



Board Policy Manual

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GOVERNANCE POLICIES

The purpose of the Board, on behalf of Tourism Vancouver Island, is to ensure Tourism Vancouver Island sets strategic direction to achieve the Association's mission within legal and ethical boundaries and the Board's policies.

TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS

Board Focus:

- a. Outward vision rather than internal preoccupation.
- b. Encouragement of diversity in viewpoints.
- c. Strategic leadership more than administrative detail.
- d. Clear distinction of Board and President & CEO roles.
- e. Collective rather than individual decisions.
- f. Future rather than past or present.
- g. Proactivity rather than reactivity.

Duties and Responsibilities:

- a. Developing Tourism Vancouver Island's Vision, Mission, Values and Strategic Priorities.
- b. Ensuring consultation with stakeholders (industry, President & CEO) in the development process.
- c. Appointing the President & CEO and monitoring his/her performance;
- d. Reviewing the President & CEO's performance annually against agreed-upon objectives and Board-approved policies.
- e. Approving the President & CEO's compensation.
- f. Providing outside perspective on the strategic issues facing the organization.
- g. Approving the organization's Strategic Plan.
- h. Establishing clear objectives against which the President & CEO's performance will be measured.
- i. Approving annual operating and capital budgets.
- j. Monitoring operational and financial results on a quarterly basis.
- k. Approving annual financial statements.
- l. Recommending appointment of external auditors and approving auditors' fees.
- m. Ensuring the President & CEO identifies the principal risks facing the organization and implements appropriate systems/programs to manage the risks.
- n. Ensuring that communication and consultation with stakeholders is effective and appropriate.
- o. Approving and monitoring compliance with all Board policies and procedures by which Tourism Vancouver Island is operated.

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- p. Communicating at the political level issues of concern to Tourism Vancouver Island and maintaining appropriate political direction.
- q. Evaluating Board performance annually.
- r. Planning for Board succession (directors and officers).
- s. Report to the Board at least annually on consultation with key government representatives in their jurisdiction about the growth and impediments to growth of tourism.

TERMS OF REFERENCE FOR THE CHAIR

Duties and Responsibilities:

- a. Chairing Board meetings and ensuring that the appropriate issues are addressed.
- b. Ensuring that the Board and its committees receive relevant information one week in advance of meetings.
- c. Ensuring that Board meetings are conducted in an efficient, effective and focused manner.
- d. Ensuring that the points of view of all Directors are heard and valued;
- e. Recommending committee members and committee Chair appointments to the Board for approval.
- f. Ensuring the coordination of the agenda and information packages for Board meetings.
- g. Ensuring that the Board has the information it needs to make informed decisions.
- h. Building consensus and teamwork within the Board.
- i. Addressing inappropriate Board member behavior.
- j. Leading the President & CEO performance review process and recommending President & CEO compensation to the Board for approval.
- k. Fostering a constructive and harmonious relationship between the Board and management.
- l. Attending committee meetings as appropriate.
- m. Communicating the Board's direction to the President & CEO.
- n. Acting as a sounding Board for the President & CEO.
- o. Ensuring the President & CEO is aware of concerns of the Board and the stakeholders.
- p. Acting as primary spokesperson for the Board on Tourism Vancouver Island's Vision, Mission, Values and Priorities.
- q. Ensuring that the Board is represented at political functions and meetings.

TERMS OF REFERENCE FOR THE FIRST VICE-CHAIR

Duties and Responsibilities:

- a. Chairing the Governance Committee.
- b. Chairing Board Meetings in the absence of the Chair.
- c. Performing all duties of the Chair as outlined in the Governance Policy Manual, in the Chair's absence or inability to act.

TERMS OF REFERENCE FOR THE SECOND VICE-CHAIR

Duties and Responsibilities:

- a. Chairing the Marketing Committee.
- b. Chairing Board Meetings in the absence of both the Chair and the First Vice-Chair.
- c. Performing all duties of the Chair as outlined in the Governance Policy Manual, in the event of both the Chair and the First Vice-Chair being absent or unable to act.

TERMS OF REFERENCE FOR THE SECRETARY-TREASURER

Duties and Responsibilities:

- a. Chairing the Finance Committee.
- b. Acting as Secretary of all meetings of members of the Board and stakeholders of the Association.
- c. Ensuring that minutes of all such meetings are recorded and maintained in the Minute Books of the Association, and that such Minute Books are stored at the head office of the Association.
- d. Ensuring that the documents, records, and registers referred to in the Societies Act are maintained and stored at the head office of the Association.
- e. Chairing Board Meetings in the absence of the Chair and both of the Vice-Chairs.
- f. Performing all duties of the Chair as outlined in the Governance Policy Manual in the event of the Chair and both Vice-Chairs being absent or unable to act.

TERMS OF REFERENCE FOR INDIVIDUAL DIRECTORS

Duties and Responsibilities:

- a. Being knowledgeable about the industry and the environment in which it operates.
- b. Maintaining a 75% attendance record at Board Meetings except for absences for which one week's advance notice has been provided to the Chair with circumstances acceptable to the Chair.
- c. Attending Association-related social events.
- d. Contributing and adding value to discussions.
- e. Preparing for Board and committee meetings by reading reports and background materials.
- f. Understanding the difference between governing and managing and not encroaching on the President & CEO's area of responsibility.
- g. Respecting the policy that establishes the President & CEO and the Chair as the organizational spokespersons.
- h. Publicly supporting Board-approved policies and positions on decisions and issues.
- i. Respecting the confidentiality requirements of the Code of Conduct and Conflict of Interest Guidelines.

TERMS OF REFERENCE FOR COMMITTEE CHAIRS

Duties and Responsibilities:

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

TERMS OF REFERENCE FOR THE PRESIDENT & CHIEF EXECUTIVE OFFICER

Responsibilities:

- a. Report to the Board and maintain open communication with the Board, and keep the Board informed of all significant matters.
- b. With the Chair, enable the Board to fulfill its governance function.
- c. Manage and control the operation of the Association on a day-to-day basis in accordance with the plans, policies and parameters approved by the Board.
- d. Give direction and leadership toward the implementation and achievement of the Association's strategic plan.

Functions:

- a. Recommend the yearly budget for Board approval and prudently manage the Association's resources within those budget guidelines according to current laws and regulations.
- b. Develop and recommend a strategic plan that is consistent with the Board's vision, mission, values and priorities, including consulting with the stakeholders and the Board.
- c. Oversee the design, marketing, promotion, delivery and quality of programs, products and services.
- d. Support operations and administration of the Board by advising and informing Board members, interfacing between Board and staff, and supporting the Board's evaluation of the President & CEO.
- e. Manage the human resources of the organization according to authorized personnel policies and procedures that fully conform to current laws and regulations.
- f. Ensure the Association and its mission, programs, products and services are consistently presented in a strong, positive light to stakeholders.
- g. Identify the principal risks facing the Association and implement appropriate systems to manage the risks.
- h. Maintain a plan for President & CEO succession.
- i. Clearly define for stakeholders the services provided and provide a grievance process for stakeholders.
- j. Ensure that the Association has written personnel policies that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions such as nepotism and grossly preferential treatment for personal reasons.

CONFLICT OF INTEREST GUIDELINES

Each Director shall:

- a. Act honestly and in good faith and in the best interests of the Association when working on Tourism Vancouver Island business. This means a director will not put allegiance to another group ahead of their commitment to Tourism Vancouver Island.
- b. Exercise the care, diligence and skill of a reasonably prudent person.
- c. Not communicate confidential information to anyone not entitled to receive the same.
- d. Not use information, confidential or otherwise, that is gained in the execution of his or her office and is not available to the stakeholders of the Association generally, to further or seek to further the director's private pecuniary or other interest.
- e. Not use his or her position as director to secure special privileges, favors or exemptions for himself or herself personally or for any other person.
- f. Not place himself or herself in a situation where he or she may be under obligation to someone who has business dealings with the Association and who would benefit from special consideration or treatment.
- g. Not use his or her position to influence a decision to be made by another person to further the director's private pecuniary or other interest.
- h. Avoid any situations that could cause any person to believe that he or she may have brought bias or partiality to a question before the Board.

In addition:

- a. No director shall receive preferential treatment by way of priority access to leads, special rates or presence at trade shows or in programs.
- b. For the purposes of these guidelines, a director has a conflict of interest with respect to any matter brought before him or her, while sitting as a member of the Board or otherwise, where the director has or appears to have a pecuniary or other interest in a matter which is at variance with the interests of the stakeholders of the Association generally.
- c. For the purposes of these guidelines, "pecuniary interest" means interest consisting of money, measured in money or related to money (including a financial gain or an avoidance of financial loss) and includes the following:
 - i. A "direct pecuniary interest" which exists where the financial interest is directly under the control of the director.
 - ii. An "indirect pecuniary interest" which exists where the director:

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- i. Is a shareholder in, or director or senior officer of, a corporation or agency that has a pecuniary interest in the matter.
 - ii. Is a member of a body that has a pecuniary interest in the matter.
 - iii. Is a partner or agent of a person who has a pecuniary interest in the matter.
 - iv. Is in the employment of a person or body that has a pecuniary interest in the matter.
- d. With respect to any issue brought before the Board for its consideration, where any director has a conflict of interest, the director shall:
 - i. Immediately inform the other Board members that the conflict of interest exists and the nature of the conflict of interest.
 - ii. Absent himself or herself from the room while the issue is under discussion.
 - iii. Refrain from voting on that issue.
 - iv. Not attempt in any way, whether before, during or after the meeting, to influence the voting on any question in respect of the matter.
- e. The Board members may, by special resolution, remove a director before expiration of that director's terms of office and another director may be elected, or by ordinary resolution appointed, to serve during the balance of the term.
- f. Board members will disclose their involvements with other organizations, with vendors, or any other Associations that might produce a conflict.

