

## **About Joining Our Chamber Board Information for Prospective Board Directors**

Board service is rewarding. You get to play an active role in advancing the mission and goals of a valuable non-profit organization. We're pleased you're considering joining us.

### Table of Contents

|  |          |
|--|----------|
| <b>Eligibility Criteria .....</b>  | <b>1</b> |
| <b>To be eligible for election to the Board of Directors one must be a Chamber Member in good standing, be nominated and approved by Directors in good standing and elected by the general Membership at the Annual Meeting (as per Bylaw 6.1, a, Director Eligibility). .....</b> | <b>1</b> |
| <b>How to Apply.....</b>   | <b>3</b> |
| <b>Building a Diverse Board.....</b>   | <b>3</b> |
| <b>Questions to Ask and Our Answers.....</b>   | <b>5</b> |

### **Eligibility Criteria**

The Muskoka Lakes Chamber of Commerce is now accepting nominations for our 2023-2025 Board of Directors. Candidates can be nominated in January/February/March, the Board will vote to confirm the full Board nomination slate in April; and the Chamber Membership votes to confirm the full slate of Directors at the next Annual Meeting (spring 2023).

We have a policy that complies with bylaws regarding Director Eligibility and the rules of the Ontario Non For Profit Corporations Act (ONCA). The Term of the Directors will be 2 (two) years with an option to renew for an additional term.

To be eligible for election to the Board of Directors one must be a Chamber Member in good standing, be nominated and approved by Directors in good standing and elected by the general Membership at the Annual Meeting (as per Bylaw 6.1, a, Director Eligibility).

Candidates must also be:

- 18 years of age or older (although we welcome interested youth Board Members as non-voting ex officio Members);
- Have a strong belief in and commitment to the enhanced development, growth and future capacity the Chamber as an important economic driver for our region.

- Prepared to participate as a Board Director member contributing expertise on a strategic level and operational level;
- Able to operate within a policy-oriented governance model; Able to work in a team-oriented environment that builds on consensus and represents a diverse industry with a multitude of interests and needs;
- Prepared to fulfill the Director's role in a volunteer capacity without compensation (note, preapproved expenses while conducting FEO business will be covered);
- Prepared to attend Board Meetings and Chamber events as your time allows, including various forums or broader based industry events and grand openings;
- Willing to accept the governing By-Laws of the organization and the policies of the Board of Directors, and comply to decision making process, including respecting the designated organization's policies and other key governance components;
- Committed to fulfill a minimum two-year term of office as a Board of Director member (unless otherwise stipulated);
- Potentially interested to consider Board Leadership positions in the future, including Executive Leadership roles.
- Not be an undischarged bankrupt (An ONCA requirement)

Priority is given to candidates who can demonstrate knowledge and/or experience in one or more of the following areas and please see our Building a Diverse Board to learn more:

- Board Governance-Strategic Planning
- Organizational Management-HR, Finance, Risk Management, Change Management
- Event Management or Marketing
- Advocacy
- Workforce Development
- Volunteer/Not for Profit Organization

**IMPORTANT:** At the Muskoka Lakes Chamber, we seek people who have diverse sector experience and candidates who can represent all corners of our vast region.

**Commitment:**

- Attendance in person or by conference call/zoom for up to 7 Board meetings per year (and we don't meet in July or December) of approximately 1.5hours in duration, of which one would be an Annual Meeting in the spring;
- Availability for participation in special committee(s) – not mandatory but appreciated;

- Allow adequate preparation time to read and assess meeting materials, reports, research results, etc., in preparation for all Board/committee meetings and events;
- Participate actively and fully at Board meetings in order to advance agenda discussions, reach consensus and provide strategic direction and operational oversight to the organization;

### **How to Apply**

- Submit an expression of interest letter about why you'd like to serve our business community and include any information about past Board experience
- Attach a Bio and/or your Resume (not mandatory, but if you wish)

Please send us your Expression of Interest and attachments before the end of February to the Executive Director who will forward to the present Chamber Chair.

Send to:

Executive Director, Muskoka Lakes Chamber of Commerce

T: 705.762.5663

E: [info@muskokalakeschamber.ca](mailto:info@muskokalakeschamber.ca)

### **Building a Diverse Board**

#### Chamber Board Recruitment Considerations

Many not-for-profit organizations have traditionally had constituency-based or geographically-based boards. Others are moving towards competency-based boards.

#### **The Muskoka Lakes Chamber of Commerce's preferred Board mix includes Members:**

- a) from across our wide geographic area that includes Members in Muskoka Lakes, Wahta First Nation, Seguin and Georgian Bay (Geographically-based)**
- b) who represent our area's major industry sectors (Geo-economically based)**
- c) who bring skills to the board (Competency-based)**

Different Board types: Constituency-based boards are made up of members who represent specific interest groups (which isn't desirable for a Chamber of Commerce), while geographically-based boards are made up of members who represent a particular territory served by the organization.

Many organizations are moving towards competency-based boards, an action which is considered a best practice. In this case, board members are chosen based on a particular skill set/expertise needed to support the organization. Competency-based boards are able to make more effective use of intellectual capital resulting in better decisions.

