

## AGM INFORMATION PACKAGE

The **2012 Annual General Meeting (AGM)** of the Whistler Resort Association, dba Tourism Whistler, is to be held on Thursday, May 17, 2012 at 2 p.m., in the Whistler Conference Centre.

**Tourism Whistler is having an Election of Directors for one (1) position in each of the following four (4) categories:**

- 1) One (1) Multi-Managed Lodging - Village
- 2) One (1) Multi-Managed Lodging – Other
- 3) One (1) Single Managed Lodging – Large
- 4) One (1) Director-at-Large

**The relevant dates for the 2012 Annual General Meeting and Election of Directors are:**

- 1) Close of Director nominations: **March 8, 2012**
- 2) Determination of Members in good standing: **March 29, 2012**
- 3) Distribution of election materials: **April 12, 2012**
- 4) Online voting opens: **April 12, 2012**
- 5) Annual report available online: **April 30, 2012**
- 6) On-line voting ends: **May 9, 2012**
- 7) Deadline for receipt of proxies for voting at Annual General Meeting: **2p.m. May 15, 2012**
- 8) Annual General Meeting: **May 17, 2012**

**Individuals interested in being nominated to run in this election should know that:**

- Nominations are open to anyone – nominees do NOT have to be Members
- A nominee must be nominated by at least two Members in good standing
- A nominee must be at least 19 years of age to run for election
- Information on the nomination process and a complete nomination package are available online at: [www.whistler.com/members/agm](http://www.whistler.com/members/agm)

**The process for electing Directors** begins with the distribution of this Official Notice of the Annual General Meeting and Election of Directors.

A copy of Rules for the 2012 advanced polling (online) for the Election of Directors is available online at [www.whistler.com/members/agm](http://www.whistler.com/members/agm).

**For 2012, the following methods of voting will be offered:**

- **Online** – Online voting is easy to participate in. If you plan to vote in advance of the AGM, we strongly encourage you to vote online. Your voter id as well as password to access the online voting tool will be sent to you with the Election Circular on **April 12<sup>th</sup>, 2012**.
- **In-person or by proxy at the AGM** – proxy forms are available online at [www.whistler.com/members/agm](http://www.whistler.com/members/agm), or can be requested by phone at 604-932-3928 and must be returned to the Tourism Whistler offices by **2 p.m. on May 15, 2012 (48 hours prior to the commencement of the AGM)**.

**Additional information, including all documents in this package, is available at:**

- Online – [www.whistler.com/members/agm](http://www.whistler.com/members/agm)
- By phone – Karen Playfair, Vice President, Finance and Operations – 604.938.2726
- By email – [kplayfair@tourismwhistler.com](mailto:kplayfair@tourismwhistler.com)

## TOURISM WHISTLER ELECTION PROCEDURES / ANNUAL GENERAL MEETING 2012

### Overview

Tourism Whistler holds an Annual General Meeting (AGM) in the spring of each year.

The main business of the meeting involves voting on any proposed Bylaw Amendments, and the announcement of the results of the election of Directors tabulated from votes taken from the floor, as well as those received online prior to the AGM.

In an effort to maximize the opportunity for Members to participate in the election of Directors, Tourism Whistler offers Members in good standing one of the following options for placing their vote(s) for the 2012 election of Directors: (1) Online; or (2) In-person or by proxy at the AGM.

Members who choose to vote online will participate in the election of Directors in advance of the AGM. The results of the online vote will be collected and tabulated by our Election Auditor, Grant Thornton. These results will be compiled along with votes placed in-person by Members who choose to participate in the election of Directors at the AGM. The Election Auditor will tabulate all votes and announce results at the AGM.

***If you plan to vote online, please wait for your voter id and password to be sent to via mail or email on April 12, 2012. Advance voting closes May 9<sup>th</sup>, 2012.***

### Composition of Board of Directors

Tourism Whistler has thirteen (13) Director positions in total – six (6) appointed and seven (7) elected. The following table reflects the current Directors on the Board, the categories that they represent, as well as the election schedule associated with the positions they hold.

