



GOVERNANCE POLICY MANUAL

February 2023



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Values of Destination Osoyoos

In the pursuit of the Society's Vision and Mission, Destination Osoyoos will conduct itself within the following values: *(Our FORSIIS)*

- Fairness
- Openness
- Respect
- Sustainability
- Integrity
- Inclusiveness
- Service

Vision of Destination Osoyoos

Osoyoos will be known as Canada's most desirable year-round destination through our marketing and promotional activities.

Mission of Destination Osoyoos

Destination Osoyoos is a marketing organization mandated to increase visitation and encourage guests to stay longer and experience more.

Complementary Board Governance Policy

The Destination Osoyoos Board uses the Complementary Board Governance Model to ensure Destination Osoyoos sets strategic direction to achieve the Society's Mission within legal and ethical boundaries and the Board's policies.

Model Functions:

- Planning and Policy setting
- Implementation process
- Monitoring

Principals:

- The Board is accountable for governance and management of the Society
- The Executive Director is accountable to the board for the management of the Society
- The Chair is elected by the Board
- The Board members are accountable for all Non-Administrative Policies
- The Executive Director is accountable for all Administration and Daily Operations
- The Board creates their own Directors Code of Conduct
- The Board creates a separate Code of Conduct for the Executive Director position
- There are three committee types:
 - Policy via the Board
 - Statutory via the Policies
 - Working via the Executive Director
- There are four monitoring Options:
 - Executive Director Reports
 - External Reports
 - Statutory Committee Reports
- The Executive Committee completes an annual appraisal/evaluation of the Executive Director (See Appendix)
- The Governance Committee facilitates the Board self evaluation process and reports to the Board with the compiled findings
- There are Board Training Handbooks or Manuals created and updated

Operational Features:

- The Board will establish the Non-Administrative policies
- The Executive Director will implement them
- Both parties will monitor their progress
- The Board will create and identify the strategic plans of the society
- The Board will approve the budget annually
- The Executive Committee terms of reference are spelled out and limited
- The Board meetings will be less full, shorter in length and fewer in number
- The Committees do the background work and report to the Board via their Chairs
- The Executive Director will create Administrative policies and processes and procedures for Executive approval

Guiding Principles of Destination Osoyoos

In the pursuit of our Vision and Mission, the Society and its Officers will conduct themselves in keeping with these guiding principles:

- a. Adhering to our Values
- b. Focusing on our Vision
- c. Pursue our Vision and Mission in a manner that respects the area's natural and cultural heritage
- d. The Society's activities will be efficient and leveraged in order to secure maximum return on resources invested
- e. Our actions will seek to be consumer/market research focused
- f. We will be responsive to visitor expectations
- g. Our planning, development, management, and marketing will be based upon a collaborative partnership and synergistic relationships with:
 - a. Our Partners
 - b. Our community
 - c. Our region
 - d. Other organizations with similar mandates
- h. Our internal and external processes will be open and transparent
- i. The Board will operate in a manner that is fair and inclusive
- j. Our Board speaks with one voice through the Chair or the Executive Director
- k. The Board will be supportive of and accountable to our partners, measuring the results of our investments, communicating regularly and adjusting with agility to changing market conditions
- l. There will be clear definitions of the Board Members and the Executive Director roles

Board Composition

The Board of Directors of Destination Osoyoos is comprised of up to eleven (11) Voting Members and one (1) Non-Voting Member.

The Board of Directors of Destination Osoyoos is comprised of:

- Three (3) who are elected from the voting partner group. *(refer to Bylaw article 3)*
- The Destination Osoyoos Board of Directors may appoint up to two (2) Directors from industry sectors such as:
 - Indigenous Tourism
 - Festivals and Events
 - Golf
 - Wineries
 - Culinary
 - Attractions

The remaining Directors will be appointed to the Board according to the following:

- The Town of Osoyoos may appoint one (1) Director
- The Osoyoos Indian Band may appoint one (1) Director
- The Regional District Okanagan-Similkameen Rural Area “A” may appoint one (1) Director
- Osoyoos Indian Band Fee for Service Agreement may appoint one (1) Director
- The Osoyoos Hotel/Motel Association may appoint up to three (3) Director as per MRDT regulations.

To summarize, the following are Voting/Non-Voting Members:

Elected by Partners (Voting)

- 1.
- 2.
- 3.

Destination Osoyoos Board of Directors (Voting)

- 4.
- 5.

Town of Osoyoos (Non-Voting)

- 6.

Osoyoos Indian Band (Voting)

- 7.

Regional District of the Okanagan-Similkameen Rural Area “A” (Voting)

- 8.

Osoyoos Indian Band Fee for Service Agreement (Voting)

- 9.

Osoyoos Hotel/Motel Association (voting)

- 10.
- 11.
- 12.

There may also be Advisors and Ex-Officios who provide advice and expertise and are non-voting participants

Other Advisors may be appointed as required/requested by the Board as a Whole

Terms of Directors

- Elected Partner Directors will serve terms of two (2) years
- The Town of Osoyoos Director will serve terms of two (2) years
- The Osoyoos Indian Band Director will serve terms of two (2) years
- The Regional District of the Okanagan-Similkameen Directors will serve terms of two (2) years
- Spirit Ridge Owner Association Directors will serve terms of two (2) years
- The Osoyoos Hotel/Motel Association Directors will serve terms of two (2) years
- Advisors appointed by the Board of Directors will serve terms of two (2) years

Directors and Advisors should be appointed in a staggering timeline to allow for continuity of process and tacit knowledge.

There should be no more than three (3) newly elected Voting Board Members in a year. There should be no more than five (5) newly appointed Voting Board Members in a year. There should be no more than two (2) newly appointed Non-Voting Advisors in a year.

