

Manitoba Chambers of Commerce

Corporate Governance Manual



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Manitoba Chambers of Commerce **Corporate Governance Policies**

The Manitoba Chamber was incorporated in 1930 under the Corporations Act of Manitoba. This incorporation was the direct result of 23 community chambers of commerce banding together and deciding to form and finance a provincial ‘umbrella’ organization.

Today the MCC represents over 69 member-chambers as well as corporate members and is the single largest business lobby in Manitoba with membership from many different sectors.

MISSION

To foster a dynamic economy and vibrant communities, making Manitoba the best place in which to live, work, invest and raise a family.

VISION

- Policy development that brings together businesses of all sizes, from all sectors, and communities across Manitoba;
- Non-partisan public debates of integrity, that criticize government where necessary, praise government where warranted, and disdain personal attacks and exaggeration;
- A Business community that demonstrates high ethical standards in all it does;
- Businesses dedicated to the vitality of their communities, the prosperity of their employees and the sustainability of the environment;
- A province that understands the nature and value of entrepreneurship and promotes the competitive enterprise system;
- A provincial government with sound, long-term economic strategies that are focused without ignoring opportunity, flexibility and diversity;
- Government policies and spending that are efficient and effective, delivering the programs that Manitobans need and helping the disadvantaged;
- A vigorous and integrated chamber of commerce movement throughout Manitoba and Canada; and
- A Manitoba that promotes the progress of all its citizens toward individual freedom, dignity and prosperity, and opposes any form of negative discrimination or needless control.

ROLE:

- Through active and effective leadership, ensure a vigorous and integrated chamber of commerce movement throughout Manitoba and Canada;
- Promote, through its member chambers, the progress and development of Manitoba's communities to make them better places in which to live and to work;
- Increase the efficiency and usefulness of individual chambers of commerce in Manitoba by encouraging innovation, mutual co-operation and the united pursuit of matters of common interest;
- Advocate a favorable legislative/regulatory balance by government and influence government policy in a positive, visible, consistent and representative manner;
- Incorporate information delivery, consultation services, and effective lobbying in a central administrative body;
- Develop and present informed views and opinions, on behalf of the chamber movement, to the provincial legislature, federal government, and other forums where appropriate; and
- Promote the agricultural, civic, commercial, industrial and other general interests of Manitoba and, where appropriate, of Canada.

THE MANITOBA CHAMBERS OF COMMERCE AS A NON-PROFIT CORPORATION

The Chamber is a Provincial non-profit corporation that was founded in 1930. It is, by definition and structure, a federation of the community chambers of commerce in Manitoba. Non-profit corporations like the Chamber have a number of characteristics in common with normal business enterprises. However, a few features are unique to non-profits.

The Chamber is a separate legal person, comprised of (a) voting and non-voting members (*the equivalent of shareholders in a commercial corporation*), (b) Directors elected by the members (*as in a commercial corporation*) and (c) officers who, with the exception of the Past Chair, are elected by the members (*whereas they would be appointed by the Directors in a commercial corporation*).

Like in a commercial corporation, there is a true distinction between the corporation itself, the persons who are Directors, and the persons who are members. The Board of Directors of the Chamber (the “**Board**” or the “**Board of Directors**”) as a collective (*rather than individual Directors*) has the power and obligation to oversee the affairs of the corporation. One of the most important distinctions between the Chamber and a commercial corporation relates to the matter of “*profit*”. The Chamber’s non-profit status does not mean that is not permitted to operate at a profit. What distinguishes the Chamber from its commercial

counterparts is that, if its operations produce profit, the individual members of the Chamber do not personally benefit, as would the shareholders of a private business. Profit, in a non-profit organization, accrues to the organization itself.

VOTING AND NON-VOTING MEMBERS OF THE CHAMBER

The Voting members of the Chamber are community chambers [Category 1] and corporate members [Category 2] in good standing from within the Province of Manitoba who meet once a year at an Annual Meeting or as required under procedures outlined in the MCC Bylaws. Only community chambers are permitted to vote on resolutions. Category 3 members do not have voting privileges.

