



Board Policy Manual & Guidelines

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Terms of Reference

Mount Washington Resort Association Board of Directors

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GENERAL

The Board of Directors serves as the policy body of Mount Washington Resort Association (MWRA). It is responsible for directing the general activities of the organization towards fulfilment of its stated mandate, which is to:

- Promote Mount Washington as a year round tourist destination
- Promote, lobby and represent all those who benefit from the Resort Industry
- Promote civic pride in Mount Washington
- Foster the spirit of communication and cooperation between industry sectors and use local business whenever possible
- Educate the community, local and provincial governments and the tourist public about the value and importance of tourism to Mount Washington
- Ensure that visitors enjoy and retain positive and pleasurable impressions of their visits

COMPOSITION

The board shall consist of no less than 5 and no more than 10 directors, elected and appointed for a specific term, each representing a sector(s) of the MWRA membership. The board shall elect a Committee consisting of a President, Vice President, Treasurer and a Secretary.

STANDARD BOARD RESPONSIBILITIES

- Convene regular monthly Board meetings and ensure that minutes are produced, filed and available for members' review
- Approve an annual work program and the supporting budget
- Provide on-going review and direction to ensure mandate is being achieved
- Review the monthly and annual financial reports presented by the Treasurer
- Assess ways and means of increasing revenue in order to ensure balanced budgeting
- Ensure that an effective communication program exists to provide the membership and the general public with continuing information re MWRA accomplishments and progress towards its objectives
- Approve the execution of contracts and other instruments affecting the MWRA operation
- Provide the executive director with guidance on the execution of his/her duties

SPECIFIC DIRECTOR RESPONSIBILITIES

In addition to the standard board responsibilities, a Director shall actively participate in the achievement of the overall MWRA mandate. A Director shall:

- Act honestly and in good faith and in the best interest of the society
- Exercise the care, diligence and skills of a reasonably prudent person, in exercising his/her powers and performing his/her function as a director
- Regularly attend Board and appropriate Committee meetings
- Be knowledgeable about MWRA, about the industry sectors they represent, and about Mount Washington in general
- Act as a liaison between MWRA and the industry sectors they represent
- Actively promote the benefits of membership in the MWRA

TOURISM MOUNT WASHINGTON

CODE OF PROFESSIONAL CONDUCT FOR BOARD MEMBERS

1. Understand the mission of Tourism Mount Washington:

“To promote, facilitate and encourage the development, maintenance and operation of Mount Washington Alpine Resort and the individual businesses, facilities and services offered by the members of the Association.”
2. Understand and support Tourism Mount Washington's Vision
To work with our membership to develop a vibrant resort community and to promote Mount Washington as an “All-Season” Alpine Resort and one of the preferred recreational and tourism destination on Vancouver Island.
3. Understand & support Tourism Mount Washington's 2-part Mission Statement
 - **To co-ordinate the common interests and collective resources of the resort community**
 - **To Enhance the overall experience of visitors and maximize the economic benefit for members**
4. Maintain a 75% attendance record.
5. Be informed:
 - i. Know your duties & responsibilities as a Board Member.
 - ii. Understand the organizational structure of Tourism Mount Washington.
 - iii. Stay abreast of what's happening in the industry on a Regional, National and International level.
6. Contribute to a sense of camaraderie and teamwork.
 - i. Bring issues to the Board table for discussion.
 - ii. Work cooperatively to resolve issues; don't panic when there are differences of opinion on issues.
 - iii. Be loyal to the organization. When a decision has been made, you have an obligation to defend and explain it publicly even if you disagree with the decision of the majority. If unable to do this, you must decide to remain with the Board and lobby from within to reverse the decision, or to resign.
 - iv. Support the professional staff.
 - v. Give praise when you see work well done.
 - vi. Speak positively about the organization, its staff and operations at all times, in the public forum.
7. Respect the lines of authority and accountability.
 - i. Direct concerns about performance to the Chair, not to a staff member.