The staggering term assignments will begin in 2018

Position	term	year			
		1 st	2 nd	3 rd	4 th
Seats to be replaced at the AGM					
		2022	2023	2024	2025

Voting Members

1. Elected Partner Director	2 years	✓	-	✓	-
2. Elected Partner Director	2 years	✓	-	✓	-
3. Elected Partner Director	2 years	✓	-	✓	-
4. Osoyoos Indian Band Director	2 years	-	✓	-	✓
5. The R.D.O.S Director	2 years	-	✓	-	✓
6. Osoyoos Indian Band FFS	2 years	-	-	✓	-
7. The Osoyoos Hotel/Motel Assoc.	2 years	-	✓	-	✓
8. The Osoyoos Hotel/Motel Assoc.	2 years	✓	-	✓	-
9. The Osoyoos Hotel/Motel Assoc.	2 years	✓	-	✓	-
10. Board appointed Advisors	2 years	✓	-	✓	-
11. Board appointed Advisors	2 years	✓	-	✓	-

(Revised September 2022)

Non-Voting Members

12. The Town of Osoyoos Director	2 years	-	✓	-	✓
13. Advisors	2 years	✓	-	✓	-
14. Ex-Officios					

If a Director or Advisor resigns, retires, dies or is incarcerated during their term, the Destination Osoyoos Board of Directors may appoint an interim person as a replacement until the following AGM.

Capacity training for Directors and Advisors will be considered during the strategic planning and budget planning activities for the upcoming fiscal years.

Committee Structure

The Board shall operate with the support of Committees to ensure compliance and completion of strategic plans and operations

The Committees will be:

Policy via the Board

- Executive Committee
- Governance Committee

Statutory via the Policies

- Finance Committee

Working via the Executive Director

- Ad Hoc (as per Strategic Planning and Special Events)



The composition of the Committee will be defined in the documented Committee Terms of Reference.

Committee Reporting

The Committees will report to the Board via monthly written submissions (or as required). These reports will include:

- Statutory Committee Reports
- Ad Hoc Committee Reports
- Executive Director Reports
- External Reports

Role of Committee Chairs

Committee Chairs run Committee meetings and ensures that members have the information necessary to fulfill the mandate of the Committee.

Committee Chairs establish the agenda and ensures that minutes are recorded and distributed.

Committee Chairs report to the full Board the Committee's findings and recommendations.

Role of Committees

Board Committees have an advisory function to the Board.

A Committee's function is to bring the experience, expertise and the judgment of a group of interested and informed persons to bear on specific area of the Society's responsibility. Its' job is to assist the Board by considering matters referred to it in great depth that would not be possible by the whole Board.

Committees isolate the key issues requiring Board consideration, propose alternative actions, present the implications, and make recommendations to the Board for decision.

The Board will not review the matter in the same detail as the Committee but must be satisfied that all pertinent information was considered or refer the issue back to the Committee for further study.

The Board will consider the recommendations of the Committee and adopt or amend these recommendations or make such other disposition as it deems advisable.

They do not speak or act for the Board unless such authority is formally delegated, is time limited, and is for specific purposes.

The composition of the Policy and Statutory Committees shall reflect the necessary expertise to achieve the Committee's objectives and be made up of only Staff Members and Board Members as approved by Committee Chair and with Board approval.

A Member of the Board may chair any Committee.

Executive Committee (Policy Committee)

The Executive Committee acts on behalf of the Board of Directors when the board is not in session.

To ensure the Executive Directors' competency and compliance to all directives of the Board there will be an Executive Committee.

The composition of the Executive Committee shall reflect the necessary expertise to achieve the Committee's objectives and be made up of only Staff Members and Board Members as approved by Committee Chair and with Board approval.

Committee Members

1. The Chair
2. Past-Chair
3. Vice-Chair
4. Secretary/Treasurer
5. The Executive Director, who is an ex-officio member of the Executive Committee.

This committee will allow for arm's length operations of daily activities and operations whilst removing any potential conflict of interest or interference by partners or supporters of the society.

The Executive Committee shall:

- a. Provide day to day direction and feedback as required to the Executive Director regarding policy priorities and approved work plan items. Support and advice for the daily operations and human resources management and execution of agreements will be sought and provided through this Committee in a neutral and collaborative manner.
- b. Approve the draft work plan for presentation to the Board of Directors
- c. Oversee the work of the Society's Committees
- d. Complete the the ED annual contract/compensation review ensuring alignment with relevant committees

Length of Term

The Chair, Vice-Chair, Past-Chair & Secretary/Treasurer terms coincides with their terms in office.

Frequency of Meetings

The committee will meet at the call of the Chair by teleconference, or in person as budget and agenda allow.

Reporting Responsibility

The Executive Committee reports to the Board of Directors at the Board meeting as necessary.

Additional information or updates may be communicated to the Board of Directors by e-mail, mail or fax when appropriate.

Governance Committee (Policy Committee)

The Governance Committee is chaired by the Board Vice-Chair.

The Governance Committee shall:

- a. Regularly review Governance Policies and practices and recommend changes to the Board as required
- b. Develop and recommend to the Board the skills, experience, and diversity criteria for Directors necessary to ensure balanced community representation and effective governance
- c. Identify, interview, and check references on prospective candidates for vacant positions on the Board of Directors
- d. Seventy-five days prior to the Annual General Meeting, present to the Board for approval an annual slate of Board nominations as outlined in Article 8 of the Society's bylaws
- e. Ensure that Board Members receive proper orientation to their responsibilities
- f. Enforce Board Member attendance and compliance with the Board Member Code of Conduct and take action when necessary

The composition of the Governance Committee shall reflect the necessary expertise to achieve the Committee's objectives and be made up of only Staff Members and one or more voting Board Members as approved by Committee Chair and with Board approval.

Finance Committee (Statutory Committee)

The Finance Committee is chaired by the Secretary-Treasurer and its membership includes the Society's bookkeeper and the Executive Director and one or more other Voting Board Members.

Along with the Executive Director, the Board Chair, the Vice-Chair, and the Chair of the Finance Committee will be appointed as signing authority for the Society as approved by resolution of the Board.

The Finance Committee shall:

- a. Monitor the financial activities of the Society
- b. Review and approve any changes to all employees' or contractors' terms of compensation
- c. Ensure that complete and accurate records are kept of all of the Society's financial matters in accordance with general accepted accounting practices and provisions of the BC Society Act
- d. Provide the Board, at all regularly scheduled board meetings, a report of the financial position of the Society including an analysis of material variances to budget
- e. Recommend a competent auditor/accountant to be appointed annually
- f. Collaborate with the auditor/accountant and Executive Director in review and presentation of annual audited financial statements
- g. Review the appropriateness of internal control processes and recommend delegation of authority/spending guidelines for approval by the Board

The composition of the Finance Committee shall reflect the necessary expertise to achieve the Committee's objectives and be made up of only Staff Members and Board Members as approved by Committee Chair and with Board approval.

