

**Please find enclosed your nomination package for nomination in the 2012 Tourism Whistler Election of Directors.**

**Included in this package you will find:**

- Information on Nomination and the Election Process
- Schedule of the 2012 Board Meetings
- Contact information for the current nominating committee
- A Nomination Form
- Conflict of Interest Guidelines for Directors, including a Code of Conduct declaration for signing
- Terms of Reference for the Tourism Whistler Board of Directors
- Terms of Reference for a Director
- Information on Board Composition and Planning
- A copy of the First Mail-out to Members
- The Rules for Advanced Voting

## **INFORMATION FOR NOMINEES**

### **Eligibility for Nomination**

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 Members in good standing – not necessarily in the category in which they are running. Members are entitled to elect any individual they believe will represent their interests, and have the opportunity to indicate their preference in this regard when it comes time to vote for the Director. The votes are cast for each position up for election by Members owning property in the associated category.

Nominees must be 19 years of age or older and be nominated by at least two Members in good standing. 'Good standing' is defined as Members whose properties do not have a Certificate of Default applied against title for non-payment of fees.

In order for the nomination to be considered, all nomination forms and signed code of conduct forms must be fully completed, signed by the nominee and returned to the Tourism Whistler offices prior to the close of nominations on Thursday, March 8<sup>th</sup>, 2012 at 5:00pm PST.

### **The nomination and election process**

Once your nomination has been received and reviewed for validity, you will be contacted with further information regarding the campaigning and election process.

Nominees are asked to provide brief responses to three questions posed by the Nominating Committee, along with a photograph for circulation with the election materials sent to all voters, and posting on the Member website. Additionally, nominees have the opportunity to make a brief presentation at the Annual General Meeting, prior to the start of in-person voting on the floor.

Included in this package is a copy of the first AGM communication, which was sent to Members on February 7th, 2012.

**The Tourism Whistler 2012 Annual General Meeting and Election of Directors is scheduled for May 17<sup>th</sup>, 2012 at 2 p.m. in the Whistler Conference Centre.**

### **Requirements of a Director**

As a Director on the Tourism Whistler Board of Directors, it is expected that you will act in the best interests of Tourism Whistler as set out in the Terms of Reference for Directors (attached).

- All Directors must have read and understood the 'Conflict of Interest Guidelines for Directors' section of the Tourism Whistler Board Manual, and must have signed the Code of Conduct declaration.
- Participation as a Director on the Tourism Whistler Board of Directors requires a significant commitment of time. The following provides an estimate of the anticipated required hours:
  - 9-10 board meetings per year, held on the last Tuesday of the month in Whistler from 8:30 to 2pm. Expect about 3 hours preparation time for each meeting.
  - A two day retreat to review the current strategic position and develop strategy for the next year, usually held in June. Expect up to 8 hours preparation time.
  - Participation on 1-2 committees, which hold quarterly meetings. Expect 1 hour preparation time.

A schedule of the Board meetings for 2012 is included.

## Nomination Package

- It is anticipated that each Director will participate on at least one Board committee in addition to regular Board duties.
- Directors are expected to be knowledgeable about Tourism Whistler’s business and to understand and support its mandate. When acting as a Director, you are expected to act in the best interests of Tourism Whistler.
- Skills that will help you to be successful in this volunteer position include:
  - Experience in strategic analysis and planning
  - Leadership experience
  - Effective interpersonal and collaboration skills
  - Financial literacy
  - Understanding of strategic technology trends
  - Experience in Board governance
  - Knowledge of the tourism industry
- Directors must be familiar with the Tourism Whistler business plan and budget.
- Directors are required to read and understand the Board Manual
- It is required that all Directors have access to email and are able to receive Board materials electronically

A schedule of the 2012 Board meetings is as follows (note that some dates are TBA):

Annual General Meeting and Election	May 17 <sup>th</sup> , 2012
Regular Board Meeting	May 29, 2012
Board Meeting and Business Retreat	June 2012 (2 days – dates TBA)
Regular Board Meeting	September 25, 2012
Regular Board Meeting	October 30, 2012
Board Meeting – Budget and Business Plan Presentation	November 27, 2012

## Contacts for further information

Should you require further information regarding **participation on the Tourism Whistler Board of Directors**, please contact a member of the Nominating Committee at:

Stuart Rempel, Whistler Blackcomb Representative Director  
 Email: [srempel@whistlerblackcomb.com](mailto:srempel@whistlerblackcomb.com), phone 604-938-7332

Saad Hasan, Singled Managed Lodging (Small) Director  
 Email [shasan@intrawest.ca](mailto:shasan@intrawest.ca), phone 604-935-7021

Duane Hepditch, Commercial Representative Director  
 Email [duane@guestfolio.com](mailto:duane@guestfolio.com), phone 604-932-2510