MANDATE OF THE BOARD

The Board of Directors is the governing body of the Chamber between Annual or Special Meetings of the membership. It is mandated to provide governance over the business of the Chamber and to oversee its financial transactions (*standard fiduciary responsibility*), and is responsible for the interpretation and promotion of policies approved by the membership and for ensuring these are implemented. The Board has responsibility for governing: leadership and direction; conditions and constraints; oversight of performance; knowledge of stakeholder expectations, needs, concerns and interests; acting in the best interests of the organization; and ensuring the financial sustainability of the organization.

COMPOSITION OF THE BOARD

The composition of the Board is set out in the Chamber's by-laws. There are eight Officers, eight Chamber representatives, eight corporate representatives, two Past Chairs, and four Directors at large appointed by the Chair and a number of ex-officio representatives. All representatives are elected with the exception of the Past Chair.

DUTY OF KNOWLEDGE

A Director of any corporation, for-profit or non-profit, must have a basic knowledge of the organization. At a minimum, all Directors should make it their business to be aware of the requirements of the internal governance mechanisms by which the Board operates – in our case, the Chamber's by-laws and policies. Similarly, all Directors must understand what the organization does in practice and how it puts its policies into action.

The orientation of all new Board members is considered a fundamental prerequisite to full participation in the processes of the Board. The Chamber begins its orientation at the moment each Director is nominated, through the provision of background information. In addition, an orientation session is held annually. Directors must consider that the duties of their office include an obligation to review, at least annually, the mission, vision, and objectives of the Chamber to ensure that they remain consistent with the objects of the Chamber as set out in the by-laws. Because of the stable foundation that the by-laws provide for an association, alterations are not undertaken lightly or hastily but only after careful reflection on the available alternatives. The Chamber's by-laws govern its internal workings and, until altered in accordance with the provisions governing amendments, Directors must comply with their terms. This applies both to the substance of the particular provisions and the timing as

outlined therein. As soon as possible after their election new members of the Board will each be provided with orientation presentation from staff concerning the activities of the chamber and be directed to an online resource which contains the Directors handbook.

DUTY OF CARE

Directors of the Chamber have a duty to act in accordance with a minimum standard of care, and might incur personal liability where their conduct falls short of this criterion. In the case of non-profit corporations, such as the Chamber, this is a common law standard of care which is expressed as “*what may reasonably be expected from a person of such person’s knowledge and experience*”. Generally speaking, it is expected that Directors will (a) act honestly and in good faith in the best interests of the association; and (b) exercise the care, diligence and skill of a reasonably prudent person in exercising their powers and performing their duties as a Director.

In recent years, concern has arisen among current and potential Directors of certain non-profits (*in most instances, charitable organizations*) regarding their liability, since Directors of charitable organizations have been held to the same standard of care as trustees who manage charitable trusts. However, this situation does not apply in the case of the Chamber, and Directors who honestly meet basic standards of care and conduct will not be liable for simple errors of business judgment that might occur while the Directors performs their duties of office.

DUTY OF DILIGENCE

To discharge this duty, Directors must act in the best interests of the Chamber and must make it their job to be as fully informed as reasonably possible with respect to all aspects of its work. As such, Directors are accountable to the Chamber and must act prudently and reasonably in attempting to preserve its integrity and reputation.

On a practical level, the duty of diligence involves becoming thoroughly acquainted with the Chamber’s purpose and policies, what tasks are delegated and to whom, and a general awareness of the operations of the organization.

One of the most significant parts of this duty requires a Director generally to exercise the level of care of an ordinary person for the following purposes:

- a. to review the agenda and related material in advance of each meeting (In practice, the dates and venues are confirmed and advertised some 12 months in advance. The working documentation for each Board meeting is customarily forwarded to all Directors approx seven prior to the meeting);
- b. to attend meetings of the Board and committees to which he/she may be appointed (*At the beginning of each term, most Directors are assigned to a Committee of the Board, and are encouraged to accept additional responsibilities*);
- c. to be ready to discuss the business before the meeting in a prepared and knowledgeable way; and
- d. to vote – unless excluded by reason of conflict of interest or other prohibition – on matters that come before the meeting.

