

### **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](#).

- ◆ 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:
  - 6-8 Board meetings per year in Whistler from 8:30 to 12 p.m. Expect about 3 hours of preparation time for each meeting.
  - A two-day planning meeting to review the tourism landscape and develop strategy for the upcoming year, usually held in June, July, or September. Expect up to 8 hours of preparation time.
  - Participation on 1-2 committees, which hold quarterly meetings. Expect 1 hour preparation time.
- ◆ 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
  - 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.

## **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

<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