**For enquiries regarding the process for nomination and the rules and administrative requirements for the 2012 Election of Directors**, please contact Tourism Whistler at:

### Tourism Whistler:

By Mail: Tourism Whistler, 4010 Whistler Way, Whistler, BC, V0N 1B4, Canada – Attention: Governance and Nominating Committee

By Email: [twelections@tourismwhistler.com](mailto:twelections@tourismwhistler.com) - Attn: Governance and Nominating Committee

Or:

**Karen Playfair**, Vice President, Finance and Operations

Email: [kplayfair@tourismwhistler.com](mailto:kplayfair@tourismwhistler.com), phone 604-938-2726

## Nomination Package



### NOMINATION FORM - WHISTLER RESORT ASSOCIATION (dba TOURISM WHISTLER)

To: Whistler Resort Association (dba Tourism Whistler)  
4010 Whistler Way  
Whistler, BC, V0N 1B4

Attention: Nominating Committee  
Fax: 604-932-7231

We hereby nominate (print) \_\_\_\_\_

for the position of \_\_\_\_\_ Director in the 2012 election.

**Members making a nomination:** Please note that at least two Members in good standing must nominate a person to stand for election to the Board of Directors. In order for the nomination to be considered, the form must also be completed and signed by the nominee. In the space provided below, print your name and provide address and telephone details as well as your signature. If you are an authorized signatory of a corporate Member, please print the name of the corporate Member as well.

#### To be completed by Members in Good Standing:

NAME OF MEMBER MAKING NOMINATION \_\_\_\_\_

MEMBER # \_\_\_\_\_ TELEPHONE # \_\_\_\_\_

ADDRESS \_\_\_\_\_

EMAIL \_\_\_\_\_ SIGNATURE \_\_\_\_\_

NAME OF MEMBER MAKING NOMINATION \_\_\_\_\_

MEMBER # \_\_\_\_\_ TELEPHONE # \_\_\_\_\_

ADDRESS \_\_\_\_\_

EMAIL \_\_\_\_\_ SIGNATURE \_\_\_\_\_

#### To be completed by the Nominee:

I accept the nomination and consent to act if elected. I confirm that I am at least 19 years of age.

Print Name	Email Address
Address	Signature
Telephone	Date

**This nomination form must be received by the offices of Tourism Whistler by 5:00 p.m. on March 8th, 2012 or it will be invalid.**

**Please mail this form to 4010 Whistler Way, Whistler, BC V0N 1B4 Canada or Fax to (604) 932-7231**

## **CONFLICT OF INTEREST GUIDELINES FOR DIRECTORS**

### **I. INTRODUCTION**

Each Director owes Tourism Whistler a fiduciary duty, including the obligation to act honestly and in good faith with a view to the best interests of Tourism Whistler. This Conflict of Interest Guidelines outlines a framework of guiding principles for directors. As with any statement of policy, the exercise of judgement is required in determining applicability of the Guidelines to each individual situation.

#### **A. Conflicts of Interest**

- i) While By-law 9.2 allows a director to vote at any meeting of the Board in respect of any contract or arrangement in which he is interested, it is still essential that all directors' conflicting interests be explicitly disclosed. Full disclosure enables directors to resolve unclear situations and gives an opportunity to address conflicting interests before any difficulty arises.
- ii) A director who has reasonable grounds to believe that he or she has a conflict of interest in a matter shall, if present at a meeting considering the matter:
  - a) disclose the general nature of the conflict of interest; and
  - b) abstain from voting on the matter.
- iii) Directors shall, where possible, avoid situations that may result in a conflict or perceived conflict between their personal interests and the interest of Tourism Whistler and situations where their actions as directors are influenced, or perceived to be influenced, by their personal interests.
- iv) In general, a conflict of interest exists for directors who use their position at Tourism Whistler to benefit themselves, friends or families.
- v) If a director is unsure as to whether a conflict exists, that director should consult with the Board Chair or Governance and Nominating Committee Chair to determine whether a real or apparent conflict exists.

## CONFLICT OF INTEREST GUIDELINES FOR DIRECTORS

- vi) If such a conflict is identified, the Board Chair or the Governance Committee Chair shall bring it to the attention of the full Board.

### **B. Compliance with Law, Rules and Regulations**

- i) Each director must at all times comply fully with applicable law, rules and regulations and should avoid any situation which could be perceived as improper, unethical or indicate a casual attitude towards compliance with the law, rules or regulations.
- ii) The directors are expected to be sufficiently familiar with any legislation and bylaws that apply to their directorship and shall recognize potential liabilities, seeking legal advice where appropriate.