CODE OF CONDUCT

Board members have the following responsibilities:

- a. Understand the mission and the vision of Tourism Vancouver Island:
Vision: "Tourism Vancouver Island will be recognized and respected as an innovative leader in Destination Marketing."
Mission: "Is to execute strategic leadership creating Economic, Social and Environmental benefit to the Vancouver Island tourism community"
- b. Maintain a 75% attendance record.
- c. Be informed:
 - i. Know the duties and responsibilities of a Board Member.
 - ii. Understand the organizational structure of Tourism Vancouver Island.
 - iii. Stay abreast of what is happening in the industry on a national and international level.
- d. Serve on at least one Committee.
- e. Contribute to a sense of camaraderie and teamwork:
 - i. Bring issues to the Board table for discussion.
 - ii. Work cooperatively to resolve issues; do not panic when there are differences of opinion on issues.
 - iii. Be loyal to the organization. When a decision has been made, you have an obligation to defend and explain it publicly even if you disagree with the decision of the majority. If unable to do this, you must decide to remain with the Board and lobby from within to reverse the decision, or to resign.
- f. Support the professional staff:
 - i. Give praise when you see work well done.
 - ii. Speak positively about the organization, its staff and operations at all times in the public forum.
 - iii. Respect the lines of authority and accountability. Direct concerns about performance to the Chair or the CEO, not to a staff member.
- g. Help make meetings work.
 - i. Have a working knowledge of rules of order.

GOVERNANCE POLICIES

- ii. Participate: listen, ask questions, discuss, and look for answers.
- iii. Do not criticize; offer solutions.
- iv. Do not get personal.
- h. Promote Tourism Vancouver Island in the Community.
 - i. Be an advocate for Tourism Vancouver Island in the Community.
 - ii. If you cannot say something good publicly about Tourism Vancouver Island, do not say anything.
- i. Demonstrate leadership.
 - i. Take personal responsibility for decision-making and problem solving.
 - ii. Clarify the issue under discussion.
 - iii. Review Tourism Vancouver Island's objectives regarding the issue.
 - iv. Identify possible courses of action.
 - v. Evaluate alternatives and choose the best one.
 - vi. Make sound decisions.
 - vii. Your decision should aid Tourism Vancouver Island in fulfilling its mission as defined in the constitution and its goals and objectives.
 - viii. The standard of what is right should be applied to each decision you make.

BOARD COMMITTEE AND TASK FORCE PRINCIPLES

Board committees and task forces, when used, will be assigned so as to reinforce the wholeness of the Board's job and so as never to interfere with delegation from Board to President & CEO.

- a. Board committees are to help the Board do its job, never to help or advise the staff. Committees ordinarily will assist the Board by preparing policy alternatives and implications for Board deliberation. In keeping with the Board's broader focus, Board committees will normally not have dealings with current staff operations.
- b. Board committees may not speak or act for the Board except when formally given such authority for specific and time-limited purposes. Expectations and authority will be carefully stated in order not to conflict with authority delegated to the President & CEO.
- c. Board committees report to the Board and do not have authority to give direction to the President & CEO.
- d. Committees will be used sparingly and ordinarily in an ad hoc capacity.
- e. Each committee shall have clearly-specified Terms of Reference that include:
 - i. Purpose of the committee.
 - ii. Composition.
 - iii. Defined duties, responsibilities and outputs.
 - iv. Number of meetings.
 - v. Resources and time lines/reporting schedule.
- f. With the Board's approval, the Chair may appoint task forces to undertake a specific task for a defined period of time; and
- g. Terms of reference for the task force are to be clearly defined and shall include:
 - i. Purpose.
 - ii. Composition.
 - iii. Defined duties, responsibilities and outputs.
 - iv. Completion date.
 - v. Resources and timelines/reporting schedule.

EXPENSE ELIGIBILITY

- The Tourism Association of Vancouver Island will reimburse expenses, as outline in this policy, to elected and appointed directors.
- **Eligible Expenses for meetings held in Nanaimo:**
 - o All directors are eligible to be reimbursed for mileage, appropriate per diems, and ferry expenses when attending regular Board of Directors meetings.
 - o Directors from North of Campbell River & West of Port Alberni attending regular Board of Directors meeting are also eligible to claim accommodation expenses.
- **Eligible Expenses for alternate location meetings:**
 - o All directors are eligible to be reimbursed for mileage, appropriate per diems and ferry expenses when attending regular Board of Directors meetings.
 - o Accommodations will usually be provided by meeting host.
- **Eligible Expenses for committee meetings:**
 - o All directors are eligible to be reimbursed for mileage, appropriate per diems, and ferry expenses when attending regular Committee meetings.
- **Accommodation Arrangements:**

Accommodations will be made through the Executive Assistant.
- **Method of Application:**

Directors that wish to be reimbursed for expenses must submit an expense request on the approved form within two weeks of the meeting attendance.
- **Expense Rates:**

All expense reimbursement is in accordance with rates that are set by Tourism British Columbia. In the case of travel mileage there is a cap of \$250.00 per meeting.

TERMS OF REFERENCE FOR THE 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 by the Board at the first meeting following the AGM.
- c. The Committee shall be composed of a minimum of three representatives from the Board of Directors and/or the stakeholders of Tourism Vancouver Island.
- 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. To publicly support Committee-approved policies and positions on decisions and issues.
- i. Where committee members are not members of the Tourism Vancouver Island Board of Directors they will be required to sign and abide by the Board Code of Conduct and Confidentiality Agreement.

Accountability:

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

Meeting Dates:

The committee shall meet prior to each Board meeting.

Staff Resources:

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

TERMS OF REFERENCE FOR THE GOVERNANCE COMMITTEE

Purpose:

To oversee Tourism Vancouver Island's governance structure and election procedure as outlined in the Constitution.

Composition:

- a. The Governance Committee shall be appointed at the first Board meeting following the AGM.
- b. The First 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 Tourism Vancouver Island.
- d. A majority of Committee members constitutes a quorum.

Duties and Responsibilities:

- a. To prepare an annual timetable of Committee activities.
- b. To conduct an annual review of the Constitution, By Laws and Board policies and recommendation of changes to the Board.
- c. To coordinate an annual orientation program for Directors.
- d. To conduct an annual Board evaluation.
- e. To develop of criteria for an annual Board evaluation and Director's self-evaluation.
- f. To maintain a record of the term of service of each Board Member.
- g. To recommendation to the Board candidates to fill vacancies on the Board.
- h. To develop recommendations to the Board of a slate of officers, from the voting stakeholders, for election prior to the Annual General Meeting.
- i. To oversee the election process and to advise the Board of the outcome.
- j. To publicly support Committee-approved policies and positions on decisions and issues.
- k. Where committee members are not members of the Tourism Vancouver Island Board of Directors they will be required to sign and abide by the Board Code of Conduct and Confidentiality Agreement.

Accountability:

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

Meeting Dates:

The Committee will meet as and when required.

Staff Resources:

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

TERMS OF REFERENCE FOR THE MARKETING COMMITTEE

Purpose:

The Marketing Committee monitors the development and performance of the Association's marketing plan.

Composition:

- a. The Marketing Committee shall be appointed at the first Board meeting following the AGM.
- b. The Second Vice Chair of the Board of Directors shall serve as Chair of the Committee.
- c. Committee members are to be from the Board of Directors and/or the stakeholders of Tourism Vancouver Island.
- d. The Committee shall include a minimum of three members of the Board of Directors and three stakeholders of the tourism industry who are to be selected by the Chair.
- e. A majority of Committee members constitutes a quorum.

Duties and Responsibilities

- a. To act as a sounding Board for the President & CEO in the development of the marketing plan.
- b. To prepare an annual timetable of Committee activities.
- c. To recommend the annual marketing plan and budget to the Board.
- d. To report the performance of the marketing plan to the Board.
- e. To publicly supporting Board-approved policies and positions on decisions and issues.
- f. Where committee members are not members of the Tourism Vancouver Island Board of Directors they will be required to sign and abide by the Board Code of Conduct and Confidentiality Agreement.

Accountability

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

Meeting Dates

The Committee shall meet prior to each regularly scheduled Board Meeting.