If attendance at a meeting is not possible, a Director should review the minutes of the meeting, including the financial statements and other documents in order to stay informed. This will be particularly important should it ever occur that an illegal or similar act is undertaken at a meeting. Directors could be liable unless they immediately register a dissent.

The Board is a 'working Board' that demands the active participation of all those who serve. Accordingly, as a matter of Board policy, the Corporate Secretary will keep attendance records and shall bring to the attention of the Chair of the Nominating & Governance Committee and/or the Chair of the Board, for their consideration, any Director, who barring exceptional circumstances, fails to attend three consecutive Board Meetings. Any Director missing three consecutive meeting will be deemed to have vacated his / her position on the Board.

DUTY TO GOVERN

In broad terms, the Directors of the Chamber have the duty to oversee the management of the affairs of the Chamber between Annual Meetings and to apply the by-laws. This duty could be said to apply to the appointment of management, the establishment of policies, and the provision of guidance. There is a distinction, clearly delineated, between the duties and obligations of the Directors and those of the staff. The Directors are responsible for establishing policies and goals, the management for implementing them, and the Directors for assessing management's implementation of them. Some of this work may be performed via committees of the Board and Directors are encouraged to participate and share their expertise both at the Board and committee levels.

In the Chamber, the Directors' relationship with the management and staff is maintained through the President and CEO.

Directors are also representatives of the membership. As such, they are not authorized to speak officially for the Chamber, except on those items upon which the association has formulated and approved a policy. They should defend the organization from unjust criticism, or bring to the attention of the Board such criticisms as are judged to be justified. If approached by the news media for a statement on behalf of the organization, they should refer to the Board Chair or the President and CEO for guidance. The Chamber is a non-partisan organization.

DUTY TO AVOID CONFLICTS OF INTEREST

Directors of non-profit corporations, such as the Chamber, are held to strict standards of honesty and loyalty and are required to avoid situations involving a conflict between their personal interest and those of the corporation. In particular, Directors are precluded from using corporate property for personal benefit and from appropriating a business opportunity properly belonging to the corporation. In addition, a Director is not allowed to directly or indirectly receive any benefit or payment from the Chamber, except for reimbursement of reasonable expenses in accordance with the Chamber's policies. The pecuniary interests of immediate family members or close personal or business associates of a Director are considered to also be the pecuniary interests of the Director. Fiduciary obligation can generally be discharged by complying with section 98 of the Canada Corporations Act, which

states that a Director must disclose his or her interest in a contract with the corporation at the first Board meeting at which the possibility of entering into the contract is considered and must subsequently, refrain from voting.

DUTY TO ACT WITHIN THE SCOPE OF AUTHORITY

It is vital that Directors of the Chamber understand both the scope of their own authority and that of the Chamber. Generally speaking, a combination of the objects, the by-laws, the policies and the resolutions of the membership and the Board outline the permitted activities of the association, as well as the authority of individual Directors.

Personal liability can attach to any Director who, by conscious action or by neglect, permits the Chamber to carry on activities that are *ultra vires* of the by-laws. Liability may also be incurred when a Director acts outside the scope of the authority granted to Board members in the by-laws or policies.

Avoidance of personal liability in these situations is simple and straightforward. The Director should oppose the action in question at the meeting at which the action is authorized by the Board (*or, if not present, at the first meeting attended thereafter*) and should demand that this opposition be recorded in the minutes at which the dissent is made.

LIABILITY

Directors and officers of non-profit organizations are generally subject to the same liabilities imposed on management of commercial corporations. Directors are responsible for ensuring the Chamber complies with applicable laws, its letters patent and its by-laws. As in commercial corporations, non-profit Directors and officers should ensure that they are familiar with the liabilities that can be imposed under employment, environmental and financial reporting law as well as under the withholding provisions of taxation law.

Various statutes oblige the Chamber, like for-profit organizations, to file annual returns and to collect and remit payroll deductions and taxes. In the Chamber, the Treasurer and Audit Committee exercise due diligence in this area on behalf of the Directors and submit regularly to the Board of Directors certificates of compliance related thereto.

