time, the WCC has re-assessed its mandate and purpose to better focus on new opportunities.

2. Our vision

To elevate Whistler's business.

3. Our Purpose

To make business easy.

4. Governance

WCC operates according to Bylaws that were approved by the membership in 2013. *Note: Copies of both the Constitution and By-Laws are available at the WCC office or online at www.whistlerchamber.com*

The governance of the WCC is vested in a Board of Directors of maximum 11 individuals elected by the membership.

5. Board members' obligations

Board members can expect to devote approximately 8-10 hours of their time per month to the following:

- Attendance at bi-monthly board meetings (approximately 6 to 8 times per year), set for the year, and held either the 2nd or 3rd Tuesday of every month, times can range between 3pm and 6:30pm.
- Attendance at annual strategic planning session and AGM luncheon
- Attendance at WCC functions e.g. luncheons, socials, Golf tournament etc.
- Participation on a WCC Committee or Task Force
- Membership recruitment
- Membership engagement
- Staying abreast of current affairs
- Being ambassadors of goodwill at community events

6. WCC's 3 year strategy

In 2019, the Board of Directors approved a 3 year strategic plan and goals for the WCC with the planning horizon of September 1, 2019 to August 31, 2021 focusing on the following areas:

- WCC's role as an influencer and leader in advocacy
- WCC's relevance and value to business
- WCC's membership growth and retention
- WCC's role as a valued and respected partner

WCC programs and events have and must continue to evolve from what has been "traditional Chamber business" to more focused services tailored to the needs of the Whistler business community and that enable sustainable business success. This includes business includes delivery of products and services that are offered not only by WCC but by all Chambers of Commerce across Canada, for example:

- Advocacy
 - Local issues
 - Provincial issues
 - Federal issues
- Business support
 - Benefit and discount programs
 - Networking opportunities
 - Promotional opportunities
 - Education programs
- Communication
 - Regular business-specific e-broadcasts
 - Participation in business surveys and polls

Whistler's Service Strategy - The Whistler Experience program

Unique to WCC is the Whistler Service Strategy, which was established over 30 years ago. In 2014, WCC partnered with the University of Victoria's Gustavson School of Business to evolve the Spirit Program and offer world-class service management training. This partnership offers comprehensive service training solutions to Whistler businesses and is driven by a strategy to transform the experience of both employees and guests in Whistler (hence the program tagline - *to elevate your service, first elevate your people*). The program has been rebranded as "The Whistler Experience Program" and to date, has trained over 22,000 ppl.

WCC is funded by membership fees, Spirit Pass administration fees, fee for service revenues, training & event revenue and sponsorship.

NOMINATION FORM
 2020 Board of Directors
 Whistler Chamber of Commerce



Please return completed Nomination Form, with original signatures to the Whistler Chamber of Commerce (WCC) office at 201-4230 Gateway Drive, Whistler BC by 5pm on November 6, 2019.

Nominees must be WCC members in good standing or representatives of WCC members in good standing for a minimum of two years.

Nominee Information

Name_____

Business Name_____

Title/Occupation_____

Mailing Address_____

Business Phone_____ Residence Phone_____

E-mail_____

Please also submit a Statement of Interest and headshot for display on the WCC website. The Statement of Interest should be a maximum of 250 words and include a description of why you are interested in becoming a Director, and to what degree you meet the established criteria. Headshot dimensions: 100 x 130 pixels (*Note : Images outside of these dimensions will be altered*).

Email your Statement of Interest and headshot to elevatemybiz@whistlerchamber.com. Please note that the WCC has the right to edit the information submitted.

Consent of an individual to let his/her name stand for the position of Director is indicated by the signature below.

I have read and fully understand the By-laws outlining the duties and responsibilities of a director and I agree to allow my name to stand.**

Signature of Nominee: _____

Endorsed by three WCC members in good standing:

Name	Business	Signature
1)		
2)		
3)		

**Copies of the Constitution and By-Laws are available at the WCC office or online at www.whistlerchamber.com