

BOARD OF DIRECTORS | EXPRESSION OF INTEREST 2024

Thank you for your interest in serving on the Truro & Colchester Chamber of Commerce Board of Directors.

In order to assist our Nominating Committee in the nomination process:

- Please answer the following questions and submit to the Chamber office.
- Complete attached competency matrix and return along with this form.
- Note that the Truro & Colchester of Commerce has limited space available on the board and directors are selected according to the expertise required to fulfill its strategic plan.

Date: _____

Name: _____

Business: _____

Position: _____ Years in this position: _____

Phone: _____ Email: _____

1. What interests you most about the Chamber?

2. How many hours per month can you commit to the Chamber?

3. Provide an example of how you have helped another organization develop and/or implement their strategic plan.

4. List other volunteer positions held or other organizations with which you have been involved.

5. The chamber establishes task forces and committees to offer focused efforts in some key areas. Indicate which committee or taskforce may be of interest to you. Explain why you are interested in participating on each committee you have selected.

- Policy / Positions Committee – Represents the needs of our membership to all levels of government. Develops the Truro & Colchester Chamber of Commerce’s official positions on key business issues including rapid policy response situations.
 - Events Committee – Supports the Chamber’s fundraising efforts to meet annual operating budget.
 - Governance Committee – Reviews Chamber governance issues to ensure it meets expectations of accreditation standards.
 - Membership Engagement Committee – Ensures the sustainability of the Truro & Colchester Chamber of Commerce
 - Immigration Task force – Assists in identifying key advocacy roles for the Chamber
 - Taxation Task Force – Reviews issues related to taxation to develop advocacy action plans
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6. Please read the attached Director’s Code of Conduct and Terms of Reference and indicate here that you are willing to work with the Board of Directors within these guidelines.
- Yes

Board of Directors Terms of Reference

January 1, 2023

Structure:

- Executive Officers (included in succession plan) –2nd Vice President, 1st Vice President, President (voting); Past President (voting)
- Executive Officers (not in succession plan) – Treasurer and Solicitor (voting)
- Minimum 6 Directors (voting)

Appointment and Duration:

- Directors must be members of the Truro & Colchester Chamber of Commerce in good standing
- Directors are elected for a two-year term by the membership at the annual general meeting, renewed annually
- Directors may succeed their term for one more term (total four years)
- The board executive is elected for a one-year term annually by the membership
- Solicitor and Treasurer are elected annually by the membership
- Refer to bylaws for additional clarification

Reporting:

- The board of directors reports to the membership at the annual general meeting

Mandate:

- To fulfill the legal requirements and obligations of a director and to govern the Truro & Colchester Chamber of Commerce according to bylaws and policy

Board Responsibilities:

- Set the annual strategic plan
- Monitor the financial statements
- Approve the annual budget
- Set policy
- Review internal policies on an annual basis, ensuring internal policies reflect the Policy Governance Model
- Monitor the Executive Director's compliance to policies
- Monitor the Executive Director's achievement of the board's strategic plan goals
- Conduct the Executive Director's annual performance, performance premium and salary reviews

Director Responsibilities

- Commitment to the work of the Truro & Colchester Chamber of Commerce
- Attend Policy Governance Training
- Attend board meetings and committee meetings as required
- Participate in board self-evaluations
- Participate in the annual strategic plan
- Attend the Annual General Meeting
- Attend the Annual Dinner Awards gala and other events
- Be informed of the services provided by the chamber and publicly support them
- Be aware of and abstain from any conflict of interest
- Prepare for and participate in the discussions and deliberations of the board
- Refer to board policy manual for further information

Meeting Dates:

- 5 PM on the second Wednesday of the following months:
 - January
 - February
 - March
 - April
 - May
 - June
 - September
 - October
 - November
 - December
- If the meeting date falls on a holiday, an alternate date will be set following the bylaws.

BOARD OF DIRECTORS | BACKGROUND INFORMATION

In Brief

- The Chamber is a membership-based organization and currently has about 450 members.
- The Chamber's areas of service to our business community include:
 - Advocacy to all levels of government
 - Networking and educational opportunities for our members
 - Resource services including exclusive money-saving benefits for our members

Our Vision

A collaborative, diverse and prosperous business community.