Staff Resources

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

TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

Purpose

The key function of the Audit Committee is as liaison between the auditor and the corporation's financial manager, the President & CEO. The Audit Committee is a governance body concerned with the integrity of the corporation's financial procedures. The Committee shall monitor the financial activities of Tourism Vancouver Island in a manner and frequency that it deems appropriate to ensure that the policies and procedures are being adhered to. Members of the Audit Committee shall be familiar with basic accounting principles and be able to read and understand financial statements.

Composition

- a. The Audit Committee is comprised of the Officers the Society.
- b. The Audit Committee Chair will normally be the Tourism Vancouver Island Treasurer.
- c. The chairperson of the Board of Directors may not be the chairperson of the audit Committee.
- d. A majority of Committee members constitutes a quorum.

Duties and Responsibilities

- a. To conduct a periodic review of the accounting policies of Tourism Vancouver Island.
- b. To provide a periodic assessment of the financial risks to Tourism Vancouver Island and where appropriate, provide recommendations to the Board of Directors regarding the management of the identified risks.
- c. To supervise the implementation of an effective system of internal financial controls.
- d. To conduct a periodic review of the financial statements of the Association and provide recommendations to the Board of Directors regarding those statements.
- e. To determine whether an auditor or a candidate for the position of auditor is independent, in particular by examining any existing or past relationship, whether contractual or otherwise, between the auditor or candidate and the Association or any corporation in which the Association has an ownership interest.
- f. To make recommendations to the board regarding the appointment, removal and remuneration of the auditor.
- g. To approve the scope of internal and external audits and approving non-audit services to be performed for the Association by the auditor.
- h. To review the findings of the internal and external audits and management's response to them, make recommendations to the Board of Directors regarding the findings and response and review the implementation if any of the board's decisions regarding the recommendations of the Committee.

Accountability

The Committee will report to the Board as required.

Meeting Dates

The chairperson of the Audit Committee may call a meeting of the Committee at any time, but shall call a meeting at the request of the auditor or one member of the Committee. The auditor shall attend any meetings of the Audit Committee held during the auditor's term of office if so requested by a member of the Committee. The auditor has the right to attend and to be heard at every meeting of the Audit Committee except when the Audit Committee is discussing the auditor's performance or compensation.

Staff Resources

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

COST OF GOVERNANCE

Because poor governance costs more than learning to govern well, the Board will invest in its governance capacity.

- a. Board skills, methods, and supports will be sufficient to ensure governing with excellence.
 - i. Training and retraining will be undertaken to orient new Directors as well as to maintain and increase the existing Director skills and understandings.
 - ii. Outside monitoring assistance may be arranged so that the Board can exercise confident control over organizational performance. This includes but is not limited to fiscal audit.
 - iii. Outreach mechanisms will be used as needed to ensure the Board's ability to listen to stakeholder viewpoints and values.
- b. Costs will be prudently incurred, though not at the expense of endangering the achievement of the Association's mission.

Tourism Vancouver Island Board Policy Manual

GOVERNANCE POLICIES

BOARD / PRESIDENT & 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		✓	

BOARD-CEO LINKAGE POLICIES

BOARD- PRESIDENT & CEO LINKAGE POLICIES

The Board's sole official connection to the operating organization, its achievement, and conduct will be through the President & CEO.

Unity of Control

Only decisions of the Board acting as a body are binding on the President & CEO. In the case of individual directors or committees requesting information or assistance without Board authorization, the President & CEO will determine whether resources are available to respond.

Accountability of the CEO

The President & CEO is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned, is considered the authority of the President & CEO.

- a. The Board will hold the CEO accountable for the execution of the strategic plan provided that:
 - i. The Board refrains from making operational decisions.
 - ii. The Board does not give instructions to persons who report directly or indirectly to the President & CEO.
 - iii. The Board refrains from evaluating, either formally or informally, any staff other than the President & CEO.
- b. The Board will view President & CEO performance as identical to organizational performance so that successful accomplishment of the Board's strategic plan and compliance to the Board's policies will be viewed as successful President & CEO performance.

Delegation to the CEO

The Board will instruct the President & CEO through written policies that prescribe the results to be achieved and describe organizational situations and actions to be avoided, allowing the President & CEO reasonable interpretation of these policies.

- a. The Board will approve a Strategic Plan that instructs the President & CEO to achieve certain results.
- b. The Board will develop policies that limit the latitude the President & CEO may exercise in managing the organization. These policies will be developed systematically from the broadest, most general level to more defined levels, and they will be called Executive Limitations policies.
- c. As long as the President & CEO uses any reasonable interpretation of the Strategic Plan and Executive Limitations policies, the President & CEO is authorized to establish all further policies, make all decisions, take all actions, establish all practices, and develop all activities.

BOARD-CEO LINKAGE POLICIES

- d. As long as the Board has delegated authority to the President & CEO, the Board will respect and support the CEO's choices.

Monitoring CEO Performance

Systematic monitoring of President & CEO job performance will be solely against the expected President & CEO outputs: organizational accomplishment of the Strategic Plan (results) and organizational operation within the boundaries established in Board policies on Executive Limitations.

- a. Monitoring is simply to determine the degree to which Board policies are being met. Data that does not contribute to this objective will not be considered to be monitoring data.
- b. The Board will acquire monitoring data by one or more of three methods:
 - i. by internal report, in which the President & CEO discloses compliance information to the Board;
 - ii. by external report, in which an external, disinterested third party selected by the Board assesses compliance with Board policies, and
 - iii. by direct Board inspection, in which a designated member or members of the Board assess compliance with the appropriate policy criteria.
- c. In every case, the standard for compliance shall be any reasonable President & CEO interpretation of the Board policy being monitored.
- d. All policies that instruct the President & CEO will be monitored at a frequency and by a method chosen by the Board. The Board can monitor any policy at any time by any method, but will ordinarily depend on a routine schedule.

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EXECUTIVE LIMITATION POLICIES

EXECUTIVE LIMITATION POLICIES

The President & 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 of regulatory bodies.

Treatment of Stakeholders

With respect to interactions with stakeholders, the President & CEO shall not cause or allow conditions, procedures, or decisions that are unsafe, undignified, unnecessarily intrusive or that fail to provide appropriate confidentiality or privacy.

Treatment of Staff

With respect to the treatment of paid and volunteer staff, the President & CEO may not cause or allow conditions that are unfair or undignified.

Financial Planning and Budgeting

Financial planning for any fiscal year or the remaining part of any fiscal year shall not deviate materially from the Board's strategic priorities, risk fiscal jeopardy, or fail to be derived from a multi-year plan.

Financial Condition and Activities

With respect to the actual financial conditions and activities, the President & CEO shall not cause or allow the potential for fiscal jeopardy or a material deviation of actual expenditures from Board priorities established in the Strategic Plan.

The President & CEO will not:

- a. Make a single capital purchase or commitment greater than \$25,000 cumulative to \$50,000 in the fiscal year at the President & CEO's discretion for non-budgeted expenses.
- b. Acquire, encumber, or dispose of real property.
- c. Authorize his or her own expenses.

Emergency CEO Succession

In order to protect the Board from sudden loss of President & CEO services, the President & CEO may not operate without a Board-approved President & CEO succession plan.

Asset Protection

The President & CEO shall not allow the assets to be unprotected, inadequately maintained, or unnecessarily risked.

Tourism Vancouver Island Board Policy Manual

EXECUTIVE LIMITATION POLICIES

COMPENSATION AND BENEFITS

With respect to employment, compensation and benefits to employees, consultants, contract workers and volunteers, the President & CEO shall not cause or allow fiscal jeopardy or harm the public image.

COMMUNICATION AND SUPPORT TO THE BOARD

The President & CEO shall not withhold or delay information that the Board requires to make informed decisions.

CONTRACTS

The President & CEO shall not enter into any contract arrangements that violate the organization's Bylaws.

BOARD CALENDAR

BOARD CALENDAR

	Board Tasks	Monitoring Strategic & Marketing Plans	Monitoring Executive Limitations
September 2007	Board Orientation Board meeting Review the Strategic Plan Approve the 2008/2009 Marketing Plan & Budget	Monitor 2007/09 Strategic Plan / Marketing Plan & Budget	
November 2008	Board meeting	Monitor 2007/09 Strategic Plan / Marketing Plan & Budget	
January 2009	Board meeting Approve 2009/10 Business Plan CEO Review and Compensation	Monitor 2007/09 Strategic Plan / Marketing Plan & Budget	
March 2009	Board meeting	Monitor 2007/09 Strategic Plan / Marketing Plan & Budget	Financial condition
May 2009	Board Meeting Director Nominations	Monitor 2007/09 Strategic Plan / Marketing Plan & Budget	
October 2009	Annual General Meeting		
Immediately following the AGM	Board meeting	Elect Chair	
Within 30 days of the AGM	Board meeting	Elect Officers Make Appointments	

Tourism Vancouver Island Board Policy Manual
BOARD EVALUATION

INSTRUCTIONS :

Please indicate the degree to which you disagree or agree with each of the following statements. The choices are as follows :

- SD = Strongly Disagree
- D = Disagree
- N = Neither disagree or agree
- A = Agree
- SA = Strongly Agree