### **C. Outside Business Interests**

Clause 9.2 of the Association's By-laws states that; "Subject to the provisions of the *Resort Act*, no Director shall be disqualified by his office from holding any office or place of profit under the Resort Association or under any company in which the Resort Association shall be a shareholder or otherwise interested, or from contracting with the Resort Association either as vendor, lessor, purchaser or otherwise, nor shall any such contract, or any contract any Director shall be in any way interested, either directly or as shareholder or arrangement entered into by or on behalf of the Resort Association in which any Director shall be in any way interested, either directly or as shareholder or director of any company, be avoided, nor shall any Director be liable to account to the Resort Association for any profit arising from any such office or place of profit or realized by any such contract or arrangement by reason only of such Director holding that office or of the fiduciary relations thereby established. A director shall be entitled to vote at any meeting of the Directors in respect of any contract or arrangement in which he is interested as aforesaid, and shall be counted for the purposes of computing the quorum necessary for the transaction of the business at any such meeting notwithstanding his interest. A Director of the Resort Association may be or become a director of any company promoted by the Resort Association or in which it may be interested as a vendor, shareholder or otherwise, and no such Director shall be accountable for any benefits received as director or member of such company."

## **CONFLICT OF INTEREST GUIDELINES FOR DIRECTORS**

### **D. Confidential Information**

Each director shall comply with Tourism Whistler's Confidential Information Policy found in Tab B-8 of the Board Manual.

### **E. Entertainment, Gifts and Favours**

- i) Directors may not offer or solicit gifts or favours in order to secure preferential treatment for themselves or Tourism Whistler.
- ii) Gifts and entertainment may only be accepted or offered by a director in the normal exchanges common to established business relationships. An exchange of such gifts shall create no sense of obligation.

### **F. Non-Profit and Professional Association**

- i) Tourism Whistler supports its directors who contribute to their communities through involvement with charitable, community service and professional organizations. If directors use Tourism Whistler's resources for such activities they should only do so with the prior consent of the Board Chair.
- ii) A director should ensure that he or she is seen as speaking for the organization as an individual and not as a director or spokesperson of Tourism Whistler.

### **G. Protection and Proper Use of the Organization's Assets, Property and Opportunities**

- i) Directors shall not make use of Tourism Whistler's assets, property, opportunities or resources for their own personal benefit or purposes.
- ii) Directors shall not divert to themselves, their spouses, their minor children or a private corporation controlled by any of these individuals, a business opportunity that Tourism Whistler is pursuing.

## **CONFLICT OF INTEREST GUIDELINES FOR DIRECTORS**

- iii) Directors shall not engage in any financial transactions, contracts, or private arrangements for personal profit which accrue from or are based upon the director's official position or authority or upon confidential or non-public information that the director gains by reason of such position or authority.

### **H. Political Participation**

- i) Directors engaging in political process must take care to separate their personal activities from their association with Tourism Whistler.
- ii) If engaging in political activities, directors must remain impartial and retain the perception of impartiality in relation to their duties and responsibilities. Directors must not use Tourism Whistler facilities, equipment, or resources in support of these activities. Partisan politics must not be introduced into the workplace in any way which creates undue or inappropriate influence on employees, or persons or business enterprises with whom Tourism Whistler does business.

### **I. Fair Dealing**

Each director should endeavour to deal fairly with Tourism Whistler's clients, service providers, suppliers, competitors and employees. No director should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts or any unfair dealing practice.

### **J. Allegations of Wrongdoing**

Directors have a duty to report any activity which:

- i) they believe contravenes the law;
- ii) represents a misuse of Tourism Whistler funds or assets; or
- iii) represents a danger to public health, safety, or the environment.

Tourism Whistler will treat any reports of such wrongdoing in confidence unless disclosure of the information is authorized and permitted by law. Directors will not be subject to discipline or reprisals for bringing forward, in good faith, allegations of wrongdoing.

### **K. Responsibility**

**CONFLICT OF INTEREST GUIDELINES FOR DIRECTORS**

- i) Each director shall adhere to the standards described in these Conflict of Interest Guidelines.
- ii) Any director who knows or suspects a breach of the Conflict of Interest Guidelines shall report it to the Board Chair.
- iii) Each director shall annually review, sign and deliver to the Board Chair a copy of these Conflict of Interest Guidelines.

**L. Violation of this Code**

If the Board determines that a director has breached these Conflict of Interest Guidelines, the Board may sanction the Director, including asking for the director's resignation.

**M. Clarification**

A director should seek clarification of the Conflict of Interest Guidelines, where necessary, from the Board Chair or President.