In addition to encouraging its Directors to observe appropriate standards of care, the Chamber has taken steps to minimize the exposure of its Directors to legal liability. Director's liability insurance in the amount of \$3 million for the Board as a whole is maintained through the Chamber, which pays the premiums on the Directors' behalf.

EXPENSES

Because the Chamber is a non-profit organization, service on the Board is generally a 'pay-as-you-go' proposition. Directors are expected, wherever possible, to arrange business travel in conjunction with Chamber meetings and to pay their own travel and accommodation expenses. Group meal functions that are held during Board or committee meetings are covered by the Chamber budget.

To cover exceptional circumstances in which this may not be possible, the Board may establish rules covering the reimbursement of reasonable expenses incurred by Directors in attending meetings of the Board or Executive Committee (other than those held in conjunction with the Annual Meeting). This policy is reviewed on an annual basis in conjunction with the preparation of the Chamber's operating budget.

MCC STRATEGIC PLANNING

The MCC strategic plan is conducted on a three year cycle [new cycle started 2010]. The Board is provided at each Board meeting an update on the progress of strategic plan so they can monitor the progress of the strategic plan.

Each year a retreat is held where the staff report on the annual progress of the strategic plan. In the third year the concentration is on developing the subsequent three years plan. Intensive discussions are held at this retreat to set up the Goals & Strategies and discussion of potential avenues to pursue. The Strategic plan is then presented to the AGM which is usually held in April / May.

ANNUAL GENERAL MEETING

The AGM for the MCC is held in a number of locations around Manitoba. Due to the number of delegates and requirement for hotel rooms it is usually held at a resort or larger location which has the capacity. During the AGM Business meeting elections are held for vacant positions on the Board. All Category 1 and 2 members of the Chamber can vote. The AGM also includes discussions related to resolutions which have been submitted to be voted on by Chamber members.

BOARD MEMBERS RESPONSIBILITIES AND EXPECTATIONS.

The following are some roles, responsibilities and expectations for all board members which will maximize their contributions as Directors to Board effectiveness and support for the organization's sustainability:

- a. Participate actively in the business of the Board and make a positive contribution to providing visionary leadership and direction to the organization;
- b. Oversee the governance of the affairs of the organization;
- c. Act honestly, in good faith and in best interests of the organization;
- d. Stay informed on matters relevant to governing the organization;
- e. Do not speak as an individual on behalf of the Board unless authorized;
- f. Come to meetings having read prepared material;
- g. Make a concentrated effort to attend all Board meetings and to notify the chair of your inability to attend any Board meeting. If you find that you are likely to miss more than three meetings in a row and therefore unable to fulfill your obligations, you should seriously consider whether it is prudent for you to remain as a director. In case three meetings are missed without reasonable and acceptable notification the Board seat is deemed vacated;
- h. Attend the Chamber Annual meeting and retreat;

- i. Participate and support in as many of the events and activities as is possible;
- j. Participate, if possible, in committees or task groups;
- k. Seek and encourage non-members to become members of the chamber;
- l. Deal with all Provincial policy issues brought forward to the Board;
- m. Participate in the strategic planning of the MCC; and
- n. Meet regularly at least four times a year on dates determined by the Board.

ROLE AND RESPONSIBILITIES OF THE OFFICERS OF THE BOARD

CHAIR OF THE BOARD

Under the authority delegated by the membership through the by-laws, or through the resolutions and/or consent of the Board, the Chair of the Board shall:

- a. be the chief elected officer of the Chamber and prepare a work plan for the Board each year;
- b. be the spokesperson for the Board and attend events where possible;
- c. ensure that the mission and strategic plan are followed;
- d. call, preside at and chair meetings of the Chamber including those of the Board, the Executive Committee, Annual General Meetings, and Special Meetings of the membership;
- e. determine the agenda for all Board, Executive Committee, Annual General Meetings and Special Meetings in collaboration with the President and CEO;
- f. facilitate discussions at the Board level and take all reasonable steps to ensure the appropriate level of communication among Directors and between management of the Chamber, the Board and Board committees;
- g. take all reasonable steps to ensure that Directors receive Board material in a timely manner and that the content and quality of the material is appropriate;
- h. be the Chair of the Executive Committee to carry on the business of the Chamber between meetings of the Board;
- i. be a member of the Human Resources Committee;
- j. be allowed to attend, as a guest, all meetings of the Board's Committees and Task Forces;
- k. report to the membership on the actions of Officers and Directors over the past term at the Annual General Meeting;
- l. provide advice and counsel to the President and CEO;
- m. work with the President and CEO to see that policies and programs that will serve the Chamber's mission and goals are developed and presented to the Board;
- n. take and subscribe a solemn declaration before entering upon the duties of the Office;
- o. support the President and CEO as a liaison to affiliated organizations;