INDIVIDUAL DIRECTOR SELF-EVALUATION

GOALS AND OBJECTIVES	
1. I fulfill the legal requirements and obligations of a director.	SD D N A SA
2. I have a comprehensive understanding of the statutory and fiduciary roles of a director.	SD D N A SA
3. I represent the interests of all shareholders in the governance of the organization and ensure the best interests of the organization are paramount.	SD D N A SA
4. I participate in the review and approval of organization policies and strategy and in monitoring their implementation.	SD D N A SA
PREPARATION AND PARTICIPATION	
5. I come to the Board and committee meetings fully prepared.	SD D N A SA
6. I maintain an excellent Board meeting attendance record.	SD D N A SA
7. I understand organization's philosophy and strategy.	SD D N A SA
BEHAVIOR	
8. I enhance group discussion in the following ways:	SD D N A SA
a) I push the discussion forward.	SD D N A SA
b) I integrate various viewpoints.	SD D N A SA
c) I help discussions reach closure.	SD D N A SA
d) I encourage openness and candor.	SD D N A SA
e) I push the group to confront reality.	SD D N A SA
f) I bring new thinking.	SD D N A SA
g) I challenge other directors when they sidetrack discussion or dwell on minutiae.	SD D N A SA
h) I help draw out contributions from others.	SD D N A SA

Tourism Vancouver Island Board Policy Manual
BOARD EVALUATION

9. I respect confidentiality.	SD D N A SA
10. I have a clear understanding of what I should or should not be communicating outside the Board.	SD D N A SA
11. I identify potential conflict areas—real or perceived—and ensure they are appropriately identified and reviewed.	SD D N A SA
12. I am an available resource to the Board.	SD D N A SA
13. I advise the Chair when introducing significant and/or previously unknown information or material at a Board meeting.	SD D N A SA
14. I am a “good” Board member in the following ways.	
a) I listen to and consider others’ comments.	SD D N A SA
b) I am willing to change my viewpoint.	SD D N A SA
c) I accept challenges from others without becoming defensive.	SD D N A SA
d) I have the courage to say what is on my mind.	SD D N A SA
e) I am free of conflicts of interest or I’ve declared any potential conflicts.	SD D N A SA
f) I exercise independent judgment.	SD D N A SA
g) I support the decisions of the Board publicly.	SD D N A SA
VALUE ADDED	
15. I understand and focus on issues that are key to the organization.	SD D N A SA
16. I help colleagues understand and focus on issues that are key to the organization.	SD D N A SA
17. I cut through complex issues.	SD D N A SA
18. I help colleagues cut through complex issues.	SD D N A SA
19. My questions or comments are:	
a) incisive and penetrating.	SD D N A SA
b) appropriately timed.	SD D N A SA
c) value added.	SD D N A SA
20. I keep discussions on track by avoiding talking too much, reminiscing, or engaging in philosophical arguments.	SD D N A SA
21. My judgments are genuinely independent.	SD D N A SA
22. I apply my experience and wisdom to matters that come before the Board.	SD D N A SA
23. I take into account the viewpoints of all stakeholders.	SD D N A SA

Tourism Vancouver Island Board Policy Manual
BOARD EVALUATION

24. I contribute to the Board’s perspective and wisdom by sharing my knowledge and experience without trying to run the operation.	SD D N A SA
25. I open doors to my network to help organization.	SD D N A SA
ORGANIZATION AND INDUSTRY KNOWLEDGE	
26. I understand the unique role of the organization within its various communities.	SD D N A SA
27. I maintain an understanding of the legislative, social and political environments within which the organization operates.	SD D N A SA
28. I am an effective ambassador and representative of the organization.	SD D N A SA

BOARD EVALUATION

KNOWLEDGE	
1. Directors have a solid understanding of the mandate of organization.	SD D N A SA
2. Directors have a solid understanding of the political and social environment in which the organization operates.	SD D N A SA
GOVERNANCE	
3. Directors have full and common understanding of the roles and responsibilities of a Board.	SD D N A SA
4. Directors place the interests of the organization above any representative or constituent interests they may hold.	SD D N A SA
5. There are clear written terms of reference for:	
a. the Board.	SD D N A SA
b. the Chair.	SD D N A SA
c. individual directors.	SD D N A SA
6. There is an annual comprehensive CEO evaluation process.	SD D N A SA
7. The Board reviews and approves consulting contracts.	SD D N A SA
8. The organization maintains a conflict-of-interest policy and all directors acknowledge and comply with the policy.	SD D N A SA
9. There is an annual review process for the evaluation of:	
a. the performance of the Board as a whole.	SD D N A SA
b. the performance of individual directors.	SD D N A SA

Tourism Vancouver Island Board Policy Manual
BOARD EVALUATION

10. Directors understand :	
a. their common objectives.	SD D N A SA
b. are willing to dedicate the time to accomplish them.	SD D N A SA
11. The Board's nominating process ensures that the Board remains appropriately diverse with respect perspective, skills, and experiences.	SD D N A SA
12. Directors receive regular training and information about the additions/addictions research and their responsibilities.	SD D N A SA
13. New directors are oriented to the organization, including the mission, bylaws and policies, as well as their roles and responsibilities as Board members.	SD D N A SA
14. The Board effectively represents the organization to the community.	SD D N A SA
STRATEGIC PLANNING	
15. The Board approves organization strategy.	SD D N A SA
MONITORING	
16. The Board regularly monitors and evaluates progress toward strategic goals and performance.	SD D N A SA
17. Directors receive information on a regular basis about the organization's financial performance.	SD D N A SA
18. Directors receive information on a regular basis about the organization's non-financial performance.	SD D N A SA
BOARD COMMUNICATION	
19. Board meetings allow enough time for the exchange of ideas.	SD D N A SA
20. The Board has sufficient dialogue.	SD D N A SA
21. Board members take reasoned, independent positions.	SD D N A SA
22. Board members share their knowledge and experience to organization.	SD D N A SA
23. Board discussions are open and candid.	SD D N A SA
24. The atmosphere of the Boardroom encourages critical thinking.	SD D N A SA
25. Board discussions reach closure.	SD D N A SA

Tourism Vancouver Island Board Policy Manual
CHAIR'S EVALUATION

CHAIR'S EVALUATION

KNOWLEDGE	
1. I have a solid understanding of the mandate of Tourism Vancouver Island.	SD D N A SA
2. I have a solid understanding of the political and social environment in which Tourism Vancouver Island operates.	SD D N A SA
WORKING WITH MANAGEMENT	
3. I act as principal sounding Board for the CEO.	SD D N A SA
4. I ensure that the CEO is aware of concerns of the Board, the stakeholders and the public.	SD D N A SA
GOVERNANCE	
5. I set Board meeting agendas in consultation with the other Board members, the CEO and the Board Secretary.	SD D N A SA
6. I ensure the Board has adequate and appropriate information for timely decision making.	SD D N A SA
7. I provide the Board with timely updates on major or potential developments.	SD D N A SA
8. I ensure that the Board meets its statutory duties.	SD D N A SA
9. I ensure that the Board fulfills its roles and responsibilities.	SD D N A SA
10. I review Director conflict of interest issues immediately.	SD D N A SA
11. I ensure that Board meetings are:	
a. Constructive.	SD D N A SA
b. Effective.	SD D N A SA
c. Efficient.	SD D N A SA
d. Focused.	SD D N A SA
12. I draw out the best of the directors in meetings and ensure that the views of all are considered.	SD D N A SA
13. I build consensus and teamwork.	SD D N A SA
14. Interface with Government and Stakeholders.	SD D N A SA
15. I ensure effective relations with the government and stakeholders.	SD D N A SA

CONSTITUTION AND BYLAWS

SOCIETIES ACT

CONSTITUTION AND BYLAWS

1. The name of the Society is The Tourism Association of Vancouver Island (hereinafter referred to as the Society).

The Society represents all areas of Vancouver Island, the Gulf Islands and adjacent areas. (Provincial Tourist Region "A".)

2. The purpose of the Society is defined in its Vision, Mission and Mandate.

- a) The Vision of the Society is to be recognized and respected as an innovative leader in Destination Marketing.
- b) The Mission of the Society is to execute strategic leadership in tourism; creating Economic, Social and Environmental benefit to the Vancouver Island region community.
- c) The Mandate of the Society is to position the Vancouver Island region as a premier, all season destination.

3. The income and property of the Society, whencesoever derived, shall be applied solely towards the promotion of the objects of the Society as set forth in this Constitution; and no portion thereof shall be paid or transferred directly or indirectly, by way of a dividend, bonus or otherwise howsoever by way of profit to the stakeholders of the Society. Provided that nothing herein shall prevent the payment in good faith of remuneration to any officer or servant of the Society or to any stakeholder of the Society in return for any services actually rendered to the Society, nor to prevent the payment of interest on money lent or the payment of reasonable and proper rent for premises demised or let by any stakeholder to the Society. This provision shall be unalterable.

4. In the event of a winding up or dissolution of the Society the liquidator appointed shall cause all assets of the Society available for distribution to be transferred to an organization or organizations situated in British Columbia the objects of which are cognate or similar to those of the Society (or some other purpose beneficial to a Canadian community) and such organization or organizations shall be determined by a majority of the stakeholders attending the first meeting called by the liquidator. This provision shall be unalterable.