*I ACKNOWLEDGE that I have read and considered the Conflict of Interest Guidelines for Directors of the Organization and agree to conduct myself in accordance with the Conflict of Interest Guidelines for Directors.*

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*Signature*

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*Print Name*

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*Date*

## **TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS**

### **I. PURPOSE**

- A.** The primary responsibility of the Board of Directors (the “Board”) is to foster the long-term success of Tourism Whistler consistent with the Board’s responsibilities to the members.
- B.** The Board has the responsibility to oversee the conduct of the business of Tourism Whistler and to provide direction to management.
- C.** While operating under well-defined Terms of Reference and Guidelines, the Board also maintains the flexibility to respond to emergencies and unexpected developments.
- D.** While always representing the best interests of Tourism Whistler, the Board will also consider Tourism Whistler’s roles and responsibilities in the context of its Resort-wide partners to ensure Tourism Whistler remains a relevant and successful organization under the umbrella of Whistler Inc.

### **II. PROCEDURES AND ORGANIZATION**

- A.** The Board operates by delegating certain of its authorities, including spending authorizations, to management. The current spending authorizations are outlined in Tab B-9.
- B.** The Board retains the responsibility for managing its own affairs including:
  - i) selecting its Chair;
  - ii) annually reviewing the skills and experience represented on the Board in light of Tourism Whistler’s Business Plan, for the purpose of recommending the criteria for electing and appointing directors;
  - iii) nominating candidates for election to the Board based on clearly identified and communicated criteria;
  - iv) ensure that new directors receive a comprehensive orientation, and that all directors are provided with continuing education opportunities;
  - v) implementing an appropriate process for assessing the effectiveness of the Board, Board Chair, committees, and the contribution of individual directors;

**TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS**

- vi) assuming responsibility for Tourism Whistler's governance practices including developing a set of governance principles and guidelines that are specifically applicable to Tourism Whistler; and
  - vii) constituting committees of the Board.
- C.** Subject to the *Resort Municipality of Whistler Act*, By-laws of Tourism Whistler and the *Society Act* of BC, the Board may constitute, seek the advice of and delegate powers, duties and responsibilities to committees of the Board.

**III. DUTIES AND RESPONSIBILITIES**

**A. Management and Human Resources**

- i) The Board has the responsibility to:
  - a) appoint and replace the President;
  - b) monitor and evaluate the President's performance;
  - c) approve the President's compensation;
  - d) provide strategic advice and counsel to the President;
  - e) ensure that plans have been made for management succession and development;
  - f) oversee and provide strategic direction to Management; and
  - g) the extent feasible, satisfy itself as to the integrity of the President and other senior officers, and that the President and other senior officers create a culture of integrity throughout Tourism Whistler.

**B. Financial and Risk Issues**

The Board has the responsibility to:

- i) approve any new financings;

**TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS**

- ii) ensure that management identifies the principal risks of Tourism Whistler's business and to take all reasonable steps to ensure the implementation of appropriate systems to manage these risks;
- iii) take reasonable steps to ensure the implementation and integrity of Tourism Whistler's internal control and management information systems;
- iv) approve financial statements and approve release thereof by management;
- v) ensure appropriate insurance for directors and staff is in place;
- vi) approve the annual operating and capital budgets; and
- vii) propose the appointment of the External Auditor and the External Auditor's fees to the Members, considering the recommendation of the Audit and Finance Committee,

**C. Strategy Determination**

The Board has the responsibility to:

- i) adopt a strategic planning process;
- ii) review, with management, the mission of the business, its objectives and goals, and the strategy by which it proposes to reach those goals;
- iii) annually approve a strategic plan that includes, among other things, Tourism Whistler's opportunities and risks; and
- iv) review progress in respect to the achievement of the goals established in the Business Plan and annual operating and capital budgets.

**D. Policies and Procedures**

The Board has the responsibility to:

- i) approve and monitor compliance with all policies which govern Tourism Whistler's operations;

**TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS**

- ii) adopt a written code of business conduct and ethics applicable to directors, officers and employees including written standards that are reasonably designed to deter wrongdoing and address conflicts of interest, protection and proper use of assets and opportunities, confidentiality, fair dealing with suppliers and employees, compliance with laws, rules and regulations, and reporting of any illegal or unethical behaviour;
- iii) ensure there is a process to monitor compliance with the code of conduct and ethics Policy and grant any waivers to this code for the benefit of directors and officers; and
- iv) direct management to implement systems which are designed to ensure that Tourism Whistler operates at all times within applicable laws and regulations, and to ethical and moral standards.

**E. Compliance Reporting and Corporate Communications**

The Board has the responsibility to:

- i) ensure that Tourism Whistler has in place effective processes to communicate with and receive feedback from its Members, stakeholders and the general public;
- ii) assist Tourism Whistler in communicating its vision and mission to all stakeholders;
- iii) be responsive and open to listening to Tourism Whistler's Members and stakeholders and ensuring the vision and business plan best serve the interests of the Members and stakeholders;
- iv) ensure that the financial performance of Tourism Whistler is adequately reported to members, other security holders and regulators on a timely and regular basis;
- v) ensure that the financial results are reported fairly and in accordance with generally accepted accounting principles;
- vi) ensure the timely reporting of any other developments that have a significant and material impact on Tourism Whistler; and

**TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS**

- vii) report annually to members on the Board's stewardship for the preceding year (the Annual Report).