Role of the Members of the Board of Directors

Each Board Member will support the Society and its efforts both individually and as a whole by:

- a. Developing and Supporting the Society's Values, Vision and Mission
- b. Ensuring that communication and consultation with partners is effective and appropriate
- c. Assisting in building relationships with regional partner groups, provincial ministries, and provincial agencies for the good of a sustainable community
- d. to encourage proactive community involvement
- e. Creating and Approving the Society's Strategic Plan
- f. Monitoring operational and financial results against key performance indicators identified in the Strategic Plan
- g. Approving Committee recommendations where appropriate
- h. Creating and approving the annual operating and capital budgets
- i. Approving monthly and annual financial statements
- j. Approving appointment of external auditors and auditors' fees
- k. Providing perspective and market intelligence on the strategic issues facing the Society
- l. Ensure the Executive Director identifies and manages the principal risks facing the Society

Role of the Chair

The Chair provides leadership in maintaining unity of purpose with Destination Soyoos' governance structure and provides a holistic and comprehensive view in overseeing the affairs of the Society.

The Chair does not represent a particular industry, tourism sector or personal position but rather adopts an inclusive perspective on issues or policies under consideration. The Chair also takes particular concern for the unity of the Board, attentive to its processes and its functioning as a leadership team in which all Directors are actively engaged.

The Chair is elected by the Board of Directors at the first meeting on a newly elected/appointed Board membership after the Annual General Meeting. The term limit for the Board Chair is two (2) years.

Duties and Responsibilities

- a. The Chair is responsible for ensuring that meetings of the Board are designed and conducted in a manner that facilitates the kind of comprehensive dialogue and effective decision-making that is required to fulfil the Board's duties and responsibility and the achievement of current Destination Soyoos Values, Vision and Mission
- b. The Chair presides as the "manager" of the Board's activities, ensuring that the Board follows its own rules and those legitimately imposed upon it by statute or regulation
- c. Since most of the work of the Board will be done during regularly scheduled Board meetings, the Chair is responsible for ensuring that the work is conducted efficiently and effectively
- d. The Chair has no authority to make decisions outside the Governance Policies or the parameters of policies created by resolution of the Board
- e. The Chair will set the agendas for meetings of the Board with assistance from the Executive Director and input from the Members of the Board
- f. The Chair will plan the content and timing of Board meetings in conjunction with the Executive Director and will chair meetings of the Board
- g. The Chair will ensure that the Board is properly informed about the operations of the Society and has the information and opportunity necessary to come to decisions on matters within its purview
- h. The Chair will be the Board's primary liaison with the Executive Director, who is responsible for the execution of Board policy and directives, and for determining the means, organizational structure, and management processes necessary to achieve the Society's objectives
- i. The Chair will ensure that the points of view of all Board Members are heard and valued
- j. The Chair will address any inappropriate Board Member behaviour
- k. The Chair will ensure that the Board has the information it needs to make informed

decisions

- l. The Chair will act together with the Executive Director as primary spokespersons for the Society
- m. The Chair will ensure that copies of minutes and agendas are circulated to Board Members prior to each meeting
- n. The Chair will maintain or ensure the maintenance of the files and records of the Society to be passed on to future officers and ensure the security and confidentiality of all such files and records

Role of the Vice-Chair

The Vice-Chair is elected by the Board of Directors at the first meeting on a newly elected/appointed Board membership after the Annual General Meeting.

The term limit for the Vice-Chair is two (2) years.

The Vice-Chair shall:

- a. Assume the duties of the Chair in his/her absence
- b. Chair the Governance Committee

Role of the Secretary-Treasurer

The Secretary-Treasurer is elected by the Board of Directors at the first meeting on a newly elected/appointed Board membership after the Annual General Meeting.

The term limit for the Secretary-Treasurer is two (2) years.

The Secretary-Treasurer shall:

- a. Chair the Finance Committee
- b. Oversee the keeping of records of meetings, policies, membership, and any other records required by law
- c. Ensure that minutes are taken at all regular and special meetings of the Board of Directors. This may be delegated to the Executive Director or other Destination Osoyoos staff

Role of a Director

Each Director is expected to become an active participant in a body that functions effectively as a whole.

In addition to assisting in the exercise of the major duties of the Board outlined above, Directors are responsible to exercise due diligence in the performance of their duties.

Duties and Responsibilities

- a. Be informed of the articles of incorporation and legislation under which Destination Osoyoos exists, its Governance Policy, Values, Mission, Vision, Code of Conduct, and policies as they pertain to the duties of a Director
- b. Contribute skills, knowledge, and expertise gained from personal, professional and life experience
- c. Keep generally informed about the activities of Destination Osoyoos and the community, and general trends in the business in which it operates
- d. Attend board meetings regularly and actively participate in all meetings by both listening and sharing views
- e. Voice clearly and explicitly at the time a decision is being made of an opposition to a decision being considered by the Board
- f. Maintain solidarity with fellow Directors in support of a decision that has been made in good faith in a legally constituted meeting by Directors in reasonably full possession of the facts
- g. Ask other Directors to review a decision, if there are reasonable grounds to believe that the Board has acted without full information or in a manner inconsistent with its fiduciary obligations
- h. Work with the staff and contractors of Destination Osoyoos on Committees of the Board
- i. Know and respect the distinction in the roles of Board and staff consistent with the principles underlying these Governance Policies
- j. Exercise vigilance for and declare any apparent or real personal conflict of interest in accordance with the Society's policies

Board Orientation

New Board Members shall receive a thorough orientation to their position within one month of becoming a Member of the Board.

This orientation will be conducted by the Chair of the Governance Committee and Executive Director and includes but is not limited to:

- a. The history, Values, Vision, Mission, and guiding principles of the Society
- b. Constitution, By-laws, and Governance Policy
- c. The current Strategic Plan
- d. An overview of funding sources
- e. An overview of key policy areas and copies of policy
- f. Role, structure, and functions of the Board
- g. Board Member Confidentiality Agreement, Code of Conduct and Conflict of Interest Policies
- h. Procedural guidelines for Board meetings
- i. A tour of facilities and introduction to key staff

Board Management

Meetings

Meetings of the Board of Directors will be held a minimum of six times per year.