- p. act as a signing officer of the Chamber to certify all documents and make declarations required by law (with one other Officer, Director or staff designated by the Board);
- q. take all reasonable steps to promote the Chamber as the voice of Canadian business, to consolidate the Chamber as a solid network and to promote integrity and entrepreneurship values;
- r. monitor the ongoing performance of Officers and Directors and as necessary address performance issues with individual volunteers; and
- s. perform such other duties, functions, and responsibilities as assigned by the Board and/or approved by the membership.

VICE-CHAIR [1]

The Vice-Chair supports the Chair of the Board by working toward organizational goals, and begins to formulate plans for his or her term to ensure a smooth transition. Further, with the consent of the Board, the Vice-Chair shall:

- a. assume the responsibilities of the Chair of the Board in his or her absence;
- b. be a member of the Executive, the Human Resources or the Finance committee or policy committee or other committees as required;
- c. attend meetings of the Board of Directors and its Committees, the Annual General Meetings, and Special Meetings of the membership;
- d. act as a signing officer of the Chamber to certify all documents and make declarations required by law (with one other Officer, Director or staff designated by the Board);
- e. accept responsibilities as delegated by the Chair of the Board; and
- f. oversee projects and assumes other responsibilities as assigned.

VICE-CHAIR [2]

With the consent of the Board of Directors, the Vice Chair shall:

- a. assist the Chair of the Board and other Vice Chairs with their duties;
- b. assume the responsibilities of the Chair of the Board when the Chair, is absent;
- c. be a member of the Executive, or other committees;
- d. attend meetings of the Board of Directors and its Committees, the Annual General Meetings, and Special Meetings of the membership;
- e. act as a signing officer of the Chamber to certify all documents and make declarations required by law (with one other Officer, Director or staff designated by the Board); and
- f. oversee projects and assumes other responsibilities as assigned.

VICE-CHAIR [3]

With the consent of the Board of Directors, the Vice Chair shall:

- a. assist the Chair of the Board with his duties;
- b. assume the responsibilities of the Chair of the Board when the Chair is absent;
- c. be a member of the Executive, and other Committees as required;
- d. attend meetings of the Board of Directors and its Committees, the Annual General Meetings, and Special Meetings of the membership;
- e. act as a signing officer of the Chamber to certify all documents and make declarations required by law (with one other Officer, Director or staff designated by the Board); and
- f. oversee projects and assumes other responsibilities as assigned.

TREASURER

The Treasurer, in collaboration with the President and CEO, shall inform the Board of the financial performance of the Chamber. The Treasurer shall further anticipate the association's future financial needs to carry out the strategic plan. With the consent of the Board, the Treasurer shall:

- a. oversee the finances of the Chamber;
- b. be a member of the Executive, the Audit, the Finance and the Human Resources committees;
- c. attend meetings of the Board of Directors, Executive committee and other Committees as required, the Annual General Meetings, and Special Meetings of the membership;
- d. in collaboration with the President and CEO, assist in the development of a budget for presentation to the Board for approval;
- e. inform Directors of the Chamber's financial status at Board and Executive committee meetings;
- f. present the membership with the financial statements and the report of auditors at the Annual General Meeting;
- g. assist in the development of financial policies and procedures in collaboration with the President and CEO;
- h. help the Chamber ensure that adequate resources are available to fund programs;
- i. act as a signing officer of the Chamber to certify all documents and make declarations required by law (with one other Officer, Director or staff designated by the Board);
- j. with the Audit Committee, recommends the appointment of auditors at the Annual General Meeting, establish the scope of the audit and audit fee;
- k. regularly submits to the Board certificates of compliance related to annual returns, payroll deductions and taxes; and
- l. oversee projects and assumes other responsibilities as assigned.