**IV. GENERAL LEGAL OBLIGATIONS OF THE BOARD OF DIRECTORS**

- A.** The Board is responsible for directing management to ensure that legal requirements have been met, and that documents and records have been properly prepared, approved and maintained.
- B.** British Columbia law identifies the following as legal requirements for the Board:
  - i) to manage or supervise the management of the affairs and business of Tourism Whistler;
  - ii) to act honestly and in good faith with a view to the best interests of Tourism Whistler; and
  - iii) to exercise the care, diligence and skill of a reasonably prudent person.
  - iv) In particular, it should be noted that the following matters must be considered by the Board as a whole:
    - a) to submit to the directors any question or matter requiring the approval of the directors;
    - b) to fill a vacancy among the directors or in the office of the auditor; and
    - c) to approve every financial statement or interim financial statement issued, published or circulated by Tourism Whistler.

## TERMS OF REFERENCE FOR A DIRECTOR

### I. THE DUTY, RESPONSIBILITIES AND RIGHTS OF A DIRECTOR FOR TOURISM WHISTLER (WRA)

These Terms of Reference the Board of Directors (Tab A-1) sets out the role and principal stewardship responsibilities of the Board.

The individual director has three fundamental obligations to perform.

#### A. Honesty and Good Faith

Common law requires a director to act honestly and in good faith with a view towards the best interests of Tourism Whistler. The key elements of the standard of behavior are:

- i) It is recognized that directors are either appointed by a constituent member or elected by a category of members for the purpose of ensuring that important constituent's views are expressed during board debate and discussion. Directors must clearly understand that the law (*Society Act*, section 25) is clear that although appointed or elected by a constituent group, **their primary duty is to act in the best interests of Tourism Whistler**. This means a director should not be acting in the best interests of some special interest group or constituency or in his/her own self-interest.
- ii) A director cannot take advantage personally of opportunities that come before him/her in the course of performing his/her corporate duties.
- iii) A director must disclose to the Chair or President in writing, any personal interests that he/she holds that may conflict with the interests of Tourism Whistler.
- iv) A director must respect the confidentiality requirements of the Conflict of Interest Guidelines.

**TERMS OF REFERENCE FOR A DIRECTOR**

**B. Skillful Management**

Both common law and Tourism Whistler expect that a director or officer will exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in similar circumstances. This means:

- i) The standard of behavior expected of a director will depend upon the particular qualities or characteristics that the director brings to Tourism Whistler relative to the particular matters at hand.
- ii) The director must be proactive in the performance of his or her duties by:
  - a) being vigilant to ensure that Tourism Whistler is being properly managed and is complying with laws affecting it;
  - b) have a good working knowledge of:
    - 1. the Mission of Tourism Whistler,
    - 2. the strategic planning process and current strategic objectives; and
    - 3. the industry and competitive environment in which Tourism Whistler operates.
  - c) have an understanding of the regulatory environment and the business, social and political environment which Tourism Whistler operates, including the relationship with Whistler/Blackcomb Mountain, the Resort Municipality of Whistler, with the accommodation and retail sectors, and with the Whistler Chamber of Commerce ; and
  - d) having the capacity to interpret financial statements and analysis and be knowledgeable about the adequacy of financial reserves and the commitment of Tourism Whistler's resources.

## TERMS OF REFERENCE FOR A DIRECTOR

### C. Disclosure of Interests

Tourism Whistler recognizes that from time to time there may be conflict of interests, given the nature of Whistler and Tourism Whistler. It is recognized in the By-laws that directors are not restricted from entering into contracts or arrangements that may benefit the director for any profit arising from such offices or arrangements. Notwithstanding, each director agrees to:

- i) A director who is, in any way, directly or indirectly interested in an existing or proposed contract or transaction with Tourism Whistler shall disclose the nature and extent of that interest in accordance with the provisions of the *Resort Act*.
- ii) A director who holds any office or possesses any property whereby, directly or indirectly, a duty or interest might be created in conflict with that director's duty or interest as a director, shall declare the fact, and the nature and extent of the conflict or potential conflict in accordance with the provisions of Tourism Whistler.

## II. STANDARDS OF BEHAVIOR ESTABLISHED BY THE BOARD

The Board has established the following standards of behavior for directors.

### A. General

As a member of the Board, each director will:

- i) Fulfill the legal requirements and obligations of a director, which includes a comprehensive understanding of the statutory and fiduciary roles;<sup>1</sup>
- ii) Consider the interests of the shareholders Tourism Whistler serves, always ensuring the best overall interests of Tourism Whistler are paramount;
- iii) Participate in the review and approval of corporate strategy, budgets and policies and in monitoring their implementation; and

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<sup>1</sup> Without being legally precise, a fiduciary duty is the duty to act for the benefit of another, like a trustee. Directors owe this duty to the Corporation, not to stakeholders.

