



Governance Policy and Procedures Manual

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Governance Policies and Procedures Guidelines

Region 9 Regional Tourism Organization

1.0 Board Structure And Responsibilities

1.1 Board Structure

The Organization shall be governed by a Board of Directors. Executive Officers of the Organization shall include a Chair, a Vice-Chair, and a Treasurer. After election of each new Board, the Board shall appoint these officers from among the Directors. The previous Chair shall automatically assume the position of Past-Chair unless they are unable to so serve, in which case a previous officer of the Organization will be elected as Past-Chair by the Board of Directors in accordance with the Organization's Bylaws. Board of Directors shall be comprised of a minimum of eleven (11) Directors and maximum of fifteen (15) Directors, determined by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of a minimum of 2/3 of the members at a meeting convened for this purpose. Directors must be 18 years of age. Elected public officials are not eligible to serve on the Board. Directors must represent a business, corporation, or organization that will be focused on a demonstration of specific skills and competencies. Basic geographical consideration will be given as follows:

- 3 Western Region Representatives
- 3 Central Region Representatives
- 4 Eastern Region Representatives
- 3 At-Large Representatives

Directors and non-voting board attendees shall be familiar with the incorporating documents, by-laws, regulations, and policies of the Organization as well as the rules of procedure and proper conduct of a meeting so that any decision of the Board may be made in an efficient, knowledgeable and expeditious fashion.

1.1.1 Vision

Tourism is a sustainable driver of social, economic, and environmental prosperity for the diverse partners working together in Southeastern Ontario.

1.1.2 Mission

To nurture a regional ecosystem of tourism partners by providing valuable resources and strategic support.

1.2 Advisors

Advisors are appointed by the Directors by majority vote and have no voting status or legal liability on the Board. (i.e.: not ex-officio). Advisors are not subject to the terms of the Board of Directors. Currently, the Regional Tourism Industry Advisor of the Ministry of Tourism, Culture and Gaming serves as an Advisor to the Board.

1.3 Term of Office

Potential Directors must file an 'Application for the Board of Directors of RTO 9' form. Directors shall be elected at an annual meeting of the Organization. Director terms will be staggered to ensure orderly succession to ensure that the terms for no more than 1/3 of the Directors will expire in any given year. Directors will serve a 3-year term of office. Directors may serve up to two consecutive three-year terms. A retiring Director shall remain in office until their successor is elected. Directors must sign a 'Consent to Act as a Director Form'.

1.4 Directors

Each Director will have one vote, have signed the Membership Statement, and agree with the goals and guiding principles of the Organization including all by-laws and regulations, be over the age of 18 years, be a Canadian citizen and have their application for membership approved by a motion of the Board as per section and 6.2.

1.5 Non-voting Board Meeting Attendees

Non-voting board attendees are those individuals who sit in an advisory capacity on the Board of Directors. Non-voting board attendees are not Directors.

1.6 Withdrawal of Membership

Any Director can resign as a director of the Board of Directors by delivery of a written resignation to the Executive Director. The Board can remove a Director from the Board of Directors by a motion of $\frac{3}{4}$ of the Board of Directors (see 1.14 Termination).

1.7 Confidentiality

1.7.1 Confidentiality Agreement

Every Director is expected to respect the confidentiality of matters brought before the Board or before any Committee of the Board, or any other sensitive matter dealt with in the course of employment or of their involvement in the organization and are required to sign a Confidentiality Agreement annually.

1.7.2 Breach of Confidentiality

A breach of confidentiality is any intentional or unintentional disclosure of confidential information that compromises the privacy, security, or integrity of the Organization's operations, stakeholders, or resources. This policy outlines the procedures for investigating and resolving any breach of confidentiality by members of the Board of Directors.

Reporting a Breach of Confidentiality: Any member of the Board of Directors who becomes aware of a breach of confidentiality must report the incident to the Chair and the Executive Director within 24 hours of becoming aware of the breach.

Investigation: The Chair and the Executive Director will conduct an investigation to determine the scope and nature of the breach of confidentiality. The investigation will include an examination of any available evidence and interviews with the individuals involved.

Resolution: The Chair and the Executive Director will work together to determine the appropriate course of action to resolve the breach of confidentiality. This may include disciplinary action, such as suspension or removal from the Board of Directors, and any necessary corrective measures to prevent future breaches of confidentiality. The investigation and resolution of any breach of confidentiality should be conducted with the utmost confidentiality. Only those individuals directly involved in the investigation and resolution will have access to the information related to the incident.