The annual General Meeting will be held annually.

Robert's Rules of Order will be followed unless the Board has explicitly substituted an alternative procedure.

Discussion at meetings of the Board will be confined to those issues that clearly fall within the Board's authority according to its policies.

Board deliberation at meetings will be timely, fair, orderly, thorough, and efficient.

Board Member Attendance

Carrying out the work of the Board of Directors effectively requires a commitment to attend all board meetings as required.

Board Members who are absent from two (2) consecutive meetings without just cause are automatically referred to the Governance Committee for review and may be dismissed from the Board.

In the event such a Member wishes to be reinstated, a letter of request must be sent to the Board; the Board shall then decide by motion regarding reinstatement as well as any terms associated with a decision to reinstate if such is the decision.

Strategic Planning Process

The Executive Director will facilitate the development of the Strategic Plan for recommendation to the Board of Directors.

The strategic planning process will include the following information gathering:

1. Review of current market trends and available market research regarding existing and potential target markets
2. Solicitation of input from industry partners including Destination Canada, Destination BC, and the Thompson Okanagan Tourism Association
3. Solicitation of input from partners relating to the following aspects of the Strategic Plan:
 - a. Discussion of market trends and new opportunities to be considered in the Plan
 - b. Discussion of strategic priorities to be considered in the Plan

The Strategic Plan will incorporate the information gathered and will be presented in the following format for deliberation, amendment, and ultimately adoption by the Board

- Values
- Vision
- Mission
- Guiding Principles
- Organizational Objectives
- Strategies
- Resource Allocation
- Key Performance Indicators

Board Decision Making

Decisions of the Board are made as a group at Board meetings at which a quorum of the Board (at least 50% of the named voting Board Members) is present.

A quorum is required for the transaction of any business of the Society.

Decisions will ideally be made through a consensus development process leading to a formal vote to record the decision.

This process is intended to encourage full discussion and development of a decision that all or at least the largest possible majority of Board Members can support prior to a vote.

Where disagreements continue to exist, dissenting Members may request that their objections be recorded in the minutes.

A favourable vote of majority of the Members present, regardless of abstentions, is required for approval in accordance with Roberts Rules of Order

Directors have the right to discuss questions before the Board and make their decisions in an uninhibited atmosphere.

These Governance Policies, the Code of Conduct and procedural guidelines will govern Board deliberations.

Directors will welcome and respect the diverse views of their colleagues, will maintain confidentiality as required and will support Board decisions.

In Camera

An In Camera Meeting is when the Board will be reviewing sensitive and/or confidential information.

In Camera meetings will be recorded and kept confidential.

The minutes of those conversations will be separate from the regular meeting minutes and not be made public.

Examples of an in-camera session would be sensitive issues related to land, labour, or law.

An in-camera meeting can be added to any Board meeting agenda at the request of a Board Member or the Executive Director.

In Camera meetings are appropriate to discuss any staff related issues, and would require

that any staff present excuse themselves during this time unless invited to stay.

Board Code of Conduct

The Board commits itself to ethical, professional, and lawful conduct including proper use of authority and professional decorum when acting as Board Members.

In governing, the Board will fulfill its legal responsibilities and shall:

- Act honestly and in good faith and in the best interests of the Society when working on Destination Osoyoos business
- Exercise the care, diligence, and skill of a reasonably prudent person
- Not communicate confidential information to anyone not entitled to receive the same. Confidential information includes proprietary, technical, business, financial, legal, accounting, staff and volunteer and consulting information
- Not use information, confidential or otherwise, that is gained in the execution of his or her office and is not available to the partners of the Society generally, to further or seek to further the director's private pecuniary or other interest
- Not use their position as a Board Member to secure special privileges, favors or exemptions for themselves personally or for any other person
- Not place themselves in a situation where they may be under obligation to someone who has business dealings with the Society and who would benefit from special consideration or treatment
- Not use their position to influence a decision to be made by another person to further the director's private pecuniary or other interest
- Avoid any situations that could cause any person to believe that he or she may have brought bias or partiality to a question before the Board

Directors will conduct themselves in a manner that represents the Board in a positive light in keeping with these Governance Policies, taking no private action that would compromise the Board and its decisions.

Members of the Board of Directors shall act at all times in the best interests of Destination Osoyoos rather than particular interests of constituencies. This means setting aside personal self-interest and performing duties in a manner that promotes public confidence and trust in the integrity, objectivity, and impartiality of the Board.

Directors shall sign a Director's Oath of Code of Conduct at the start of their term.

Oath of Code of Conduct

The following is the written agreement for Destination Osoyoos.

As a Board Member, Advisor, and Employee of Destination Osoyoos, I agree to the following:

- Become familiar with the Destination Osoyoos Policy and Procedures
- Fulfill my delegated duties to the best of my abilities, and abide by the policies of Destination Osoyoos
- Carry out the duties of my position conscientiously, loyally, and honestly, remembering that my primary work task is to serve the Destination Osoyoos Partners
- Promote and uphold, in action and word the integrity and dignity of Destination Osoyoos and its programs, policies and staff
- Board Members shall at all times use their best efforts to provide progressive, collective leadership and strategic direction to Destination Osoyoos in support of its Vision and Mission within its Values
- Avoid Conflicts Of Interest and the perception of Conflict of Interest and immediately disclose possible conflict to the Board
- Board Members shall not attempt to exercise individual authority or undue influence over Destination Osoyoos
- Board Members shall direct the activities of the Society as a whole rather than in their own interest or that of any specific group
- Board Members shall maintain the confidentiality of the dynamics of Board discussions as well as those items not in the public domain
- Regardless of their personal viewpoint, Board Members shall not speak against or in any way undermine Board solidarity once a Board decision has been made
- Board Members' contributions to discussions and decision-making shall be positive and constructive and Board Members' interactions in meetings shall be courteous, respectful and free of animosity
- Board Members shall be prepared for meetings having read pre-circulated material in advance of the meeting
- Board Members shall participate in Destination Osoyoos in ways other than attending Board meetings
- Not give out official and/or confidential information acquired on the job except when the release of such information has been authorized by the Destination Osoyoos Board of Directors and/or duly authorized Destination Osoyoos Official
- Use information obtained while carrying out my delegated duties for the intended purpose only and not for my own personal gain or interests
- Maintain a positive attitude in dealing with fellow Board Members, the Destination Osoyoos Partners, the Destination Osoyoos employees and Administration and the general public
- Conduct myself in a manner that will bring credit to myself and Destination Osoyoos
- Show respect for the authority and jurisdictional structures of the Board
- Board Members shall adhere to the principle that the Executive Director is

responsible to the entire Board and consequently that no single Board Member has authority over the Executive Director