**TERMS OF REFERENCE FOR A DIRECTOR**

- iv) Report to the Board Chair any suspected unethical behaviour on the part of another director.
- v) Contribute to the Board effectiveness through clear communications which requires each director to encourage free and open discussion of critical issues, and have the confidence and will to make tough decisions, including the strength to challenge the majority view.

**B. Board Activity**

As a member of the Board, each director will:

- i) maintain a strong and current knowledge of responsibilities as a Board member by carefully reviewing the contents of the Board Manual at least annually;
- ii) act with integrity;
- iii) use his or her ability, experience and influence constructively;
- iv) respect confidentiality;
- v) be available as a resource to management and the Board of Directors;
- vi) focus questions on policy and strategy rather than tactics and details;
- vii) develop trust and a good working relationship with other members of the Board;
- viii) advise the President or Chair in advance of introducing significant and previously unknown information at a Board meeting;
- ix) understand the difference between governing and managing Tourism Whistler and not encroach on management's area of responsibility;
- x) identify potential conflict areas – real or perceived – and ensure they are appropriately reviewed;

## **TERMS OF REFERENCE FOR A DIRECTOR**

- xi) communicate with the Chair and or the President between meetings to deal constructively with any issues regarding governance practices or policies; and
- xii) demonstrate a willingness and availability for individual consultation with the Chair or President.

### **C. Preparation and Attendance**

To enhance the effectiveness of Board and committee meetings, each director will:

- i) be proactive in communicating with the Board and/or committee chair(s) regarding items that the director feels should be on the meeting agendas;
- ii) attend meetings well prepared, having completed and understood the necessary background reading and having consulted other directors and/or management, if required, to evaluate and add value to agenda items presented;
- iii) demonstrate broader preparation than just the distributed material;
- iv) maintain an excellent Board and committee meeting attendance record;<sup>2</sup>
- v) demonstrate an openness to each director's opinions and the willingness to listen; and
- vi) participate fully and frankly in the deliberations of the Board and committees in a meaningful way.

### **D. Teamwork**

Recognizing that the cohesiveness of the Board and teamwork with management are important elements in Board effectiveness, each director will:

- i) work towards ensuring cohesion and team work among all directors;

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<sup>2</sup>The target is 100% attendance. Anything less than 80%, without extenuating circumstances, would create considerable concern for the Board.

**TERMS OF REFERENCE FOR A DIRECTOR**

- ii) work towards ensuring teamwork among directors, management, the President and Chair;
- iii) establish an effective, independent and respected presence and a collegial relationship with other directors; and
- iv) be a positive force with a demonstrated interest in the long-term success of Tourism Whistler.

**E. External Communications**

Each director is responsible for understanding and adhering to the guidelines regarding director external communications, which are outlined in the Board Operating Guidelines (Tab B-2) and the Confidential Information Policy (Tab B-8). When there is some doubt in a director's mind regarding his/her external communication role, the director must seek clarification from the Board Chair or President.

**F. Committee & Task Force Work**

In order to assist Board committees and task forces in being effective and productive, a director will:

- i) participate on committees and task forces when appointed and become knowledgeable about the purpose and goals of the committee; and
- ii) understand the process of committee work, and the role of the management and staff supporting the committee or task force.

## BOARD MEMBER SKILLS NOMINATION CRITERIA

<b>General Skills – All Board Members</b>			<b>Specialised Skills – Some Board Members</b>
<b>Critical Skills</b>	<b>Important Skills</b>	<b>Knowledge/ Training</b>	
Strategic Vision & Planning	Financial Literacy	Knowledge of Tourism Industry	Finance (CA)
Leadership	Understanding of Technology Trends	Knowledge of Whistler	Legal (Lawyer)
Commitment of Time & Expertise to TW	Board Governance	Trends/ Competitive Framework	Strategic Marketing
Effective Interpersonal & Team Building Skills		Knowledge of Whistler 2020 (orientation)	Technological Literacy
Must Act for the Benefit of TW			Independence (outside TW / outside tourism)
Ability to Work in a Group			
Open to Change			