1.8 Indemnification

Every Director of the Organization shall be indemnified against costs and expenses sustained or incurred in any action, law suit or proceedings brought against them for action during the execution of their duties. The exception to this are expenses occurred by their own negligence, malfeasance or bad faith.

1.9 Powers of the Board of Directors

The Directors of the Organization are responsible to administer the affairs of the Organization. The Board of Directors has the responsibility to hire, compensate, evaluate and, when required, terminate the Executive Director. The Directors shall prepare (or have prepared by staff) strategic planning tools including short/long term strategic plans, annual business plans, progress reports and other documents relevant to organizational planning. The Board has the power to authorize expenditures on behalf of the Organization and pay salaries to employees. The Board has the power to enter into a trust arrangement with a trust company/bank for the purposes of making capital/interest available for the benefit of promoting the interest of the Organization.

1.10 Amendment of By-Laws

By-Laws of the Corporation not embodied in the Letters Patent may be repealed or amended by a By-Law, or a new By-Law relating to the requirements of the Corporations Act (Ontario), may be enacted by a majority of the Directors at a meeting of the Board of Directors through an affirmative vote of at least 2/3 of the Directors present. These documents must also be sanctioned by an affirmative vote of at least 2/3 of voting member present at a meeting duly called for the purpose of considering by-law changes.

1.11 Code of Conduct

All Directors shall sign a Code of Conduct as per RTO 9 General Operating Bylaws.

A Director who is alleged to have violated the Code of Conduct shall be informed in writing and shall be allowed to present their views of such alleged breach at the next Board meeting. The complaining party must be identified. If the complaining party is a Director or non-voting board attendee, they and the responding Director shall absent themselves from any vote upon resolution of censure or other action that may be brought by the Board. Non-voting board attendees or non-voting board attendees who are found to have violated the Code of Conduct may be subject to censure.

1.12 Termination

The office of Director shall be automatically vacated if:

- a) Three quarters of the Directors present at a duly constituted meeting of the Board of Directors pass a resolution to have the individual removed from office
- b) If the Director resigns by delivering a written resignation to the Executive Director
- c) The Director is unable to live in accordance with the Code of Conduct of the Organization
- d) The Director dies
- e) The Director fails to attend three consecutive board meetings, without a reasonable excuse acceptable to the Board of Directors

Provided that if any vacancy shall occur for any reason in 1.14, or for any other reason, the Board of Directors by majority vote may appoint Directors to fill vacancies on the Board of Directors and increase the Board's depth of knowledge until the next annual meeting.

1.13 Conflict of Interest

Any Director or non-voting Board attendee who has any direct or indirect personal interest, gain or benefit in an actual or proposed contract, business transaction, financial arrangement or other matter with the Organization, whether permitted by law or not, shall declare their interest therein at the first opportunity at a meeting of the Board. For greater certainty, this Section also applies to the Chair.

The Chair shall request any Director or non-voting board attendees who has declared a direct or indirect personal interest, gain or benefit to be absent from discussions and voting on matters of conflict of interest. This action is to be recorded in the minutes. If the Chair must absent themselves during a discussion and vote by reason of this Section, the acting chair of said meeting shall be determined in accordance with the by-laws of the Organization. Failure to disclose will result in resignation from the Board upon passing of a Board Resolution to that effect. The following conditions apply:

- There must be no self-dealing or any conduct of private business or personal services between any Director and the organization, except as procedurally controlled to assure openness, competitive opportunity, and equal access to otherwise 'inside' information. Directors will annually disclose their involvements with other organizations, with vendors, or any associations that might be or might reasonably be seen as being a conflict.
- No Director shall use inside information gained by virtue of their position for personal gain or disclose such information for the use of others.
- When the Board is to decide upon an issue, about which a Director has an unavoidable conflict of interest, that Director shall absent themselves without comment from not only the vote, but also from the deliberation (as will any non-voting board attendee).
- Directors and non-voting board attendees will not use their Board position to obtain employment in the organization for them, family members, or close associates. Should a Director apply for employment, they must first resign or take a leave of absence during the process from the Board.
- Directors shall not accept any payments, gifts, entertainment or other favours that might reasonably be viewed as likely to interfere with or influence the exercise of independent and objective judgement of the individual in the best interest of the Organization.