SOCIETIES ACT
BYLAWS OF
THE TOURISM ASSOCIATION OF VANCOUVER ISLAND

ARTICLE 1: INTERPRETATION

1.1 In these bylaws, and all other bylaws of the Society, unless the context otherwise requires:

- a) “Act” means the Societies Act of British Columbia, as amended from time to time.
- b) “Bylaw” means any bylaw of the Society as adopted and amended from time to time.
- c) “Directors” mean the directors of the Society duly elected or appointed for the time being.
- d) “Registered address” of a stakeholder, means their address as recorded in the register of stakeholders.
- e) Association/Society means (Tourism Association of Vancouver Island).

1.2 The words importing the singular include the plural and vice versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number of aggregate of persons.

1.3 The headings used in these bylaws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

ARTICLE 2: HEAD OFFICE AND CORPORATE SEAL

2.1 Head Office. The directors may from time to time by resolution fix the location of the head office of the Association within the place within Tourist Region “A” designated as such by the Association’s constitution or by special resolution of the Association.

2.2 Corporate Seal. The directors shall provide a common seal for the Association, and may provide for its use, and they shall have power from time to time to destroy the same and substitute a new seal in the place of the seal so destroyed. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the Chair, the Vice-Chair and the Secretary-Treasurer or any two of the above.

2.3 Records. The Board of directors (hereinafter referred to as “the Board”) shall keep all Association books and records at the head office of the Association or at such other place as it shall determine, and such records may be inspected by the voting stakeholders of the Association at any reasonable time.

ARTICLE 3: STAKEHOLDERS OF THE ASSOCIATION

3.1 Stakeholders. Stakeholders of the Association will be businesses, associations or government bodies within the Provincial Tourism Region “A”, which meet all aspects of the criteria, which are laid out for that business type.

3.2 New Stakeholders. Businesses, associations or government bodies not on the roster of stakeholders may, through written application, become a stakeholder of the Association subject to meeting all aspects of the criteria as laid out for that business type.

3.3 Classes of Stakeholders. There shall be two classes of stakeholders, namely voting and non-voting.

- a) Voting: All stakeholders of the Association that are in good standing, and that have financially contributed to the Association through participation in any marketing project of the Association or have participated in the Tourism British Columbia Web Listings program will be considered a Voting Stakeholder for a period of 12 months from the time of the most current financial participation and will be entitled to vote at any annual, regular or special meeting of the Association.
- b) Non-Voting: All stakeholders of the Association that have not financially contributed to the Association through participation in at least one marketing project of the Association during the preceding 12 month period will not be entitled to vote at any annual, regular or special meeting of the Association.

3.4 Honorary Stakeholders. The Board may, by resolution, on terms and for reasons it deems appropriate, appoint honorary stakeholders to the Association for one (1) year or life. Such stakeholders will not be entitled to vote.

3.5 Disqualification of Stakeholder. Any stakeholder business, Association or government body that fails to maintain compliance with any part of the stakeholder criteria or that fails to adhere to the code of conduct of the Association will be advised in writing of the discrepancy. The stakeholder business, association or government body will be given 20 business days from the receipt of the notice to remedy all areas of the discrepancy. After review of the stakeholders submission the CEO at his/her discretion may disqualify that business, association or government body from receiving any further benefits of the Association.

3.6 Stakeholders Voting Eligibility. All stakeholders that are in good standing and that have financially contributed to the Association within the previous 12 months by way of participation in marketing projects of the Association or have participated in the Tourism British Columbia Web Listings Program are eligible to vote at any annual, regular or special meeting of the Association.

3.7 Stakeholders in Good Standing. All voting stakeholders are in good standing except a stakeholder who has failed to pay any subscription or debt due and owed by them to the Association beyond the terms of all contracts with the Association.

CONSTITUTION AND BYLAWS

3.8 Stakeholder Voluntary Resignation. Voluntary resignation will be accepted from any stakeholder submitting in writing notice of resignation. Resignation will take effect immediately upon receipt of such notice.

ARTICLE 4: MEETINGS OF THE STAKEHOLDERS

4.1 All meetings shall be governed by Roberts Rules of Order.

4.2 General Meetings. General meetings of the Association shall be held at such time and place, in accordance with the Act, as the Board shall decide.

4.3 Annual General Meeting. The Annual General Meeting of the stakeholders of the Association shall be held at any place within Tourist Region "A" of the Province of British Columbia, on such day in the month of October in each year and at such time as the Board may by resolution determine. At Annual General Meetings there shall be presented a report to the stakeholders of the affairs of the Association, the auditor's report, any financial statements as shall be required by the Act, and other such information or reports relating to the Association's affairs as the Board may determine. If for any reason the Annual General Meeting of the stakeholders is not held during the month of October in any year, such meeting may be held at such other time as may be determined by the Board, provided that such meeting shall take place at least once every calendar year and not more than 15 months after the holding of the last preceding Annual General Meeting.

4.4 Special General Meeting. Every general meeting, other than an Annual General Meeting, is a special general meeting. A special general meeting of the voting stakeholders of the Association may be called at any time by the Board or on a written requisition pursuant to the Act, of 10% (ten per cent) of the voting stakeholders of the Association. In the event of a requisition, the procedures and time limits as set forth in the Act shall be followed.

4.5 Directions to the Board. At any meeting of the voting stakeholders, subject to the provisions relating to notice set out below, and in furtherance of the purposes set out in the Constitution, resolutions may be passed directing the Board to exercise any power, duty or function that is by the Constitution or by these bylaws conferred upon the Board. Without limiting the generality of the foregoing, a meeting of the voting stakeholders may direct the Board respecting the creation of and the duties of any Standing Committee, Subcommittee, or Task Force, including the voting stakeholders to be appointed thereto.

4.6 Notice. Notice stating the day, hour and place of a meeting of the Stakeholders and the general nature of the business to be transacted shall be given to each voting stakeholder and the auditor of the Association at least ten (10) business days before the date of every meeting, provided always that a meeting of stakeholders may be held for any purpose at any date and time and at any place within Tourist Region "A" without notice if all the voting stakeholders are present in person or represented by proxy at the meeting or if all the absent voting stakeholders entitled to vote at such meeting being held, assent, and such assent may be validly given either before or after the meeting to which such assent relates.

CONSTITUTION AND BYLAWS

4.7 Omission of Notice. The accidental omission to give notice of any meeting or the non-receipt of any notice by any voting stakeholder(s) by the Secretary-Treasurer of the Association shall not invalidate any resolution passed or any proceedings taken at any meeting of stakeholders.

4.8 Voting. Voting shall be governed by Roberts Rules of Order. At any meeting of voting stakeholders, each voting stakeholder shall be entitled to one vote provided such right to vote may be exercised only by the official representative or alternate of the stakeholder, or, on the absence of both, be a proxy for such voting stakeholder duly appointed in writing, but who may not carry more than one such proxy under any circumstances. Every question submitted to any meeting of the voting stakeholders shall be decided in the first instance by a majority of votes given on a show of hands, unless a poll was demanded by a voting stakeholder attending thereat. The Chairperson shall declare the outcome.

4.9 Polls. Polls shall be governed by Roberts Rules of Order.

4.10 Chairperson. In the absence of the Chair or Vice-Chair, the voting stakeholders shall choose another member of the Board as Chairperson and if no members of the Board are present or if all the members of the Board present decline to act as Chairperson, the voting stakeholders present shall choose one of the voting stakeholders present to be Chairperson.

4.11 Adjournments. Adjournments shall be governed by Roberts Rules of Order. The Chairperson may with the consent of any meeting adjourn the same from time to time to a fixed time and place and no notice to the time and place for the holding of the adjourned meeting need be given to the voting stakeholders. Any business may be brought before or dealt with at any adjourned meeting, which may have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

4.12 Quorum. The presence of half the members of the Board plus one (1), or a minimum of ten (10) percent of the voting stakeholders shall be a quorum of any meeting of stakeholders. No business shall be transacted at any meeting unless the requisite quorum shall be present. If, within one half hour of the time the meeting has been called, a quorum of the members has not attended such meeting, the Chairperson may designate another time and place for such meeting to be held or hold the meeting providing no action is taken without first having received approval of recommendations from the meeting by a sufficient number of directors to establish a quorum.

4.13 Minutes. The Secretary-Treasurer shall cause to be kept minutes of all meetings of the Association. In the absence of the Secretary-Treasurer from a meeting, the Chairperson shall be responsible to make provisions for the taking of such minutes.

4.14 Special Resolution. Whereby the Act, or by these bylaws, a special resolution of a meeting of the voting stakeholders of the Association is required, unless otherwise provided herein, or unless otherwise provided in the Act, such special resolution shall require a three-quarters' majority of the voting stakeholders present or voting by written proxy at a special general meeting called for the purposes of passing such special resolution.

Tourism Vancouver Island Board Policy Manual

CONSTITUTION AND BYLAWS

4.15 Proxy. A person voting as proxy of a voting stakeholder shall, prior to voting such proxy, deliver to the Chairperson the written proxy of the voting stakeholder represented.