## SKILLS AND EXPERIENCE TABLE FROM TAB B5

Skills/Experience		Target Number of Directors*
i) Industry Knowledge	<ul style="list-style-type: none"> <li>• Knowledge of tourism issues</li> </ul>	4-5
ii) Leadership	Experience in a leadership role: <ul style="list-style-type: none"> <li>• in business;</li> <li>• in related tourism organizations;</li> <li>• in government.</li> </ul>	4-5
iii) Finance	<ul style="list-style-type: none"> <li>• Financial expertise.</li> <li>• Accounting experience.</li> </ul>	2-3
iv) Government	Experience dealing with and contacts at: <ul style="list-style-type: none"> <li>• municipal government;</li> <li>• provincial government;</li> <li>• federal government.</li> </ul>	2-3
v) Marketing, Communications and Sales	<ul style="list-style-type: none"> <li>• Experience with developing and monitoring marketing, communications and sales plans</li> </ul>	2-4
vi) Legal	<ul style="list-style-type: none"> <li>• Experience with general legal matters.</li> </ul>	1-2
vii) Business Experience	<ul style="list-style-type: none"> <li>• Senior management experience in the tourism industry.</li> <li>• Profit and loss experience and accountability.</li> </ul>	2-3
viii) Board Experience	<ul style="list-style-type: none"> <li>• Previous and current board experience.</li> </ul>	6-7
ix) Diversity	<ul style="list-style-type: none"> <li>• All of the above should be reviewed with the objective of having an appropriately diverse Board.</li> </ul>	Strive for this

February 7, 2012

Dear Member,

Enclosed is an information package for the upcoming **2012 Annual General Meeting (AGM)** of the Whistler Resort Association, dba Tourism Whistler, to be held on Thursday, May 17, 2012 at 2p.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)

**NOTICE**  
**WHISTLER RESORT ASSOCIATION (DBA TOURISM WHISTLER)**  
**ANNUAL GENERAL MEETING – MAY 17<sup>TH</sup>, 2012**

To All Members;

The Board of Directors of the Whistler Resort Association (WRA) hereby gives notice that the Annual General Meeting (AGM) of the Members of the WRA will be held on May 17<sup>th</sup>, 2012 at 2 p.m. (with registration starting at 1:15 p.m.) in the Whistler Conference Centre, located at 4010 Whistler Way, Whistler, British Columbia for the following purposes:

1. To receive the Financial Statement and reports of the Auditor
2. To appoint the Auditor and authorize the Directors to fix the remuneration of the Auditor
3. To hear the results of the Election of Directors, and the result of voting on any Special Bylaw Resolutions
4. To transact such other business as may properly come before the meeting

Members in good standing who are not attending the AGM and wish to appoint someone to attend and vote on their behalf (with regards to the Election of Directors and/or in the event of any business arising at the meeting, including voting on Special Bylaw Resolutions) will need to submit a Proxy Form. Those eligible to vote in the Election of Directors or for Special Bylaw Resolutions may request a Proxy Form by calling 604-938-2742 or by downloading it from the Tourism Whistler Member website at [www.whistler.com/members/agm](http://www.whistler.com/members/agm).

Please note that if you vote online, you cannot appoint a Proxy to vote on your behalf with regards to the Election of Directors or Special Bylaw Resolutions; however you may appoint a Proxy to vote on your behalf in the event of any business arising at the meeting. The Proxies must be received in the Tourism Whistler offices no later than May 15<sup>th</sup>, 2012 at 2 p.m. (48 hours prior to the commencement of the meeting). You may appoint the President or the Chair to vote on your behalf by so indicating on the Proxy Form.

Members in good standing as of the close of business on March 29<sup>th</sup>, 2012 are eligible to vote. 'Good standing' includes all Members whose resort lot does not have a Certificate of Default registered against it for non-payment of Tourism Whistler fees.

**BY ORDER OF THE BOARD OF DIRECTORS**



Barrett Fisher  
President and CEO  
Tourism Whistler

## Whistler Resort Association, dba, Tourism Whistler Rules for the 2012 Advanced Polling (Online) Election of Directors

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As per the Whistler Resort Association Bylaws, section 7.5 (d), which states:

*notwithstanding these By-Laws, the Elected Directors may be elected by mail and the Directors may make those rules they consider necessary or advisable respecting only the conduct of the election of directors by mail, including but not limited to the form of the ballot, the time and place for the return of the ballot, the sending or return of the ballot on-line or by facsimile transmission or other method of transmitting legibly recorded messages and the appointment of an election auditor.*

(May 20, 2006 - #1(5))

the following election rules have been reviewed and approved by the Directors, and shall govern the advance voting for Directors in the 2012 election. In-person voting at the Annual General Meeting is governed as per Part 6 of the Bylaws.