2.0 Roles Of The Officers Of The Board

2.1 Officers

The Board of Directors may elect a Chair, Vice-Chair, Treasurer and any other officers as the Board determines by by-law. Offices may not be held by the same person. Directors must serve on the Board for a minimum of one fiscal year prior to being elected as an

officer. For continuity purposes a director would first be elected to the position Vice-Chair and then to Chair. Should a director resign before this progression, exceptions will be made to fill the positions. All positions are non-remunerative.

2.2 Duties of the Officers

Chair –The Chair of the Board will be the current elected Chair of the Board and will be a Director on the Board. In the Chair’s absence, the Vice-Chair will act in the role of Chair. If the Vice-Chair is also absent or unable to act, then a Director will be appointed to act as Chair of the Board for that meeting by the majority of the Directors present at that meeting.

- **Vice-Chair** – will perform duties and exercise the powers of the Chair in their absence or disability and will perform other duties as directed by the Board.
- **Treasurer** – will oversee custody of the funds and securities of the Corporation and will keep accurate accounts of all assets, liabilities, receipts and disbursements of the Organization. The Treasurer will work with the Executive Director to present a financial report to the Board at regular Board meetings. The Executive Director has the day-to-day responsibility of the finances of the Organization. The Treasurer will serve as Chair of the Finance and Audit Committee.
- **Past-Chair (Immediate)** – will serve as a resource to the Board of Directors and assists the Chair serving as a source of information and guidance as requested. They will serve as Chair of the Governance and Nominations Committee for the Organization.
- **Executive Director** – as an ex-officio member of the Board, will be responsible for the overall management of the Organization and will report to the Chair. They shall see that all orders and resolutions of the Board of Directors are put into effect.

3.0 Role Of Committees

3.1 Committees

The Board of Directors may appoint committees to further the goals of the Organization.

3.2 Executive Committee

The Executive Committee is composed of Directors who are elected by the Board of Directors. The Executive Committee of the Organization is comprised of the Chair, Vice-Chair, Past-Chair and Treasurer, and any other officers the Board decides and will exercise powers as determined by the Board of Directors. Meetings of the Executive Committee will be at the call of the Chair with 48 hours’ notice where reasonable. A quorum represents 50% + 1 of the Committee. Members of the Executive Committee may

participate by telephone or other electronic device provided that everyone at the meeting can hear each other. Any such member participating in such manner will be deemed to be in attendance at the meeting for the purposes of quorum.

3.3 Other Standing and Ad-Hoc Committees

There are two other Standing Committees (Governance & Nominations Committee and Finance & Audit Committee.)

Members of the Governance & Nominations Committee may be comprised of members of the Executive Committee of the Board of Directors, other Directors, or non-directors with relevant expertise, as needed. The Past-Chair or, in the absence of a Past-Chair, the Vice Chair, will serve as the Chair of the Governance & Nominations Committee.

Members of the Finance & Audit Committee may be comprised of members of the Board of Directors, or non-directors with relevant expertise, as needed. The Treasurer will serve as the Chair of the Finance & Audit Committee.

From time to time there will be a requirement for ad hoc committees to perform a specific time limited function to advance a goal or work towards the objectives of a specific project.

3.3.1 Governance & Nominations Committee

- Ensures that governance policies and documents are created and reviewed periodically.
- Oversees the development and oversight of the board effectiveness, evaluation and education.
- Has a good understanding and familiarity with the needs and composition of the Board of Directors.
- Receives and reviews potential Board of Directors nominations and applications using the Application for Board of Directors and Standing Committees form.
- Develops evaluation criteria for Directors and committee members.
- Ensures orientation for new Directors which is conducted by the Executive Director and resource staff.
- Advises on matters pertaining to Board participation and manages the process to ensure a full complement of Directors at all times, or as determined by the Board of Directors.
- Manages the process to ensure a full slate of Directors and officers for the Board of Directors at the Organization's Annual General Meeting as per Section 6.2.
- The Committee will be comprised of members of the Executive Committee of the Board of Directors, other Directors, or non-directors with relevant expertise, as needed, with management and administrative support from the Executive Director or designate. The Committee Chair will be the Past-Chair, or in the absence of a Past-

Chair, the Vice Chair. Committee reports will be given at each meeting of the Board of Directors.

