



# Mandate

## Board of Directors

**Group:** Board of Directors

**Responsible To:** Board of Directors

**Mandate:** The Board of Directors has the duty to manage the affairs of the Board between the Annual Meetings and ensure the Board activities are carried out in accordance with the Bylaws. This includes the appointment and supervision of the Chief Executive Officer, establishment of policies and the provision of guidance.

There is a clear distinction between the duties and obligations of Directors and those of staff.

The Directors are responsible for establishing policy and goals: the management is responsible for implementing them.

Directors are responsible for assessing management's implementation of those policies and goals.

### **Responsibilities:**

- Prepare for and attend meetings of the board in their entirety.
- In accordance with the organization's Bylaws, help frame the values, vision, and mission.
- Identify the priority needs of the members and the resources required to achieve them.
- Adopt and monitor programs to carry out the mission and goals of the Chamber.
- Be positive in communicating Board decisions to members, staff, and the public.
- Identify and understand emerging issues and opportunities which are compatible with the Chamber's goals.
- Review and understand the Chamber's board briefing documents and minutes, policy manuals, official publications, and related orientation resources.
- Measure the performance of fellow volunteers and the Chief Executive Officer based upon the approved goals and priority actions of the board.
- Evaluate and follow up on actions taken at meetings of the board.
- Fulfill any assignments as committee member, board liaison, association representative, or other duties as mutually agreed.

***Expectations Of Members:***

- Recognizing that the Chamber President or CEO are the spokespersons for the Kelowna Chamber of Commerce, all media and public comment will be deferred to them exclusively.
- Attend as many meetings as possible, in accordance with the Bylaws of the Chamber.
- General knowledge of the Kelowna Chamber of Commerce.
- Familiarity with the views, concerns and needs of members.
- Interest, expertise and/or knowledge of issues that impact the community.
- Commitment to the work on behalf of the membership of the Chamber.
- Commitment to attend scheduled meetings as outlined in the Bylaws.
- Ability to lead discussion and debate regarding issues brought before the Board and Executive.
- Carefully reviewing recommendations brought forward by other members or staff, and any material circulated in advance of meetings.

***Composition:***

The Board shall be comprised of a President, the immediate Past-President, fourteen elected Directors of which four of whom shall be subsequently elected Vice Presidents by the Board, one appointee from City Council and up to four appointed positions per year at the discretion of the Executive Committee to fill specific needs from key sectors or to bring particular expertise to the Board.

All voting members in good standing for at least 30 days prior to the date of the close of nominations are entitled to be nominated to the Board. All Directors shall be elected for a term of no less than two years, commencing March immediately following their election, with one half of the Directors being elected each year.