- Board Members shall adhere to the principle that the Executive Committee is the communications liaison between the Board and Executive Director and Destination Osoyoos staff
- Board Members shall recognize that the official spokespersons for Destination Osoyoos are the Chair of the Board of Directors and the Executive Director, and consequently all public requests for comment on Destination Osoyoos policies shall be referred to them
- Not criticize in public other Board members, ex-officio and employees or the policies of the Destination Osoyoos; if I feel changes would be advisable, I will provide constructive suggestions and/or recommendations through proper procedures.
- Board Members shall be prepared to commit sufficient time and energy to attend to Destination Osoyoos business
- Board Members are expected to attend all board meetings
- Board Members must provide notice of absence from regularly scheduled Board meetings
- If a Board Member is unable to attend two (2) consecutive meetings without just cause, they will be referred to the Governance Committee
- Attend all meetings, workshops, conferences in their entirety, assigned to me as an official delegate of Destination Osoyoos and will report back to the Board as required
- Dress appropriately for my delegated position, as I understand that the appearance of the Destination Osoyoos employees and/or Board representative reflects on Destination Osoyoos as a whole

My signature indicates my understanding and agreement to act within the Code of Conduct for Board Director, Advisor, and Employee noted above:

Name and Position

Date

Confidentiality

Confidentiality means the Board Members may not relate such matters to anyone including immediate family with the exception of the information contained in recorded public minutes.

Board Members must at all times respect the confidentiality of Destination Osoyoos related business.

All matters dealt with by the Board or Committees of the Board must be held in the strictest confidence.

The duty of confidentiality continues indefinitely after a Board Member has left the Board.

Oath of Confidentiality

I, _____, affirm that I will faithfully carry out my duties
as

a Board Member, Advisor, or Employee of Destination Osoyoos. I affirm that I shall
refuse

to disclose, without due authority, any confidential information which may be disclosed
or

made known to me by reason of my role with the Destination Osoyoos, except those
matters as I may be required to communicate in order to properly carry out my duties.

I agree and accept full responsibility that if my actions are contrary to the above, I shall
receive notification from the Board and that the breach in this confidentiality may
result in

my association with Destination Osoyoos could be terminated by the Board.

My signature acknowledges the terms of the confidentiality of my position within
Destination Osoyoos.

(Board Member, Advisor, or Employee)

Witness (For Destination Osoyoos)

Dated this day _____ of _____, 20__.

Conflict of Interest

A conflict of interest is any situation where the Board Member, Advisor, Committee Member or Staff personal interests or those of a Board Member, Advisor, Committee Member or Staff, close friend, family member, business associate, corporation or partnership in which he or she holds a significant interest, or a person to whom the Board Member owes an obligation could influence the Board Member's decisions and impair ability to act in Destination Osoyoos' best interests or represent Destination Osoyoos fairly, impartially and without bias.

It is important to note that a conflict of interest exists if the decisions could appear to be influenced, not only if that influence takes place.

Unless authorized to do so by the Board, a Board Member, Advisor, Committee Member or Staff Member of Destination Osoyoos may not:

- Act on behalf of Destination Osoyoos or deal with Destination Osoyoos in any matter where the Director has a conflict of interest or appears to have a conflict of interest, nor
- Use the position, office, or affiliation with Destination Osoyoos to pursue or advance personal interests or those interests of a close friend, family member, business associate, corporation or partnership in which the Board Member holds significant interest, or a person to whom the Board Member owes an obligation

The appearance of conflict of interest arises when a reasonably well-informed person could properly have a reasonable perception that the Board Member, Advisor or Staff Member is making decisions on behalf of Destination Osoyoos that promotes a personal interest or those of a person or Society described above.

Disclosure Procedures

Board Members, Advisors or Staff Members are required to disclose to the Chair or their designate any situation involving themselves which is a conflict or an apparent conflict of interest.

The Chair is required to disclose to the other Directors, or designate, any situation involving them which is a conflict or an apparent conflict of interest.

Employees are required to disclose to the Chair or Executive Director or their designate, any situation involving them which is a conflict or an apparent conflict of interest.

The following procedures apply in circumstances where there is a conflict of interest concerning a Board Member, Advisor or Staff Member or Committee Member:

- If a Board Members' personal employment and private interests constitute an actual or perceived conflict of interest, they shall declare this to the Board who will direct and advise in which manner this may be addressed.

Admitted Conflict

Board Members, Advisors, Committee Members or Staff Members of Destination Osoyoos are expected to place Destination Osoyoos interests above their personal interests and not to use their board position for personal gain.

A Board Member, Advisor, Committee Member or Staff Member who is, or perceives themselves to be in a conflict of interest immediately discloses this matter, orally or in writing to the Board and does not participate or be present during the discussion and or vote when in conflict of interest.

Conflicts between private interests and public duties can arise when:

- They stand to make a financial gain from a Board decision
- A spouse, children, near relative or close personal friend stands to make a financial gain
- They hold membership of another organization likely to benefit from a Board decision
- Their spouses, children, near relatives or close associates are members of an organization affected by Board decisions
- They hold shares, financial interest or owns a company or is employed by a company which is likely to benefit from a Board's decision

Accordingly, a Board Member, Advisor, Committee Member or Staff will:

- Openly declare matters of a private interest such as investments, relationships, volunteer work, and membership of other groups that may conflict or be perceived to conflict with their public duty
- Record any issues of conflict to ensure they are transparent and capable of review
- Disqualify themselves from any Board discussions and decisions where a conflict of interest has or could occur

Reported Conflict

In the event a Board Member, Advisor, Committee Member or Staff perceives any other Board Member to be in actual or perceived conflict of interest, such member must immediately report that matter, orally or in writing, to the President, who immediately submits such report to the Board, as the case may be, for review.