1. For the purpose of the following, in all situations where a deadline date falls on a weekend or holiday, the date will be deemed to be the next business day.
2. The Directors shall establish the date for the close of nominations for the election of Directors (the "Election") at least 70 days prior to the Annual General Meeting ("AGM").
3. At least 100 days before the AGM, the Directors shall:
  - (a) appoint the Election Auditor
  - (b) mail or email to all Members of the Association:
    - (i) notice that elections of the Directors are to take place;
    - (ii) notice that the Member must be in good standing by 5:00pm on the day 49 days prior to the AGM to be entitled to vote for Directors;
    - (iii) notice that advanced polling will in the form of online voting;
    - (iv) a nomination information form
4. Election Auditor – The Election Auditor shall be a Member of an independent firm of chartered accountants or an independent firm in the business of polling or tabulation as the Directors may select.
5. Governance & Nominating Committee ("GNC") of the Tourism Whistler Board shall be charged with:
  - (a) receiving nominations;
  - (b) making nominations before the close of nominations;
  - (c) making nominations after the close of nominations only if a position has received no nominations as at the close of nominations. In such a case, the GNC may nominate a person already nominated for another position, provided that that person withdraws his/her nomination in respect of that other position and there remains more than one nominee for that other position;
  - (d) advising the Election Auditor of the names of all persons nominated 65 days prior to the AGM.
6. Nominations –
  - (a) Any two Members of the Association in good standing may nominate a person to stand for election to the Board of Directors by completing and signing the Nomination Form. The nominee may accept the nomination by signing the Nomination Form.
  - (b) The Nomination Form must be delivered to the Nomination Committee at the offices of the Association no later than 5:00pm on the date of the close of nominations.
  - (c) In making nominations, the GNC shall also complete the Nomination Form. In the event that the GNC consists of more than two Directors, only two of such Directors are required to sign the Nomination Form. A person may not accept a nomination for more than one position.
7. Nominees –
  - (a) 60 days prior to the AGM, a Nominee will be asked to submit to the GNC at the offices of the Association a photograph, along with standardized information as outlined in the nomination package, and a response to three questions as posed by the GNC. Responses to the questions will be limited to 100 words for each response. Candidate photographs and the responses to the questions will also be posted on a separate section of the Member website, dedicated to the Election.

- (b) If a Nominee does not submit responses to the questions or a photograph in the time allotted, then only the Nominee's name will appear in the Circular as set out in Rule 8.
  - (c) The GNC may review the information submitted by a Nominee and make amendments to ensure its accuracy.
8. Circular – The GNC shall prepare a Circular to include:
- (a) responses to questions posed by the GNC and photographs of the Nominees if provided by them;
  - (b) a statement setting out the responsibilities of the Directors.
9. Election Materials for Advanced Voting (“Election Materials”)– The GNC shall prepare Election Materials for Advance Voting as follows;
- (a) instructions for voting;
  - (b) the Circular
  - (c) a Special Resolution for any proposed Bylaw amendments
10. Voting –
- (a) Only those Members in good standing as of the close of business of the Association 49 days prior to the AGM shall be eligible to vote in the election of Directors. Good standing includes all Members whose resort lot does not have a certificate of default registered against its title for non-payment of assessment fees.
  - (b) The Association shall provide the Election Auditor with a list of Members in good standing 40 days before the AGM.
  - (c) At least 30 days prior to the AGM, the GNC shall forward the Election Materials to all Members who are eligible to vote
  - (d) The GNC shall issue a replacement set of Election Materials to a Member entitled to vote who informs the GNC by signed statement in writing that the original Election Materials have been misplaced, spoiled or not received by the Member and that if such materials are received they will be returned to the GNC unused.
  - (e) The accidental omission to mail Election Materials or the non-receipt of the Election Materials does not invalidate an election.
  - (f) A Member may not vote by e-mail or facsimile transmission.
  - (g) A Member shall complete the online voting process by no later than 5:00pm 5 business days prior to the AGM.
  - (h) A Member who does not choose to vote online may vote in-person or by proxy during the AGM, at a time which is in accordance with the meeting agenda.
11. Counting the vote –
- (a) The Election Auditor shall perform such audit and verification tests to the online voting data as the Election Auditor shall consider proper.
  - (b) The Election Auditor shall declare an election invalid if in his opinion, the audit and verification tests reveal irregularities of a sufficient magnitude to potentially have an effect on the outcome of the election.
  - (c) A Nominee shall be entitled to appoint a single scrutineer to attend the Election Auditor during the counting of ballots and any recount of the ballots. A Director shall not be a scrutineer. A Nominee shall advise the Election Auditor of the name of the scrutineer 15 days prior to the AGM.
  - (d) The results of the election shall be announced at the AGM of the Association by the Election Auditor or his representative including the total number of votes cast, either online or in person, in each category, and those in favour of each candidate. The results will also be posted on the Tourism Whistler Member website.
12. All voting materials, including ballots, both counted and not counted, from the in-person election, tallies, reports and other material related to the election may be destroyed by the Election Auditor sixty days after the AGM unless notice of an action to be commenced challenging the validity of the election has been received by the Election Auditor and the Association, in which case the ballots, tallies, reports, and other material shall be kept by the Election Auditor until the matter has been resolved.