ARTICLE 5: DIRECTORS AND OFFICERS

5.1 Powers. The affairs of the Association shall be managed by a Board of Directors (hereinafter referred to as the “Board”) which exercises all such powers and do all such acts as deemed necessary to carry on the business of the Association as per the Constitution and Bylaws. No rule made by the Association in a general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.

5.2 Electoral Areas. The Region will be divided into electoral areas for convenience of representation. The Electoral area boundaries will be set according to determined marketing areas. .i.e. South Island: Capital Regional District; South Central Island: Cowichan Valley (Malahat to Ladysmith); Central Island: Nanaimo, Parksville, Qualicum Beach to Coombs; Gulf Islands: Southern & Northern Gulf Islands, excluding Cormorant & Malcolm Islands; Pacific Rim: Alberni-Clayoquot; North Central: Comox-Strathcona; and North Island: Mount Waddington including Sayward & Zeballos (notwithstanding clause 5.3).

5.3 Representation. Each Electoral area shall have one (1) representative to the Board elected by the voting stakeholders.

5.4 Composition of the Board. The Board shall consist of up to seven (7) elected directors, up to five (5) appointed directors plus the immediate Past Chair. The Board of Directors shall not exceed thirteen (13) members.

Up to 7 (seven) members will be elected annually by the voting stakeholders. Without exceeding a total of 13 (thirteen) members, the Board has the authority to appoint up to five (5) directors whom are selected for specific skill sets that are complimentary to the needs of the Board.

The newly constituted directors will, from amongst themselves, elect 4 (four) officers: the Chair, 2 Vice-Chairs, and a Secretary-Treasurer.

5.5 First Meeting of the Board. The newly elected directors shall meet immediately upon the adjournment of the Annual General Meeting to:

- (a) Elect the Chair
- (b) Conduct any other business the Board so chooses.

5.6 Board Appointments and Election of Officers. The Board shall meet within 30 days of the Annual General Meeting to confirm Board Appointments and elect Board Officers.

CONSTITUTION AND BYLAWS

5.7 Voting at Board Meetings. Every person elected or appointed to the Board may vote at the meetings of the Board.

5.8 Term of Office. Each elected director will serve for a two (2) year term. Each appointed director will serve for a one (1) year term. The immediate Past Chair will serve until succeeded. No elected Board Member may serve more than seven (7) consecutive years, including those served prior to the 2004 AGM.

5.9 Vacancies. If, by resignation or otherwise, the Board does not have a full compliment of voting stakeholders the Board may at any time and from time to time appoint a voting stakeholder as a director to fill such a vacancy in the Board. The Board may also at their discretion retain as an active Board member a director who may have ceased to represent a specific organization or area. The director so appointed holds office only until the conclusion of the next following Annual General Meeting of the Association, but is eligible for re-election at the meeting.

5.10 Remuneration of Members of the Board. The members of the Board shall serve without remuneration and no member of the Board shall directly or indirectly receive any profit from their position as such, provided that a member of the Board shall be reimbursed for all expenses necessary and reasonably incurred and approved by the Board.

ARTICLE 6: MEETINGS OF THE BOARD

6.1 Meetings. The Board of directors shall meet in person a minimum of four (4) times annually.

6.2 Place of Meetings. Meetings of the Board may be held either at the head office of the Association or at any other place within Tourist Region "A".

6.3 Notice. A meeting of the Board may be convened at any time by the Chair or a Vice-Chair or any two (2) members of the Board; and the Secretary-Treasurer, if so directed, shall convene a meeting of the Board. Notice of any meeting of the Board stating the day, hour and place of meeting shall be sent to each member of the Board at least ten (10) business days before the meeting is to take place; provided always that the meeting of the Board may be held at any time without formal notice if 60% (sixty per cent) of the members of the Board are present and all reasonable effort has been made to contact each Board member.

6.4 Quorum. The quorum of the Board shall consist of four (4) voting directors present in person, one of who must be the Chair, a Vice-Chair, or Secretary-Treasurer. The Chair shall be the Chairperson of all meetings of the directors, but if at the meeting the Chair is not present within thirty (30) minutes after the time appointed for the holding of the meeting, a Vice-Chair shall act as a Chairperson, but if neither is present the directors present may choose one of their members to be Chairperson of that meeting.

Tourism Vancouver Island Board Policy Manual

CONSTITUTION AND BYLAWS

6.5 Minutes. The Secretary-Treasurer shall keep minutes of all meetings of the Board, including conference calls. In the absence of the Secretary-Treasurer from any meeting, the Chairperson shall be responsible to make provisions for the taking of such minutes.

6.6 Voting. Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes. The Chairperson does not vote except in the case of a tie vote.

6.7 Resolutions of the Board. A resolution in writing, signed by the majority of the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of directors.

ARTICLE 7: COMMITTEES AND TASK FORCES

7.1 Standing Committees. The four standing committees of the Association are:

- a) Governance Committee
- b) Marketing Committee
- c) Finance Committee
- d) Audit Committee

The terms of reference for each of the above committees shall be defined within the Board Policy Manual.

7.2 Special Committees and Task Forces. The Board may, from time to time, appoint such special committees and/or task forces as may be deemed fit. No policies shall be initiated and no action shall be taken by any committee and/or task force without the prior approval of the Board, who may delegate any, but not all of their powers to such committee and/or task force. All committees and/or task forces so formed shall consist of at least one (1) Board member, and shall report every act or thing done in exercise of those powers to the earliest meeting of the Board after it has been done.

The terms of reference for each of the above special committees and/or task forces shall be defined by the Board and attached to the Board's minutes.

ARTICLE 8: PROCEDURE FOR NOMINATIONS AND ELECTIONS

8.1 Nominating Committee. The Nominating Committee is the Governance Committee. The committee shall meet and prepare a slate of nominations for the ensuing year. This slate may only include voting stakeholders of the Association that are in good standing. In preparing the said slate, the nominating committee shall be subject to the provision of this bylaw and the direction of the Board as to the number of voting stakeholders at large, which are to be elected, for the ensuing year.

8.2 Nominations to the Board of Directors. Not less than seventy-five (75) days prior to the Annual General Meeting of the Stakeholders, the nominating committee shall present to the Board nominations of voting stakeholders of the Association in good standing. The names of all such nominees shall be

CONSTITUTION AND BYLAWS

forwarded to all voting stakeholders of the Association at least sixty (60) days prior to the Annual General Meeting of the stakeholders. Additional nominations of voting stakeholders of the Association in good standing for the positions to be filled at the forthcoming Annual General Meeting of stakeholders may be made by instrument in writing, signed by four (4) voting stakeholders other than the nominee, and delivered to the Chair of the Nominating Committee. The nominations for elections of such positions shall be closed at least forty-five (45) calendar days prior to the Annual General Meeting.

8.3 Election to the Board of Directors A mail-in ballot listing the names of all duly nominated voting stakeholders for election, will be distributed to all voting stakeholders of the Association at least thirty (30) calendar days prior to the Annual General Meeting. The deadline for receipt of completed ballots at the Association's office is fifteen (15) calendar days after the distribution of the mail-in ballot.

8.4 Ballot Count The Association's Auditor will count the ballots and will report the election results to the Board. The Auditor shall determine the validity of all ballots. The Auditor shall destroy the ballots no less than seven (7) calendar days after the Annual General Meeting.

ARTICLE 9: FINANCE

9.1 Borrowing. Subject to the provisions of the Societies Act, in order to carry out the purpose of the Association the directors may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in such manner as they decide. Provided, however, that no debenture may be issued without the sanction of a special resolution.

9.2 Restraints. In order not to restrict future Boards, the total amount of loans each year must not exceed the income of the Association for that fiscal year.

9.3 Records. The finances of the Association shall be under the control of the Treasurer who shall be responsible for the maintaining of proper accounting records and insure that all monies of the Association shall be kept on deposit in a chartered bank, credit union or trust company.

9.4 Current Operating Account. The current operating account shall be maintained in such chartered bank, credit union or trust company as designated by the directors. All current operating incomes and dues received shall be deposited in this account, out of which normal operating expenses shall be paid. The Secretary-Treasurer shall present a financial report at each Board meeting.

9.5 Savings Account. The Board may maintain savings accounts or invest in short term bank deposits as may be advantageous to the Association. The Board shall insure that all conditions of deposit have been adhered to.

9.6 Signing Authorities. The signing authorities at all bank accounts shall be any two (2) of: the President & CEO, the Chair, the Vice-Chairs and the Secretary-Treasurer, by Board approval a staff member with appropriate accreditation.

Tourism Vancouver Island Board Policy Manual

CONSTITUTION AND BYLAWS

9.7 Presentation to Stakeholders. The Secretary-Treasurer shall present financial statements to stakeholders at the Annual General Meeting. The auditors appointed by the Board shall firstly approve all financial statements.

ARTICLE 10: OFFICERS

10.1 Election of Officers. As provided in clauses 5.5 and 5.6, the Chair, two Vice-Chairs and a Secretary-Treasurer shall be elected by the Board.