CORPORATE SECRETARY

The Corporate Secretary attends to the giving and service of all notices of the Chamber and shall keep or have kept the minutes of all meetings of the members, the Board and the Committees of the Board. With the consent of the Board, the Corporate Secretary shall:

- a. provide a communication and information link between the Board, management and the members, with particular emphasis on facilitating the flow of information;
- b. receive information from management and take all reasonable steps to ensure that it is formulated so as to facilitate effective Board and committee evaluation, discussion and decision-making;
- c. advise management of Board and committee comments and decisions;
- d. assist the Chair of the Board and the Nominating & Governance Committee in providing director orientation and continuing education programs; and
- e. keep or have kept, minutes of the proceedings of the Chamber, has the care and custody of its records, and attends to the publication of its reports.

IMMEDIATE PAST CHAIR OF THE BOARD

The Immediate Past Chair of the Board is responsible for promoting the continuity and development of leadership in the Chamber. With the consent of the Board, the Immediate Past Chair of the Board shall:

- a. be a member of the Executive and the Nominating Committee;
- b. attend meetings of the Board of Directors and its Committees, the Annual General Meetings, and Special Meetings of the membership;
- c. monitor the ongoing performance of Officers and Directors and as necessary address performance issues with individual volunteers;
- d. identify committed and competent leaders for appointment and/or election to office in the Chamber; and
- e. oversee the nomination processes, including ensuring the distribution of the slate of nominees to the membership and provincial chambers at least 21 days prior to the Annual General Meeting, and announce the results of the nomination and election procedures at the Annual General Meeting;

PRESIDENT AND CEO

The President and CEO is responsible for the day-to-day management of the Chamber. With the consent of the Board of Directors, the President and CEO shall:

- a. *With respect to strategic direction:*
 - i. formulate and recommend to the Board a long-term strategy;
 - ii. meet with the Board to discuss the implementation of the strategic plan;
 - iii. ensure the implementation of the corporate strategy and policies, and communicate them to the Chamber's members and external stakeholders;
 - iv. formulate and recommend to the Board an annual business plan and budget in keeping with the corporate strategy, and, where approved by the Board, ensure

the implementation of the business plan within the parameters of the Chamber's budget.

b. *With respect to the Chamber's operations:*

- i. oversee the finances of the Chamber;
- ii. be in charge of the administration and management of the Chamber and report to the Board of Directors;
- iii. exercise authority over the affairs and personnel of the Chamber's offices and publications, subject to the direction of the Board of Directors;
- iv. formulate and update a succession plan;
- v. oversee the hiring, compensation and evaluation of competent human resources, subject to the Board's approval;
- vi. maintain a positive atmosphere and business ethic that allow the Chamber to attract retain and motivate employees at every level;
- vii. report to the Board on policy matters at least twice a year;
- viii. develop an annual communication plan to be submitted to the Board for its approval;
- ix. coordinate the networking activities of the Chamber and assist the Chamber Network Committee in discharging its networking responsibilities.

c. *With respect to corporate governance:*

- i. maintain effective lines of communication with the Board and all the Directors;
- ii. take reasonable measures to ensure an open and positive climate between the Chamber and the public;
- iii. serve as the Chamber's principal spokesperson in both official languages with the media and, with the Chair of the Board, before Chamber and non-Chamber audiences alike.

PAST CHAIRS

Two past chairs are elected at each annual meeting representing the past knowledge of the Board and history of the chamber. One past chair sits on the Executive Committee appointed by the Board. Their responsibilities are;

- a. Provide advice concerning the strategic direction and acts of the chamber;
- b. Provide input to the Board on specific and current issues facing the chamber;
- c. Participate as a director of the Board; and
- d. Provide advice to the President & CEO on current issues.

BOARD COMMITTEES – STRUCTURE AND ROLES

The Board from time to time establishes committees to assist it in carrying out its responsibilities.