- When a board seat is vacated during the year and in the absence of a pending Annual General Meeting within a 90 day period, the Committee will lead the process to fill the seat(s). Upon receipt of all nominations or applications, the Committee shall confirm eligibility of the applicants for acceptance/non-acceptance and score the applicants through the use of the 'Evaluation Criteria for Board and Standing Committee Members'.
- After this review, the Committee will make a report and recommendation to the Board of Directors on a suitable candidate for the Board vacancy. The Board will vote on the acceptance of the recommendation. Once a candidate has been accepted through a majority vote, the candidate is to be notified by the Executive Director and, upon acceptance by the candidate, orientation is to be conducted prior to the new Director's attendance at their first meeting of the Board of Directors. Unsuccessful candidates are to be notified by the Executive Director.

3.3.2 Finance & Audit Committee

- Reviewing and evaluating risks for the Organization.
- Reviewing quarterly and annual financial statements and recommending for approval by the board.
- Working with auditors as required in the preparation for the annual audit and financial statements.
- Reviewing the annual budget / business plan and recommending for approval by the board.
- Ensuring that any funds invested on behalf of the Organization are managed in compliance with the investment policy or guidelines.
- The Committee will be comprised of members of the Board of Directors, or non-directors with relevant expertise, as needed, with management and administrative support from the Executive Director or designate. The Committee Chair will be the Treasurer. Committee reports will be given at each meeting of the Board of Directors.

3.4 Term of Office of Committees

(a) Governance & Nominations Committee: The Committee will be chaired by the Past-Chair or, in the absence of a Past-Chair, the Vice Chair, and will be reconstituted annually following the Annual General Meeting.

(b) Finance & Audit Committee: The Committee will be chaired by the Treasurer and will consist of three or more individuals and will be reconstituted annually following the Annual General Meeting.

3.5 Meeting Protocol for Standing Committees

Meetings are held at the call of: a) the Past-Chair in the case of the Governance & Nominations Committee, and b) by the Treasurer in the case of the Finance & Audit Committee; and in both cases, meetings are held at the RTO 9 office location or virtually unless otherwise agreed by the Committee. A minimum of 3 meetings per year will be held in addition to task team meetings described in 3.7 which would normally meet more frequently. A minimum of fifty percent of the committee members must be present to hold a meeting and 50% + 1 vote is required to pass a motion. Without a quorum, meetings can proceed, but all motions must be presented and voted upon at the next available meeting with a quorum. If a member misses 3 consecutive meetings without just cause, they will be deemed to have resigned from the Committee. Members may participate by telephone or other electronic device provided that everyone at the meeting can hear each other. Any member participating in such manner will be deemed to be in attendance at the meeting for the purposes of quorum.

Committee reports will be given at each meeting of the Board of Directors by Past-Chair in the case of the Governance & Nominations Committee, and by the Treasurer in the case of the Finance & Audit Committee. The Past-Chair must attend all Governance & Nominations Committee meetings. The Treasurer must attend all Finance & Audit Committee meetings. Meeting agendas are to be determined by Committee Chairs. In either case, agendas will be determined in consultation with resource staff. The Executive Director is directly responsible to the Governance & Nominations Committee and the Finance & Audit Committee. Resource staff will be appointed to Ad Hoc Committees by the Executive Director.

3.6 Task Teams

Committees can assign Task Teams to advance the goals of specific initiatives. Qualified stakeholders and expert resources can be asked to join a Task Team for a specified period of time and role/purpose. These expert resources can be recommended by task team members for board approval and invited by the resource staff person assigned to the project. Task team responsibilities and meetings are coordinated by the resource staff assigned to the project. Task team members must sign a Task Team Confidentiality Agreement.

3.7 Membership

Members of the Organization shall be the current Directors.

4.0 Board Responsibilities

4.1 Role of the Board of Directors

Role of the Board of Directors is to oversee the affairs of the Organization. The Board will prepare (or have prepared) strategic planning tools such as short/long term strategic plans, annual business plans that support the work of the Organization. The Board will be involved in the review and progress reporting of the business and operational plans required by the Ministry of Tourism, Culture and Gaming.

4.2 Compensation and Expenses

Directors and Committee Members shall serve without remuneration but will be paid reasonable expenses incurred by them in the performance of RTO 9 duties or functions. Directors and Members are expected to exercise responsibility when incurring expenses for RTO 9 meetings. Mileage will be paid at or around the recommended Canada Revenue Agency (CRA) “Reasonable Per-Kilometre Allowance” rate and to be calculated from the individual’s place of work or home office location. Meetings are encouraged to be held at a central location (Kingston), however, when meetings are arranged elsewhere, meeting expenses are not to exceed the maximum meal allocation of \$30.00 (including HST and gratuities) per person per a minimum of a four-hour meeting. Meal allocation does not include alcohol. Expense forms are to be submitted to the RTO 9 office on a monthly basis with expenses detailed on an RTO 9 expense claim form. Director and Committee Members who are compensated for their expenses by another organization or business are not eligible to claim expenses from RTO 9. Conference call meetings are to be arranged by the RTO 9 and are at no expense to Directors and Committee Members. All rates will be reviewed annually with government agencies and other RTOs.