10.2 Appointment of President & CEO. The Board may appoint a President and Chief Executive Officer, who shall devote their full time to the affairs and operations of the Association and who shall have such authority and shall perform such duties as are outlined in the Governance Policy Manual. The President and Chief Executive Officer is not a member of the Board. They shall have the right to attend the meetings of the Board but shall not be entitled to vote thereat.

10.3 Delegation of Duties of Officers. In case of the Chair's, or any other Officer's absence or inability to act, the Board may delegate all or any of the powers of such Officer to any other Officer or to any member of the Board for the time being.

10.4 Chair. The Chair shall, when present, preside at all meetings of the Board and of the stakeholders of the Association. The Chair shall possess and may exercise such powers and shall perform such duties as are outlined in the Governance Policies.

10.5 Vice-Chairs. There shall be two (2) Vice-Chairs. The Vice-Chairs shall possess and may exercise such powers and duties as are outlined in the Governance Policies.

10.6 Secretary-Treasurer. The Secretary-Treasurer shall possess and may exercise such powers and duties as are outlined in the Governance Policies.

ARTICLE 11: EXECUTION OF CONTRACTS

Contracts, documents or instruments in writing approved by the Board and requiring the signature of the Association may be signed by any two of the following: the Chair, the President & CEO, a Vice-Chair, and the Secretary-Treasurer. All contracts, documents or instruments in writing so signed shall be binding upon the Association without further authorization or formality, unless the Board otherwise directs. No such contracts, documents or instruments in writing shall be signed by any Officer of the Association unless approved by the Board.

The seal of the Association may, when required, be affixed to contracts, documents or instruments in writing signed as aforesaid by any officer or officers, person or persons, authorized as aforesaid by resolution of the Board.

ARTICLE 12: FISCAL YEAR

Tourism Vancouver Island Board Policy Manual

CONSTITUTION AND BYLAWS

The fiscal period of the Association shall terminate on the 31st day of March, 1981, and thereafter the fiscal year of the Association shall terminate on the 31st day of March in each year, or on such other date as the Board may from time to time by resolution determine.

ARTICLE 13: AUDITOR

At each Annual General Meeting of the Association an auditor shall be appointed to hold office until they are re-elected or their successor is elected at the next Annual General Meeting. An auditor may be removed at any time, by ordinary resolution of the Association. An auditor shall be informed forthwith in writing of their appointment or removal. No directors and no employee of the Association shall be an auditor. The auditor may attend any meetings of the stakeholders of the Association and may attend the Annual General Meeting.

ARTICLE 14: BYLAWS

14.1 All voting stakeholders are entitled to and the Association shall provide, without charge, a copy of the Constitution and Bylaws of the Association.

14.2 These bylaws shall not be altered or added to except by Special Resolution

STRATEGIC PLAN 2007-2012

Our Vision

Tourism Vancouver Island will be recognized and respected as an innovative leader in Destination Marketing.

Our Mission

Is to execute strategic leadership in tourism; creating Economic, Social and Environmental benefit to the Vancouver Island region community.

Our Mandate

To position the Vancouver Island region as a premier, all season destination.

Tourism Vancouver Island Board Policy Manual

STRATEGIC PLAN 2007-20012

PREVIOUS ACHIEVEMENTS

The following points summarize the achievements of the association over recent years:

- Implemented the Stakeholder Model which eliminated the membership fee structure and embraced all tourism businesses within the region. The Stakeholder Model has now been adopted by four of the regional British Columbia tourism associations.
- Increased the financial assets and the stability of the association.
- Responded to the ferry crisis by building and implementing a successful North Island Recovery Strategy.
- Developed and implemented a three year strategy to effectively utilize the \$2,000,000 in flexible funds granted by the Provincial Government.
- Successfully executed Fall Road-shows to further the awareness of the value of tourism and Tourism Vancouver Island with the Vancouver Island community.
- Increased the number of participating stakeholders and the overall investment by those stakeholders in cooperative programs initiated by Tourism Vancouver Island.
- Continued to improve the quality and scope of collateral materials utilized to promote the destination.
- Expanded the recognition, by the industry, of Tourism Vancouver Island as a leader in Destination Marketing.
- Nurtured relationships with the leading Marketing Organizations within the Vancouver Island Region.
- Refined and expanded communications to stakeholders.
- Increased the professionalism and effectiveness of the staff team through professional development.
- Implemented a research strategy and began the culturalization of research within the organization.
- Set new records with the Annual Conference and AGM.
- Developed new partnerships and strengthened existing partnerships with industry stakeholders.
- Leveraged the recognition received as the “Best Island Destination, North America”, as recognized by the readers of Conde Nast Traveler Magazine.

Tourism Vancouver Island Board Policy Manual

STRATEGIC PLAN 2007-20012

CORE OPERATING VALUES

The following core operating values influence the culture and public image of Tourism Vancouver Island as a groundbreaking, sustainable leader in Destination Marketing.

Innovative

Tourism Vancouver Island will look outside the box to determine original and creative approaches in reaching the goals and objectives of the Association.

Triple Bottom Line

Tourism Vancouver Island's approach to all things will be considerate of Social, Economic and Environmental impacts.

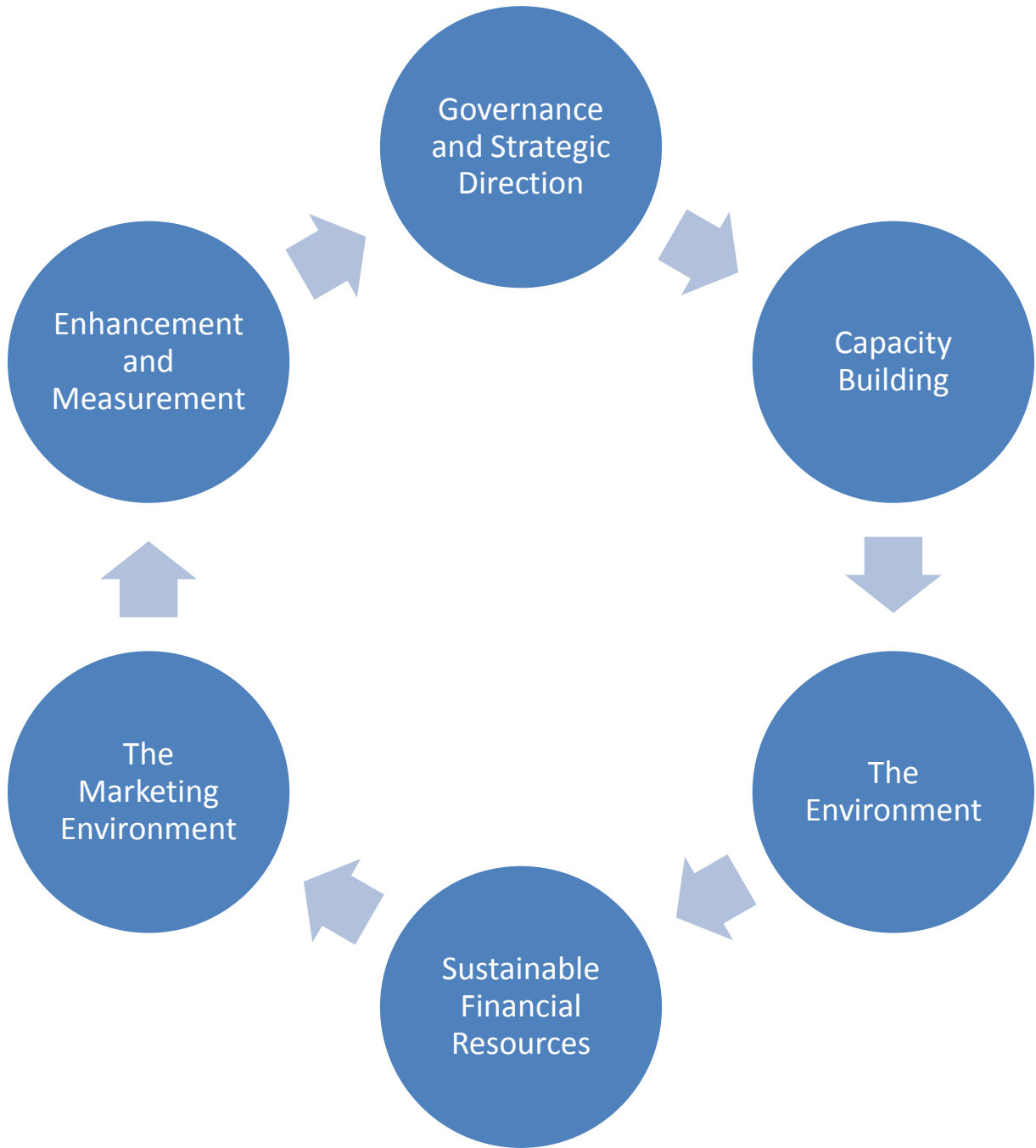
Leadership

Tourism Vancouver Island will be a catalyst in the development of the future of tourism within the region by exhibiting consistent leadership characteristics.

Accountable

Tourism Vancouver Island is accountable for actions of the Board of Directors and Staff of the organization.