The Board approves a charter for each committee. The charter sets out the composition, responsibilities and administration of the committee, as well as other matters that the Board may consider appropriate. In addition each year the Board will set out a work plan for the activities and responsibilities of the Board.

Role of committees

The role of the committees is to assist and support the Board with specific aspects of its responsibilities. Committees permit deeper examination and analysis of issues. Committee members may bring an additional level of expertise to the issues at hand. It is not the role of committees to supplant the work of the Board or to make decisions on the Board's behalf. .

Committees do not act or speak for the Board unless given specific authority to do so, and caution must be taken in order not to overlap or contradict the Chamber Board.

Types of committees

The two main types of committees are:

- a. Standing Committees which support the work of the Board by fulfilling specific governance tasks on an ongoing basis; and
- b. to Ad hoc committees or task forces to which the Board may delegate specific responsibilities from time to time to deal with specific issues or projects.

Committee Membership, & Chairmanship

The Board will approve the membership and chairmanship of its committees.

Each committee will:

- a. ensure adherence to committee member protocols;
- b. maintain an up-to-date list of its members;
- c. have an up-to-date charter;
- d. conduct its affairs in accordance with a work plan which is aligned to the overall Chamber strategic plan; and
- e. prepare minutes of its meetings.

Committee chairs will report to the Board of Directors on a regular basis.

The Board Chair or Vice-Chair comprise an automatic support system for any committee and may attend Committee meetings.

Committee Relationship to Staff

The Board and staff work cooperatively to carry out the objectives of the Chamber. The Board relies upon the ability, training and expertise of staff to plan for and provide services within the Chamber's mandate.

The Board will determine from time to time the level of staff support available to Committees, with the understanding that a minimum level of support and administration is important to provide continuity and smooth functioning. This understanding will be communicated to the CEO for implementation.

Committees do not have the authority to direct either the CEO or the staff in any way unless authorized to do so by the Board.

Standing Committees

The standing committees of the Board are:

- a. Audit;
- b. Human Resource Review;
- c. Nominating;
- d. Policy; and
- a. Executive

Mandates of the standing committees;

Audit Committee - It is the responsibility of the audit committee, consisting of the Treasurer as Chair, the President and three other Directors who shall be appointed by the Chair at the first meeting of the Board held following each Annual General Meeting, to:

- a. Oversee all material aspects of financial reporting;
- b. Examine the internal controls of the Chamber;
- c. See that the financial statements are audited each and reported to the AGM;
- d. Advise the Executive Committee in writing if it appears reasonably likely that the MCC will be unable to meet statutory financial obligations;
- e. Work closely with the President's working group on finance; and
- f. Once every three years, to arrange for an audit of the performance and organization of the Board to determine its effectiveness and efficiency.

Human Resource Committee - It is the responsibility of the Human Resource Committee, consisting of the Chair, a vice-chair, treasurer and legal council, who are appointed by the Executive Committee in December of each year to:

- a. Conduct an evaluation of the President;
- b. Review the compensation of the President for the upcoming year;
- c. Investigate any allegations of misconduct by the President; and
- d. Report their findings and recommendations to the Executive at the first meeting of the Executive in each New Year.

Policy Committee - It is the responsibility of the Policy Committee, consisting of the President or designate, a minimum of three or more Directors and at least two additional persons, to meet though out the year to:

- a. Provide advice to the President related to emerging issues;
- b. Bring forward to the President and/or Board issues that the committee considers important; and
- c. Examine all submitted resolutions to ensure compliance and submit to the Secretary twenty-eight days prior to AGM for distribution to members.

The Chair of the Policy who is elected by members of the Policy Committee at its first meeting shall chair [or designate] the resolution process at the AGM.

Nominating Committee - It is the responsibility of the Nominating Committee comprised of Immediate Past Chair [Chair], the President, any officer and three additional directors to:

- a. To prepare a slate of candidates to fill the positions of officers;
- b. To prepare a slate of candidates outlined in 3.7 of the bylaws;
- c. Communicate these names to the members twenty-one days prior to AGM; and
- d. Ensure that the candidates that the nominations committee selects represents to their best of their ability.

The committee shall make every effort to ensure both rural and urban representation [including consideration from the two largest chambers –Winnipeg & Brandon as well as varied ethnic and gender representation.