**Along with Geographic and industry sector diversity being desired traits of potential Board members, potential competencies for our Chamber of Commerce board could include:**

### **Board Overall**

- Business Acumen
- Board Experience

### **Audit & Risk**

- Financial/Accounting
- Legal
- Risk Management

### **HR & Governance**

- HR
- Governance

### **Membership**

- Marketing, Communications **and Event Planning**
- Advocacy/Policy Development/Government Affairs & Relations

The Board should also consider additional skills, as determined by the Board. As a best practice, boards should have a skills matrix to ensure that the board has the appropriate skills to achieve its mandate. As well as competencies, leading boards are looking to ensure that their membership includes the following:

- **Experienced individuals** – individuals with the potential to become chair of the board; i.e. present or former chief executive officer, chief operating officer, or substantially equivalent level executive officer or owner of a business or corporation, university or major unit of government, or a professional who regularly advises such organizations.
- **Diversity of members** – typically relating to gender, age and ethnicity, reflective of the growing diversity of our business community, and in accordance with our Diversity, Equity and Inclusivity policy.
- **Personal attributes of members** – including intelligence, perceptiveness, good judgment, maturity, fairness, integrity, honesty, commitment to act in good faith, discretion, the ability to communicate effectively, an ability to work collaboratively within a team, passion for the work of the Chamber, entrepreneurial.
- **Time and energy** – a willingness to devote the time and effort required to the board.
- **Positive record** – be well regarded in the community, have a positive record of accomplishment in present and prior positions and, if on other boards, have an excellent reputation for preparation, attendance, participation, interest and initiative.

Board members should have no conflict of interest or legal impediment which would interfere with the duty of loyalty owed to the Chamber and its Members.

Board Directors must be Members of the Muskoka Lakes Chamber of Commerce. As a Chamber, we particularly seek to recruit Board Directors who are actively involved in the local business and/or non-profit community.

### Questions to Ask and Our Answers

These are questions you should ask before joining any non-profit Board.

#### Purpose

**Q:** May I have a copy of the mission statement and strategic plan? *You want to ensure you agree with the mission, vision, values and work of the organization. And you want to know there's a roadmap for the board and staff so the Board won't wander from issue to issue.*

**A:** The Muskoka Lakes Chamber of Commerce (MLCC) has a mission and strategic plan that helps guide the organization. It fits well with the objectives that should be part of any Chamber: to promote and improve trade and commerce and the economic, civil and social welfare of the area served by the organization.

**VISION:** Muskoka Lakes Chamber of Commerce will endeavour to improve economic prosperity in the greater Muskoka Lakes region through connectivity, education, and advocacy for our membership

**MISSION:** Muskoka Lakes Chamber of Commerce serves the greater Muskoka Lakes community, driving economic prosperity by connecting with our members to benefit, promote and support their organizations

#### Onboarding

An orientation binder is given to new Board members and the Executive Director provides an overall orientation.

#### Finances

**Q:** What is the annual budget, what is set aside in savings and what are the major sources of revenue?

Is there an audit of the funds and does the board have access to a CA?

Can you have a copy of the last year's tax return?

*You want to know that the organization has sufficient resources and whether it is dependent on grants and that funds are well accounted for.*

**A:** The Board **approves** an annual budget (**typically presented by the Executive Director with guidance from the Board executive**), has healthy cash flow, and keeps savings in GICs and a mutual fund. To save money, a review engagement/audit is not done of financials; however, a year-end financial review (called a Compilation Review) is conducted along with the Chamber's tax return (please ask to see most recent Year End financials and tax return).

#### Expectations

**Q:** How frequent and long are meetings? How long is term of office?

Will there be an orientation of the Board and access to information?

Are meetings in person or can they be attended by other means (Zoom, phone)?

Are there added expectations? Will you have to serve on committees or raise funds or engage in political activities?

Does the board get reimbursed for anything?

*You want to know you will have the information needed to be a good board member, how much you'll have to read and how much time will be required.*

**The full Board generally meets 6 times a year (not in July or December)** and can decide to hold fewer meetings if desired. Meetings usually run from 1-2 hours and presently are held at 8:30am. Meetings can also be attended by electronic means if the Board member cannot be there in person or prefers to join electronically.

**Term of office is two years.** Many of our Board members find the commitment rewarding and stay on beyond their two-year term (see the Bylaws for how terms can be extended beyond two two-year terms).

**Beyond Monthly Board Meetings:** The Chamber has action areas related to the strategic plan and asks that Board members find at least one they would like to be involved in by being available to the General Manager/Executive Director for assistance, representation and consultation as required. e.g. Chamber Board Director participation in meetings that support the major segment of our economy, such as meetings of Regional Tourism Organizations. Board members also take part in strategic plan reviews and do their best to attend and participate in Chamber events, such as Business After Hours networking events, the Annual Meeting (our only meeting considered mandatory to attend), Stakeholder Presentations and Meetings (e.g. Township Budget presentations). Further community presence is also appreciated, especially at Chamber events.

**No cost:** Board members are not expected to pay for anything, and they are not reimbursed for Board membership. If they do expense something as part of a Board expectation, they are reimbursed.

### **Risk**

**Q:** Is the Board covered by liability insurance and do the bylaws have an indemnification clause?

Is the organization incorporated? Does the Board have access to a lawyer?

Do I have to declare any conflicts of interest? *You want to know the organization is incorporated as there tends to be a veil to avoid attacks on individual directors and that risk mechanisms are in place.*

A: The Chamber is incorporated, is covered by liability insurance which is reviewed regularly, and has access to law firms. Should a Board member decide they have a conflict of interest on a particular item before the Board, they simply declare the conflict and abstain from voting. Meetings follow normal Robert's Rules which will be provided to you in your orientation package.

*Don't see an answer to your question here? Call our office at 705 762 5663 and ask for the Executive Director or email [info@muskokalakeschamber.ca](mailto:info@muskokalakeschamber.ca).*