Name	Type	Category	Election Schedule
Duane Hepditch	Elected	Commercial	2013
Roger Soane*	Elected	Single Managed Lodging – Large	2012
Saad Hasan	Elected	Single Managed Lodging – Small	2013
Jim Allard*	Elected	Multi-Managed Lodging – Village	2012
Brenda Baker	Elected	Multi-Managed Lodging – Benchlands	2013
Stephen Webb*	Elected	Multi-Managed Lodging – Other	2012
Trevor Graham*	Elected	Director-at-Large	2012
Mike Furey	Appointed	Resort Municipality of Whistler	
Jayson Faulkner	Appointed	Resort Municipality of Whistler	
David Brownlie	Appointed	Whistler Blackcomb	
Stuart Rempel	Appointed	Whistler Blackcomb	
Barrett Fisher	Appointed	Tourism Whistler	
Kendra Mazzei	Appointed Ex-Officio	Chamber of Commerce	

Directors with an \* beside their name hold the positions up for election in 2012. All elected Directors serve a two (2) year term. The term served by the appointed Directors is determined by the organizations they represent.

### Nomination of Directors

Individuals nominated for the Board of the Directors are not required to be Members of Tourism Whistler; however, they are required to obtain their nomination from two (2) Members in good standing. A Member in good standing can nominate an individual to stand as a candidate in any of the categories for which there is an election; a Member is not limited to nominating an individual only within the category to which he/she belongs. The election of Directors provides an opportunity for Members to select representatives who they believe will best represent their interests on the Board of Directors. Members in good standing are entitled to elect an individual within the category/ categories to which they belong.

### Voting for Directors

Voting for Directors is done online, or in-person or by proxy at the AGM. Only Members eligible to vote will receive a voting package for the category of their membership. Eligibility is determined based on current standing of the assessment account. Each Director position for which there can be an election is summarized below:

- 1) **Single Managed Lodging – Large:** This Director position represents owners on Resort land where 85% or more of the units within the property, that comprises more than 500 assessment units, are managed by a single management company. This includes all of the branded hotels as well as all of the single-owned hotels.

- 2) **Single Managed Lodging – Small:** This Director position represents owners on Resort land where 85% or more of the units within the property, that comprises less than 500 assessment units, are managed by a single management company.
- 3) **Multi-Managed Lodging – Village:** This Director position represents owners on Resort land where less than 85% of the units within the property, that is located in the Village, are managed by a single management company.
- 4) **Multi-Managed Lodging – Benchlands:** This Director position represents owners on Resort land where less than 85% of the units within the property, that is located in Benchlands, are managed by a single management company.
- 5) **Multi-Managed Lodging – Other:** This Director position represents owners on Resort land where less than 85% of the units within the property, that is located outside the Village and/or Benchlands, are managed by a single management company.
- 6) **Commercial:** This Director position represents owners and commercial tenants of commercially zoned property, other than property zoned for lodging, on Resort land.
- 7) **Director-at-Large:** The Director-at-Large represents all Members and as such, all Members are entitled to vote for this position.

When referencing the locations of multi-managed lodging categories above, “Village” generally refers to the main Village and Village North; “Benchlands” generally refers to the area west of Blackcomb Base II; and “Other” generally refers to Nesters, Nicklaus North, Blueberry Hill and Whistler Creek.

For a complete list of accommodation properties and their respective categories, please click [here](#).

### Calculation of Votes

Votes for the Director-at-large position are calculated on a ‘one man, one vote’ basis. Each Member of Tourism Whistler is entitled to one vote, regardless of the number of properties or assessable units owned.

Votes for all other elected positions are based on the number of assessment units owned by the Member. For example, if a Member owns two properties, and each property has one bedroom, this would equate to four assessment units (i.e. one bedroom = 2 assessment units). This Member would, in turn, receive four votes. In the case of voting for the Commercial Director position, the number of assessment units is determined by taking the total square footage and dividing this by 150 square feet (i.e. 150 square feet = one assessment unit). If a Member owns 6,000 square feet of assessable commercial space, the Member would receive 40 votes ( $6,000/150 = 40$ ).

### Director Responsibilities

The Whistler Resort Association is governed by a thirteen (13) member Board of Directors with twelve (12) voting members (the ex-officio position held by the Whistler Chamber of Commerce does not have voting rights). Of the twelve (12) voting members of the Board, seven (7) are elected and five (5) are appointed. The primary responsibility of the Board of Directors is to foster the long-term success of Tourism Whistler consistent with the Board’s responsibilities to Members. On behalf of its Members, the Board establishes the vision, mission, strategic objectives and priorities for Tourism Whistler, contributes to and approves the annual business plan, approves operating and capital budgets, and ensures continued financial viability and the fulfilment of the organization’s mission.

The individual Director has three fundamental obligations to perform:

- Act honestly and in good faith with a view toward the best interests of Tourism Whistler;
- Exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances; and
- Act within the established Code of Conduct and Conflict of Interest Guidelines