Upon receipt of a disclosure or report respecting a conflict of interest, the person who is the subject of the alleged conflict of interest shall remove themselves and not be present during all further discussions and activities pertaining to the matter in question.

If the Board Member, Advisor, Committee Member or Staff who is the subject of the alleged conflict of interest does not voluntarily remove themselves from all further

discussions and activities pertaining to the matter in question, the Board will investigate the alleged conflict of interest in the *absence* of the person alleged to be in conflict to determine whether the facts substantiate a conflict, and formally advise their person of their findings.

If the Board Member, Advisor, Committee Member or Staff is found to be in a conflict, the Board may agree to establish additional rules of conflict or procedures which avoid the conflict and ensure that they are adhered to by the person in conflict.

If the Board Member, Advisor, Committee Member or Staff is found to be in a conflict, the Board must ensure that the person in conflict does not participate or is not present in Board meetings and any related matters which give rise to the conflict.

The minutes of the Board meeting will record the disclosure or report of the conflict of interest and the action taken in this regard.

A Board Member, Advisor, Committee Member or Staff who has been removed by the Board due to a conflict of interest is automatically disqualified from sitting on Board for life immediately, and thereupon a substitute member may be appointed by the remaining Board Members.

Procedure for Conflict of Interest

The procedure for dealing with a conflict of interest is as follows:

- The Member must openly disclose a potential, real or perceived conflict of interest as soon as the issue arises before the Board or its Committees in order to deal with the matter at issue.
- If the Member is not certain if they are in a conflict of interest position, the matter may be brought before the Chair or Board for advice and guidance.
- If there is any question or doubt about the existence of a real or perceived conflict, the Board will determine by vote if a conflict exists.
- The person potentially in conflict shall be absent from the discussion and vote.
- It is the responsibility of other Board Members who are aware of a real, potential, or perceived conflict of interest on the part of a fellow Board Member to immediately inform the Board Chair.
- The Member must abstain from participation in any discussion on the matter, shall not attempt to personally influence the outcome, whether before, during or after the meeting and shall refrain from voting on the matter, and unless otherwise decided by the Board, must leave the meeting room for the duration of any such discussion or vote.
- The disclosure and decision as to whether a conflict exists shall be duly recorded in the minutes of the meeting.
- The time the person left and returned to the meeting shall also be recorded.
- The Board Members may, by special resolution, remove a Member before

Honorarium, Gifts and Gratuities

Board Members and Advisors should not accept gifts or benefits likely to place them under an actual or perceived financial or moral obligation to other organizations or individuals.

Board Members and Advisors Will Not:

- Demand or accept in connection with their official duties any fee, favour, reward, gratuity, or remuneration of any kind, outside the scope of their entitlements as a board member, unless authorized by the President or their designate of the board
- Use their position for personal profit or gain
- Accept a gift if it could be seen by the public, knowing the full facts, as intended or likely to cause a member to act in a particular way or deviate from their duty

Role of Executive Director (ED)

It is the responsibility of the Executive Director to implement the Board approved Strategic Plan within the framework of Board-approved policies, the Society's guiding principles, the current approved budget, and the Fee for Service agreement with funding partners.

Every effort will be made to ensure that Board policies are clear, but it is recognized that judgment is required in the implementation of policy within specific situations.

In the event that the Executive Director is unclear regarding the application of the Board's policies, it is incumbent that the issue be raised for clarification by the Board.

The Executive Director will sign a Code of Conduct upon commencement of employment.

Executive Director Code of Conduct

The following is the written agreement for Destination Osoyoos.

As Executive Director of Destination Osoyoos, I agree to the following:

- at all times use his or her best efforts to manage the operation of Destination Osoyoos efficiently and effectively in support of its Values, Vision, Mission and strategic objectives and in keeping with its guiding principles
- adhere to Destination Osoyoos' Governance Policies
- adhere to Destination Osoyoos' Conflict of Interest Policy
- keep the Board apprised of relevant trends, anticipated adverse media coverage and any other material external and internal changes that could impact upon Destination Osoyoos
- advise the Board of any staffing or contracting changes or additions
- advise the Board of any complaints related to quality of service that have not been resolved to the complainant's satisfaction through normal staff processes
- at all times treat staff, contractors, and volunteers in a courteous, fair, and dignified manner
- not change his or her own compensation, benefits, or holidays
- maintain the confidentiality of the dynamics of Board discussions as well as those items not in the public domain
- not speak against or in any way undermine Board decisions, Board approved policies or programs or their implementation
- The Executive Director may make public statements on policy matters that are within the scope of a policy approved by the Board, or a reasonable extension of a policy
- attend all board, and other specifically designated meetings, unless granted leave by the Chair
- advise the Chair, in advance, of any extended absences from the Destination Osoyoos office for either business or personal reasons
- submit travel expense claims to the Chair for approval
- ensure that agenda materials and supporting documents are circulated to the Board in advance of Board meetings
- ensure that all federal and provincial filing requirements and tax payments are made in a timely manner

Executive Director Signature

Date

Board-Executive Director Relationships

The Board leads using a framework that incorporates four elements:

1. Organizational objectives defined in the Strategic Plan
2. Governance process
3. Board-Executive Director Relationships
4. Executive Limitations defined herein

Having established these policies, it delegates responsibility for execution to the Executive Director.

The Board's sole official connection to the operating organization, its achievement, and conduct will be through the Executive Director.

Unity of Control

Only decisions of the Board acting as a whole body are binding on the Executive Director.

In the case of individual Directors requesting information or assistance without Board authorization, the Executive Director will determine whether resources are available to respond.

Accountability of the Executive Director

The Executive Director is accountable to the Board for the operational achievement and conduct of the Society, its staff and contractors.

The Board will view the Executive Director's performance as identical to organizational performance so that successful accomplishment of the Key Performance Indicators within the Strategic Plan and compliance to the Board's policies will be viewed as successful Executive Director Performance.