Our Mission

To be the collective voice of the business community, actively engaging with members to address their needs for business growth and prosperity

Our Values and Commitment

We will advance our vision and mission according to a series of fundamental principles of professional practice for our organization. We are:

- Professional Connectors – We drive connections between people, businesses, governments and communities to create the maximum benefit for the economy of Truro and Colchester County.
- Leaders in Advocacy – In influencing policy/regulation, we take a consistent approach to being champions for positive change to address the challenges and opportunities our members are facing every day.
- Responsive & Timely – We consistently act in the best interests of our collective membership, providing services that meet their business growth needs.
- Accountable to Members – Our responsibility is to our members first, all others second. In our strategic planning, operations and financial management, our members will be engaged and informed.
- Authoritative Voice for All of Colchester County – We are the only county-wide business organization that is membership driven, so our actions will reflect the authority and integrity of our broad membership base.

Our Strategic Directions

- Value in Membership
- Creating Conditions for Economic Growth
- Communications and Marketing

Community Involvement

- The Truro & Colchester Chamber is a member of these organizations:
 - Canadian Chamber of Commerce
 - Atlantic Chamber of Commerce
 - Truro Industrial Development Society
 - Colchester Historical Society
 - Downtown Truro Partnership
- Our directors and staff represent the Chamber on the following outside committees:
 - Community physician recruitment committee NSHA
 - Chamber of Commerce Executives of Canada
 - Truro & Colchester Partnership for Prosperity (TCPEP)
 - TC PEP Liaison and Oversight Committee
 - ACC Nova Scotia Policy and Advocacy Committee

Chamber Staff

- Executive Director (FT)
- Office Administrator (FT)
- Events Co-ordinator (FT)

Board Policies and Principles

- The Truro & Colchester Chamber of Commerce Board of Directors (Board) follows the policy governance model. This means that the Board is completely concerned with high-level policy and monitoring those policies and is not engaged in the day-to-day operations of the Chamber.
- The Board currently consists of 13 Directors
- Elections are conducted by a membership vote during the Annual General Meeting. The Board of Directors is sworn in by the Board Solicitor at the Annual General Meeting.
- Directors hold a two-year term and executive officers hold a one-year term in their particular position.

- The Board meets 10 times per year, generally on the second Wednesday of each month from September to June.
- Only the Executive Director and President, has authority to speak for the Chamber outside of their Board meeting unless authority to speak has been given to the vice-president or past president. Board members only have power when they are together. The moment they step from the Board meeting and become individuals, they cannot speak for the Board or for the Chamber. It is understood that Board members may disagree inside the Chamber Board meeting, but once outside the meeting they must be in agreement.
- Goals and accompanying committees or task forces are reviewed and formed each year following the annual strategic planning session.
- Directors must adhere to the policies outlined in the policy manual and must sign a code of conduct before serving on the Board.

Board Succession Plan

- Director
 - Board Governance workshop
 - Participates on at least one Chamber Committee or Task Force
 - Other duties as outlined above
- 2nd Vice President
 - Participates on the Executive and Nomination Committee
 - Acts as replacement for 1st vice president when he/she is unavailable.
 - Attends Atlantic Chamber of Commerce AGM
- 1st Vice President
 - Has signing authority
 - Speaks on behalf of the Chamber in the absence of the President
 - Participates on the Policy/Positions Committee
 - Attends the Canadian Chamber of Commerce Conference (October)
 - Member of the Executive Committee
 - Member of the Nomination Committee
 - Assists with the development of business plan for the coming year
- President
 - Has signing authority
 - Presides over each board meeting
 - Provides monthly President's report to the board
 - Represents the Chamber at various functions throughout the year
 - Acts as the primary contact for media (may submit columns)
 - Participates on the Nominations Committee
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- Past President
 - Provides support and advice to president
 - Chairs the Nomination Committee
 - Speaks on behalf of the Chamber in the absence of the President & 1st Vice President

Board Executive (not included in Succession Plan)

- Solicitor
 - Provides support and advice to the executive and board
 - Member of the Executive Committee
- Treasurer
 - Has signing authority
 - Reviews financial statements monthly with Executive Director and presents to the board
 - Oversees financial affairs of organization and provides input on drafting budget
 - Member of the executive committee

Conflict of Interest Policy for Directors and Committee Members

Directors and committee members owe a duty of loyalty and accountability to the Truro & Colchester Chamber of Commerce and as such are primarily accountable to the Chamber. They represent the membership and, therefore, shall suspend their personal self-interests while conducting Chamber business.