8. Help make meetings work.
 - i. Have a working knowledge of rules of order.
 - ii. Participate: listen, ask questions, discuss, look for answers.
 - iii. Don't criticize; offer solutions
 - iv. Don't get personal
9. Promote Tourism Mount Washington in the Community.
 - i. Be an advocate for Tourism Mount Washington in the Community.
 - ii. If you can't say something good publicly about Tourism Mount Washington, don't say anything.
10. Demonstrate leadership
 - i. Take personal responsibility for decision-making and problem solving.
 - ii. Clarify the issue under discussion.
 - iii. Review Tourism Mount Washington's objectives regarding the issue.
 - iv. Identify possible courses of action.
 - v. Evaluate alternatives and choose the best one.
 - vi. Make sound decisions.
 - vii. Your decision should aid Tourism Mount Washington in fulfilling its mission as defined in the constitution and its goals and objectives.
 - viii. The standard of what is right should be applied to each decision you make.
11. Observe the attached Conflict of Interest guidelines.
12. Be professional.

The acceptance of a position as an Elected Director, Appointed Director, or Committee Member of Tourism Mount Washington implies that you fully understand and agree to the terms of the Code of Professional Conduct. Adherence to this Code assures those associated with the convention and visitor industry that the Board of Directors constantly strive to achieve and maintain the highest standards of professionalism and integrity. Deliberate and intentional violation could subject you to a request for immediate resignation. All requests for resignations resulting from deliberate violations will be at the direction of the Board and must have a majority vote from the Board before such request is made of a Board member.

I _____, *(Please print your full name)* agree to abide by the terms of the Tourism Mount Washington Code of Professional Conduct for Board of Directors.

Signature: _____ Date: _____

Residential Address: _____

Tel: _____ Email: _____

CONFLICT OF INTEREST GUIDELINES

Each director shall:

- a. Act honestly and in good faith and in the best interests of the Association when working on Tourism Mount Washington business. This means a director will not put allegiance to another group ahead of their commitment to Tourism Mount Washington;
- b. Exercise the care, diligence and skill of a reasonably prudent person;
- c. Not communicate confidential information to anyone not entitled to receive the same;
- d. Not use information, confidential or otherwise, that is gained in the execution of his or her office and is not available to the members of the Association generally, to further or seek to further the director's private pecuniary or other interest;
- e. Not use his or her position as director to secure special privileges, favours or exemptions for himself or herself personally or for any other person;
- f. Not place himself or herself in a situation where he or she may be under obligation to someone who has business dealings with the Association and who would benefit from special consideration or treatment;
- g. Not use his or her position to influence a decision to be made by another person to further the director's private pecuniary or other interest;
- h. 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.;

In addition:

- a. No director shall receive preferential treatment by way of priority access to leads, special rates or presence at trade shows or in programs.
- b. For the purposes of these guidelines, a director has a conflict of interest with respect to any matter brought before him or her, while sitting as a member of the Board or otherwise, where the director has or appears to have a pecuniary or other interest in a matter which is at variance with the interests of the members of the Association generally.
- c. For the purposes of these guidelines, "pecuniary interest" means an interest consisting of money, measured in money or related to money (including a financial gain or an avoidance of financial loss) and includes the following:
 - I. A "direct pecuniary interest" which exists where the pecuniary interest is directly under the control of the director
 - II. An "indirect pecuniary interest" which exists where the director;
 - a) *Is a shareholder in, or director or senior officer of, a corporation or agency that has a pecuniary interest in the matter*
 - b) *Is a member of a body that has a pecuniary interest in the matter*
 - c) *Is a partner or agent of a person who has a pecuniary interest in the matter, or*
 - d) *Is in the employment of a person or body that has a pecuniary interest in the matter*
 - III. A "deemed pecuniary interest" which exists where the pecuniary interest of

- a) *The director's close relatives*
 - b) *Other boards on which the director serves*
 - c) *Community organizations in which the director participates; or*
 - d) *The director's employer* is known to the director.
- d. With respect to any issue brought before the Board for its consideration, where any director has a conflict of interest, the director shall:
 - I. Immediately inform the other Board members that the conflict of interest exists and the nature of the conflict of interest;
 - II. Absent himself or herself from the room while the issue is under discussion;
 - III. Refrain from voting on that issue; and
 - IV. Not attempt in any way, whether before, during or after the meeting, to influence the voting on any question in respect of the matter.
- e. The Board members may, by special resolution, remove a director before expiration of that director's term of office and another director may be elected, or by ordinary resolution appointed, to serve during the balance of the term.
- f. Board members will disclose their involvements with other organizations, with vendors, or any other associations that might produce a conflict.