Executive Committee - The Executive Committee consisting of the Officers, two directors and one past chair shall have the responsibility of:

- a. Carrying out the duties of the Board between meetings;
- b. Shall engage or employ the President; and
- c. Shall determine the responsibilities and terms of engagement or employment of the President.

The Executive Committee shall meet each month on those months that there is no Board meeting.

Minutes and Financial Report

Copies of past minutes and financial reports are maintained both in a binder at the Chamber office and are available for view by any members. These reports can be provided by a Director on request to the President. New Board members will be provided prior to orientation copies of the past years financials and minutes.

PRESIDENT'S WORKING GROUPS

The President may engage volunteer members of the Chamber or specific individuals to assist in providing valuable input in the operational activities of the Chamber.

These working groups may take any form that the President deems necessary to accomplish the goals and strategies of the chamber. The working groups may be established or dissolved by the President. When participating in such working groups, Directors do so as volunteers and not in their capacity as a Board Member.

Finance Working Group

This group will provide advice concerning the financial wellbeing of the chamber. It will meet once a month with the President or designate to consider the current financial information and discuss those issues that may improve the accounting process. The working group will examine each of the major areas of the Chamber operations to provide advice as to potential improvements. The working group will provide to the Chair of the Audit Committee the latest information available on the finances of the chamber. The working group will work in cooperation with the Audit committee to prepare a yearly budget for subsequent submission in December to the Executive / Board.

Expert Working Group on Agriculture

This group will consist of not more than ten invited persons who will have responsibility to provide the present with information concerning the up and coming issues that may impact the chamber or the agricultural community in the future.

The group will meet once a month, usually from 7.30am -9am on a weekday morning to discuss how the chamber should approach the issues that are discussed. There will be a staff person assigned to the working group.

Expert Working group on Finance / Investment

This group will consist of not more than ten invited persons who will have responsibility to provide the present with information concerning the up and coming issues that may impact the chamber or the Finance / Investment community in the future.

The group will meet once a month, usually from 7.30am -9am on a weekday morning to discuss how the chamber should approach the issues that are discussed. There will be a staff person assigned to the group.

AGM Working Group

This working group will be formed from volunteers from the Board. The group will assist in determining the topic and process for each up and coming AGM. The group will meet regularly commencing in November and complete their work at the conclusion of the AGM.

Manitoba Business Awards

The MBA are usually scheduled during October each year. The working group would commence activities early in November with an objective of issuing a call for nominations in February. The group would work with the Chamber events coordinator and selection committee to see that this event is a success.

Regional Representatives

The Regional Representatives are selected from the nine chamber regions and will be responsible for;

- a. Organizing one Regional Meetings in their respective districts each year;
- b. They shall also assist with communications to and from Category 1 members in their regions;
- c. Meet and personally connect with chambers in their regions a minimum of twice a year;
- d. Meet with the President either in person or via other communications; and
- e. Attend a general meeting of Representatives once a year.

While Regional Representatives usually work with the President they are welcome at Board meetings as ex officio representatives.

Executive Limitations

1. The CEO shall not cause or allow any practice, activity, decision, or organizational circumstances that is unlawful, imprudent, or in violation of commonly accepted business practices and professional ethics.
2. Budgeting for any fiscal year shall not risk fiscal jeopardy, nor fail to show a generally accepted level of foresight.
3. The CEO shall not change his/her own compensation without prior Executive approval.
4. The CEO shall not cash flow to be insufficient to settle payroll and debts in a timely manner.
5. The CEO shall not allow tax payments or other government ordered payments or filings to be overdue.
6. The CEO shall not allow assets to be unprotected, inadequately maintained or unnecessarily risked.
7. The CEO shall not;
 - a. Fail to designate appropriate administrative signing authority
 - b. Fail to have two signatures on cheque payments
 - c. Commit the Chamber to any agreement over \$10,000 expenditure without Executive authority.
8. With respect to the treatment of paid and volunteer staff, the CEO may not cause or allow conditions that are inhumane, unfair, unsafe, undignified or in way violate human rights.
9. The CEO shall not endanger the organization's public image.