Executive Director Performance Evaluation

The Executive Director's performance will be formally evaluated annually no later than March 31st of the following year as follows:

- a. The Executive Director prepares a summary report of KPIs achieved/strategies executed.
- b. The Executive Committee presents the report of KPIs achieved/strategies executed to the Board for information.
- c. The Executive Director's compensation will be reviewed and adjusted (if required) by the Executive Committee commensurate with the Performance Evaluation.

Executive Limitations

General Executive Constraint

The Executive Director will operate Destination Osoyoos legally, ethically, prudently and in accordance with Board policies and contractual agreements.

Treatment of Partners

With respect to interactions with partners, the Executive Director will ensure procedures and decisions that are safe, dignified, respectful, and provide appropriate confidentiality or privacy.

Treatment of Staff

With respect to the treatment of paid and volunteer staff and contractors, the Executive Director will ensure conditions that are fair, safe, dignified, respectful, and provide appropriate confidentiality or privacy.

Financial Condition and Activities

The Executive Director shall manage the fiscal health of the Society and ensure compliance of actual expenditures within the Board-approved annual budgets for revenues and expenses and the priorities established in the Strategic Plan. For clarity, if an expenditure is in keeping with the approved Strategic Plan and within the annual operating budget the Executive Director has the authority to proceed.

Asset Protection

The Executive Director shall ensure the Society's assets are appropriately protected, adequately maintained, and not put unnecessarily at risk.

Communication and Support to the Board

The Executive Director shall communicate with the Board in a timely and sufficient manner to keep the Board informed and fully able to execute its responsibilities.

The Executive Director shall ensure adherence to Board established policy and report monitoring information required by the Board in a timely, accurate, and understandable fashion.

The Executive Director shall report any deviations from Board established policy and prepare recommendations and suggest corrective action in a timely manner on any actual or anticipated non-compliance with any policy of the Board allowing sufficient time for

the Board to consider corrective action.

The Executive Director shall keep the Board informed on relevant trends, anticipated adverse media coverage, material external and internal changes, particularly changes in assumptions upon which any Board policy has been or is being established.

Appendix

- Board Self Evaluation Tool
- ED Job Description
- Performance Evaluation Tool

Board Self-Evaluation Process

This process is the responsibility of the Governance Committee.

To ensure that the Board maintains the ability to be effective and progressive, a self-evaluation should be done on an annual basis.

The Chair of the Governance Committee will distribute this Evaluation Tool to each Voting and Non-Voting Members to seek their perspective.

The completed reports will then be tabulated by the Governance Committee Members and a report of the findings will be presented to the Board at their annual strategic planning session.

Areas of concern will be addressed at that planning session with a plan to monitor and follow-up on the actions to be undertaken.

This self-evaluation should be conducted prior to the annual strategic planning session to provide an action process for remedies that may be necessary.

The rating is to be done category with the

***Excellent** - the board is maximizing their potential in this area*

***Good** - the board is meeting the standards of care and effectiveness*

***Fair** - the board is doing the minimum necessary for this area*

***Poor** - the board is not meeting the basic standards*

(Circle the rating that applies to each sections query)

Once the ratings have been reviewed, a corrective action process must be adopted by the board and remedial activities commenced including:

- Issue or concern identified
- Action to be undertaken
- Person(s) to be responsible for the actions
- Reporting dates
- Completion date expected

Board Self-Evaluation Form

Roles and Responsibilities

- Board Members have a common understanding of their governance role, their responsibilities and those we represent.
Excellent Good Fair Poor
- Board Members have a common understanding of the board's mandate, scope and authority as laid out in policies and procedures.
Excellent Good Fair Poor

Strategic Leadership

- The Board encourages and supports activities to gather input on issues from the community/communities it serves.
Excellent Good Fair Poor
- The Board develops vision and mission statements for the organization, utilizing partner input; and ensures that these are communicated throughout the organization.
Excellent Good Fair Poor
- The Board ensures that the organization has a long-term strategic plan and that this is communicated throughout the organization.
Excellent Good Fair Poor

Quality and Monitoring

- The Board fosters and supports a culture of quality improvement throughout the organization.
Excellent Good Fair Poor
- The Board receives and evaluates the results (outcomes) of quality monitoring and improvement activities.
Excellent Good Fair Poor
- The Board regularly receives information on organizational performance (financial and non-financial) including progress on strategic goals.
Excellent Good Fair Poor
- Once informed, the Board are prepared to act to ensure that the organization's objectives are met and performance is satisfactory.
Excellent Good Fair Poor
- The Board ensures that the organization complies with relevant laws and regulations.
Excellent Good Fair Poor
- The Board ensures processes are in place to identify, assess and manage any risks to the organization.
Excellent Good Fair Poor

Reporting and Accountability

- The Board reports on organizational performance in a timely and transparent manner to those whose interests we represent.
Excellent Good Fair Poor
- The Board fulfills the reporting obligations to its partners
Excellent Good Fair Poor

Relationship with the Executive Director

- The relationship between the Executive Director and the Board is clearly defined.
Excellent Good Fair Poor
- The Board respects the role of the Executive Director to manage the organization.
Excellent Good Fair Poor
- The Board provides adequate direction and support to the Executive Director.
Excellent Good Fair Poor
- The Board conducts an Executive Director performance evaluation annually.
Excellent Good Fair Poor
- The Board supports the Executive Director’s continuing education and development.
Excellent Good Fair Poor

Board Processes

- The Board focuses on long-term results and substantial policy issues rather than operational detail.
Excellent Good Fair Poor
- Role descriptions exist for the Board, the President, and individual Board Members.
Excellent Good Fair Poor
- The Board makes decisions in accordance with the organizations values and ethical guidelines (e.g., conflict of interest, confidentiality).
Excellent Good Fair Poor
- The Board charges each of its committees with terms of reference and ensures that these committees adhere to same.
Excellent Good Fair Poor
- Board Members prepare for meetings by reading the agenda and information packages in advance.
Excellent Good Fair Poor
- The Board uses its meeting time effectively and efficiently.
Excellent Good Fair Poor

Board Performance

- The Board evaluates its own performance throughout the year and conducts a formal evaluation annually.
Excellent Good Fair Poor
- The Board promptly addresses opportunities for improvement.
Excellent Good Fair Poor
- A comprehensive orientation for new Board Members is in place.
Excellent Good Fair Poor
- The Board takes advantage of education/developmental opportunities to improve governance capabilities.
Excellent Good Fair Poor

Comments:

Our greatest strengths as a Board are:

The Board should be taking action in the following areas to improve our capacity and effectiveness:

Action Items from the Evaluation to be reviewed at the annual strategic planning session include:

Executive Director Performance Review Process

This review includes a proofing of the current role/job description to ensure it is accurate and up to date.