Strategic Direction



Tourism Vancouver Island Board Policy Manual

STRATEGIC PLAN 2007-20012

STRATEGIC GOALS

GOALS AND OBJECTIVES	Focus of Effort (Short Term)	Focus of Effort (Long Term)
Goal 1: Increase visitation and economic impact to the Vancouver Island Region	60%	60%
Objectives:		
<ul style="list-style-type: none"> • Advertising and Promotion: Update the five year strategic marketing plan with inclusion of advertising, media and trade relations. • Product Development: Evaluate product clusters and identify emerging clusters. Develop programs to assist stakeholders to capitalize on emerging opportunities. • Marketing Research: Continue to build on the research plan to include: trends; emerging product niches and relevant measurement models and tools. Develop a model to evaluate economic impact of tourism in our region. • Awareness: Expand the awareness of tourism as a social, economic and environmental contributor to the region. Build the awareness of Tourism Vancouver Island as a groundbreaking, sustainable leader in Destination Marketing. Collaborate with other sources such as: other industries; tourism organizations and educational institutions. • Capacity Building: Expand on outreach ideas such as Fall Tours and training and development offerings. 	<p style="text-align: center;">70%</p> <p style="text-align: center;">} 20%</p> <p style="text-align: center;">} 10%</p>	<p style="text-align: center;">60%</p> <p style="text-align: center;">} 25%</p> <p style="text-align: center;">} 15%</p>
Goal 2: Develop and implement a sustainability plan	30%	30%
Objectives:		
<ul style="list-style-type: none"> • Increase investment by Stakeholders by 10% per year. • Redefine the organization structure to include business units/profit centres. <ul style="list-style-type: none"> ▪ Develop two new profit centres in the 2007/2008 fiscal year and a total of five new profit centres within five 	<p style="text-align: center;">60%</p> <p style="text-align: center;">} 20%</p>	<p style="text-align: center;">60%</p> <p style="text-align: center;">} 30%</p>

Tourism Vancouver Island Board Policy Manual

STRATEGIC PLAN 2007-20012

<p>years.</p> <ul style="list-style-type: none"> • Increase annual government/TBC core funding to Tourism Vancouver Island by 5% in 2007/2008 and a total of 10% within five years. • Encourage Tourism BC to implement a formula based investment model for Regional Destination Marketing Organizations by the end of 2009. 	15%	10%
	5%	0%
Goal 3: Model and practice strategic and innovative leadership	5%	5%
Objectives:		
<ul style="list-style-type: none"> • Continue to improve the policy governance model of the Board, creating a positive environment for excellence. 	30%	30%
<ul style="list-style-type: none"> • Establish and implement measurement tools for accountability. 	45%	40%
<ul style="list-style-type: none"> • Build momentum to drive focus on Social, Economic and Environmental initiatives. 	15%	10%
<ul style="list-style-type: none"> • Build and sustain a culture of leadership. 	10%	20%
Goal 4: Model and foster innovation in sustainable practices	5%	5%
Objectives:		
<ul style="list-style-type: none"> • Develop and implement a strategy to assist the tourism industry to evolve in a sustainable manner. 	100%	100%

PRESIDENT & CEO SUCCESSION PLAN

Introduction:

To ensure the smooth and continuous operations of the Association this plan will be in place for the short and long term replacement of the President & CEO in the unlikely event of this individual suddenly becoming unable manage the affairs of the Association. The Board of Directors must be fully aware of the plan and should review the contents of the plan annually. The Board of Directors by way of an approved motion at a regularly scheduled Directors meeting must accept the plan.

Responsibilities and Roles of the President & CEO:

The President & CEO reports to the Board of Directors and has the following responsibilities:

- a) Report to the Board and maintain open communication with the Board, and keep the Board informed of all significant matters.
- b) With the Chair, enable the Board to fulfill its governance function.
- c) Manage and control the operation of the Association on a day-to-day basis in accordance with the plans, policies and parameters approved by the Board.
- d) Give direction and leadership toward the implementation and achievement of the Association's strategic plan.

The President & CEO has a multitude of roles to perform in order to maintain the responsibilities outlined. The following are the primary functions of the position that have been approved by the Board of Directors.

- a) Develops and recommends the yearly budget for Board approval and prudently manages the Associations resources within those budget guidelines according to current laws and regulations.
- b) Develops and recommends a strategic plan that is consistent with the Board's vision, mission, values and priorities, including consulting with the membership and Board.
- c) Oversees the design, marketing, promotion, delivery and quality of programs, products and services.
- d) Supports operations and administration of the Board by advising and informing Board members, interfacing between Board and staff, and supporting the Boards evaluation of the President & CEO.
- e) Manages the human resources of the organization according to authorized personnel policies and procedures that fully conform to current laws and regulations.
- f) Ensures the Association and its mission, program, products and services are consistently presented in a strong, positive light to stakeholders.

PRESIDENT & CEO SUCCESSION PLAN

- g) Identifies the principal risks facing the Association and implements appropriate systems to manage the risks.
- h) Maintains a plan for President & CEO succession.
- i) Defines clearly for stakeholders the services provided and provides a grievance process for stakeholders.
- j) Ensures that the Association has written personnel policies that clarify personnel rules for staff, provide for effective handling of grievances, and protect against wrongful conditions such as nepotism and grossly preferential treatment for personal reasons.

Human Resources Structure

Tourism Vancouver Island presently has a permanent staff of fifteen positions including the President & CEO. The President & CEO, Marketing Manager, Operations Manager and Industry Services Manager make up the senior level of the team. Support level staff includes: Marketing Coordinator, Media Relations Manager and Media Relations Coordinator, Travel Trade Relations, Distribution Coordinator, Web & Systems Administrator, Web & Systems Coordinator, Program Representative, Industry Services Coordinator and Receptionist & Financial Services Coordinator. There is also one part-time position of Executive Assistant.

The staff team is considered by the President & CEO to be a very effective group, which for the most part works independently with minimal supervision. Each individual has a detailed job description and has set goals and objectives that become part of their annual performance review. There is a program in place to assist employees to upgrade their skills through additional training and in recent years there is a clear history of promoting from within the organization.

State of the Organization

The present state of the organization is that of an effectively functioning organization. The relationship between President & CEO and the Board of Directors is very positive with the President & CEO accountable for the day-to-day operations and the Board functioning as a Policy Board focused on a higher strategic level. Financial operations are such that there were net assets of over \$427,000 reported at the end of the 2006 fiscal year.

A new Stakeholder Model was implemented in Fiscal 2005 which has had significant success in the industry. Tourism Vancouver Island was recognized with an Association Cornerstone of Excellence (ACE) Award by the BC Chapter of Canadian Society of Association Executives (CSAE). Since implementation the stakeholder model has been adapted by all but one of the Regional Destination Marketing organizations in BC.

Tourism Vancouver Island Board Policy Manual

PRESIDENT & CEO SUCCESSION PLAN

Succession Plan

The succession plan is a two-part plan. The first portion includes a short-term plan to reduce any immediate disruption caused by the loss of the President & CEO. The second portion of the plan indicates a process to recruit a permanent replacement for the President & CEO.

Phase I

Immediately upon the knowledge of the loss of the CEO, the Chair will be empowered to enact the succession plan. The responsibilities and authorities for the day to day operations, and the functions normally assigned to the CEO will be assigned to two senior staff members: Sharon Scott, Financial Service and Bobbi-Jean Goldy, Executive Assistant. The combined expertise and dedication of these two individuals will enable them to jointly manage the operations for an interim period of time that should not exceed four months. Each of these staff will have a 25% increase to their salaries for the period of time that they are taking on these additional accountabilities. The specific accountabilities for each are as follows:

Sharon Scott	Bobbi-Jean Goldy
Communications with Finance Committee	Communication with Chair
Communications with Governance Committee	Communication with Marketing Committee
Regular Financial Reviews, Budget Development and Reporting	Communications with Governance Committee
Purchase Approvals	Media Purchase Approvals
Human Resources/Staff Management	Marketing Plan and Budget
Operational Policies	Implementation of marketing tactics
A/R Collections	Review of Strategic Plan
Legal Issues Management	Public Relations and Issues Management
Contracts and Agreements	Industry Relations

During this period of time the Chair will take on a more frequent communications role to support the two senior staff members to ensure that they have the resources necessary. It is also advised that a temporary office assistant be retained for the period of transition.

PRESIDENT & CEO SUCCESSION PLAN

Phase II

Immediately upon notification of the loss of the CEO, a recruitment plan must be implemented. Following are the components of the recruitment plan:

1. Form a selection committee empowered to recruit and retain a permanent CEO. The committee will be made up of at least 3 members of the Board, one of which is the Chair of the Board.
2. Place advertisements in the Times Colonist and Vancouver Sun career sections. Closing dates will be two to three weeks from the date of the advertising insertion.
3. Selection committee reviews applications within two weeks of the closing date shortlists to between 3 – 7 applicants.
4. Selection committee conducts interviews within 2 weeks of the development of the shortlist then supplies name of final candidate to Board of Directors for final approval.
5. Selection announced to the Board of Directors within 2 weeks of interviews.
6. President & CEO begins within 4 weeks of selection.