They shall make every effort to avoid conflict of interest between their position as a member of the Board of Directors or Chamber Committee, their employment, and their personal and professional lives.

Prior to meetings Directors and Committee Members are required to review the meeting agenda and to declare any Conflict of Interest or “perceived” Conflict of Interest. In an effort to avoid placing Committee Members in positions of conflict of interest, all financial decisions impacting the work of Chamber Committees will be reviewed by the Executive Director and/or Chamber Executive. A recommendation regarding such financial matters will be made to the committee allowing them to carry out their duty.

“Conflict of interest” includes situations:

- where a Director or Committee Member’s private affairs or financial interests are in conflict with their duties and responsibilities or result in a perception that a conflict exists;

- where a Director or Committee Member's compromise or undermine the trust which the members and public place in the Board;
- which could impair or perceive to impair the Director's ability to act in the Chamber's interest.

It is important to note that the "appearance of conflict of interest" is just as serious as an actual conflict of interest. The appearance of conflict of interest occurs when a reasonably well-informed person might conclude that a Director or Committee Member is making a decision on behalf of the Chamber that promote his/her personal interests or those of a close friend, family member, business associate, corporation or partnership in which a Director or Committee Member holds a significant interest, or a person to whom a Director or Committee Member owes an obligation and could influence a decision and impair the Director or Committee Member ability. It is not necessary that influence take place.

Procedures when real or perceived conflict of interest arises:

1. A Director or Committee Member must immediately disclose a conflict of interest as soon as the conflict is apparent.
2. The Director or Committee Member must absent him/herself from all discussions and votes pertaining to the matters in which they are in a conflict by leaving the room.
3. The conflict and absence shall be noted in the minutes of the meeting.
4. The Director or Committee Member shall also refrain from lobbying any member, Director or Committee Member, or on his or her behalf.
5. If in doubt about whether a Director or Committee Member is or may be in a conflict of interest, the Chair will make the determination.
6. If a Director or Committee Member does not become aware of the conflict until after the transaction has been concluded, they must still make the disclosure immediately.
7. Unless otherwise directed, the Board must immediately take steps to resolve the conflict of interest or remove the suspicion that a conflict exists.
8. A re-vote on the matter may be required.

Code of Conduct for Board Directors

Directors should observe the highest standards of ethical conduct. In the performance of their duties, they are expected to carry out the mandate of the Board to the best of their ability in person and through social media use. Directors should:

- a. Treat colleagues and staff with courtesy and respect
- b. Exercise adequate control and supervision over matters for which they are individually responsible
- c. Ensure Board services used are for official business only
- d. Respect and protect confidentiality
- e. Not make public statements on behalf of the Board unless directed by President
- d. Avoid conflicts of interest, whether real or perceived, and advise the Board of potential conflicts

Director Discipline

An occasion may arise where a Board of Directors member is behaving in a manner that is unethical, in breach of the Code of Conduct, or in another manner that is disruptive, thus preventing the Board from functioning effectively. As Chair of the Board the President shall deal with this circumstance, with the support of the Executive when required.

As noted in the by-laws, in a case where a Board of Directors member has to be removed, a two-thirds vote is required of the Board of Directors.

The Board's Attendance Policy applies to both Directors and Committee Members: If a Director (or committee member) is absent from three consecutive, un-excused meetings, the Board of Directors shall make a determination for resignation whereupon the Director (or committee member) shall be deemed to have resigned.

Non-Director committee member discipline shall be carried out by the committee Chair.

Name & Title: _____

Signed: _____ Dated _____