Objective:

This review will not only allow the Executive Director to know where their progress and performance standards are, it will allow them to work with the Executive Committee to develop professionally.

Reviews would be conducted for the following intervals:

- end of probation
- annual
- *A Disciplinary review would follow the current Discipline Policy*

The process:

1. Provide the ED with a blank review form and current role/job description
2. Request that they fill it out the review form and provide details from their perspective and edit the role/job description noting any suggested changes
3. The completed forms are then returned to the Executive Committee
4. The Executive Committee then completes the review of the role/job description suggested changes and then adds their input and comments on the appraisal form
5. An appointment is scheduled for the Executive Committee and the ED to review the information on the role/job description and the appraisal form and align on the final ratings and plans
6. Performance and Development plans are confirmed during the conversation

Follow-up:

- The Performance and Development plans that are written are noted by the necessary resource persons for training and support with commitments and timelines set
- Opportunities for enhancement and retraining are noted
- Completion/Status of Performance and Development plans are noted in next review

Performance Review Appraisal

NAME:

Employee #:

TYPE OF REVIEW:

- END OF PROBATION
- ANNUAL
- OTHER

PERIOD COVERED BY THIS APPRAISAL:

FROM

TO

RATING SCALE:

(to be entered upon completion of forms and reviewed with Executive Director and Board Chair)

1	2	3	4	5
UNSATISFACTORY PERFORMANCE	MARGINAL PERFORMANCE	MEETS EXPECTATIONS	EXCEEDS EXPECTATION S	EXCEPTIONAL PERFORMANCE
Does not meet the minimum requirements of the role.	Sometimes acceptable, but not consistent	Consistently meets the requirements of the job in all aspects.	Clearly and consistently above what is required.	Unique and exceptional accomplishments.

I. KEY RESPONSIBILITIES:

List the major responsibilities, primary duties, or important functions of this role as per the *role/job description*.

Update the current role/job description at this time to ensure it matches the changes over the past year ... attach revised description

II. ACCOMPLISHMENTS:

Review each key responsibility area and note any accomplishments the ED has made.

III. KEY PERFORMANCE INDICATORS: (KPI's)

Review the ED's performance in each area provided and note where the ED excels and where improvement is necessary.

Add KPI's where appropriate

KEY PERFORMANCE FACTORS	COMMENTS	RATING
	<p><i>Describe how ED's performance compares to stated expectations and objectives communicated at last appraisal and throughout the rating period.</i></p> <p><i>Identify ED strengths in the areas of specific knowledge, skills and abilities to do the job. Identify areas where you see improvement necessary.</i></p>	<p>1, 2, 3, 4 or 5</p>
<p>JOB KNOWLEDGE: <i>(Mandatory and Additional Requirements as per Role Description)</i></p> <p>E.g.:</p> <p>Applies technical and procedural know-how to get the job done, serves as a 'resource person' on whom others rely for advice, answers difficult questions; keeps informed of the latest developments in area of specialty, monitor events which impact functional areas.</p>		
<p>COMMUNICATION:</p> <p>Listens effectively, responds clearly and directly, uses appropriate vocabulary, prepares clear, concise reports or records, able to receive written or oral instructions, able to give or explain instructions and idea to others</p>		

<p>INTERACTION WITH OTHERS:</p> <p>Works cooperatively; interfaces effectively with customers, co-workers, and the public, gains confidence and trust of others, recognizes strengths and limitations of self and others, exhibits appropriate sensitivity to others' feelings, focuses on performance rather than personality in relating to others.</p>		
<p>RESPONSIBILITY AND PLANNING:</p> <p>Performs tasks thoroughly, on time, works within organizational policies and guidelines, establishes work plans; considers priorities in completing assignments, forecasts problems and changes, encourages the flow of information about decisions, problems, and successes.</p>		

**ASSERTIVENESS AND
MOTIVATION:**

Pursues goals with commitment and takes initiative eagerly, results-oriented, desires to excel on the job; works steadily and actively; demonstrates self-confidence and positive attitude towards self and others, maintains high energy level.

**WORK PLAN COMPLETION
(attach work plan to form)**

Rate the completion, challenges and ongoing actions of your work plans and any comments to support

KEY PERFORMANCE FACTORS	COMMENTS	RATING
<p>SUPERVISORY ROLES</p> <p>Assigns work to maximize group strengths, involves employees in the identification and solution of work-related problems; promotes teamwork and cooperation, exercises discipline and resolves conflict fairly and constructively, trains, coaches and develops subordinates, delegates responsibility and authority.</p>		
<p>QUALITY:</p> <p>Demonstrates accuracy, thoroughness, and reliability, manages time and priorities; develops and follows work procedures, handles information flow.</p>		
<p>JUDGEMENT:</p> <p>Makes decisions which are appropriate and consistent with situation, obtains and evaluates pertinent information to determine source of and alternative solutions to problems.</p>		

OBJECTIVES FOR UPCOMING REVIEW PERIOD

I. PERFORMANCE PLAN:

Identify specific actions/behaviours the ED needs to either: start doing, stop doing and/or continue in the upcoming performance period.

II. TRAINING and DEVELOPMENT PLANS:

Identify specific work assignments and topics for training designed to increase individual's effectiveness on present job and prepare for future job assignments.

ED COMMENTS:

Enter below any comments you wish to make about your appraisal or the objectives for the upcoming review.

Executive Director Signature _____ Date _____

(Your signature does not necessarily signify your agreement with the appraisal; it simply means that the appraisal has been discussed with you).

SIGNATURES:

Appraiser _____ Date _____

Manager _____ Date _____