4.3 Procurement, Purchasing and Tendering

Purchasing on behalf of the RTO 9 will be in accordance with the Government of Ontario’s policy. A threshold of \$5000 requires 3 quotations or a file notation supporting the purchase. An electronic tendering system is the preferred method for advertising procurement of goods and services for larger projects for the RTO 9. Requests for Proposals will be advertised on the RTO 9 website as well as through a public tendering website where advisable in addition to a list of vendors supported by the Tourism Industry Association of Ontario (TIAO). RFPs will be advertised for a minimum of 10 -14 days and will be reviewed by the Board of Directors (or its designate) in accordance with strict evaluation guidelines and procurement policy. All projects are to be fairly reviewed by a review team/committee and evaluated on the basis of the criteria established in the Evaluation Review Criteria.

4.4 Execution of Documents

Any document requiring the signature of the Organization shall be signed by any 2 Directors from a list determined by the Board of Directors. The Executive Director is also an authorized signing officer for contractual agreements only.

4.5 Financial Year

The fiscal year end of the Organization will be March 31st unless determined otherwise by the Board of Directors.

4.6 Auditors

An Auditor will be appointed to perform audit functions to be presented at the next year's Annual General Meeting. Remuneration of the Auditor will be fixed by the Board of Directors and must be tendered at minimum every 5 years. Appointment of the auditor will be by vote of the Board of Directors at the first meeting following an Annual General Meeting.

4.7 Authorization of Payments and Contracts

Contracts that are outside of the approved operations plan/budget require authorization from two members of the Executive Committee. Authorized signatories of the Organization (noted on record at the Organization's bank) may initiate electronic fund transfers and authorize payments using the Organization's online banking system. Access and permissions to the online banking system will be granted by the Executive Director or designated staff member.

Once approved, payments and contracts will be processed and recorded electronically, with appropriate documentation maintained by designated staff member(s) and/or Directors. The frequency of payments will be determined by the Executive Director and communicated to the authorized signatories. Any changes to payment frequency will be communicated to all authorized signatories and recorded in the Organization's records.

4.8 Project Funding (Contribution Funding)

All reporting and documentation for RTO 9 funding will be prepared by the Executive Director and is to be approved by the Board, and once approved, all business and operational plans will be submitted to the Ministry of Tourism, Culture and Gaming.

4.9 Speaking Engagements

The official spokesperson for the RTO 9 is the Chair. The Chair can authorize other Directors or the Executive Director to speak on their behalf or together in the case of presentations or press releases. All background material will be provided by the RTO 9

office by the Marketing and Communications Manager. All Directors have the responsibility to act as Ambassadors on behalf of the Organization.

4.10 Individual Authority

Directors may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies. Decisions made by due process by a majority of the Directors must be supported by all members of the Board of Directors who must speak as one voice outside of the boardroom.

Directors' interaction with the Executive Director or with staff must recognize that any individual Director or group of Directors does not have the authority other than that explicitly stated in Board policy.

Directors' interaction with the public, press or other entities must recognize the same limitation and the similar inability of any Director to speak for the Board except to repeat explicitly stated Board decision. Directors shall not encourage direct communication with employees who attempt to bypass administration but shall encourage employees to utilize reporting lines within the administration to bring their concerns to the Board.

4.11 Project Reports

Final reports of projects sponsored by RTO 9 shall be considered as proprietary and confidential and shall be used for the advancement of product development and marketing goals as determined by the Organization. As the recommendations, actions and strategies of RTO 9 reports are considered 'competitive information' they are not to be made available to the general public and shall be distributed when there is a demonstrated benefit to the Organization and the region as per the original intent of the report.

Final reports shall be distributed and managed as follows:

1. All final project reports and executive summaries will be available to the Board of Directors via the RTO 9 industry website on the password protected section for Directors only;
2. Executive summaries of final project reports will be available to committee members via the RTO 9 industry website on the password protected section for committee members only;
3. Final project reports will be distributed at the discretion of the Executive Director when it is deemed to be beneficial to the region and its product development and marketing goals:
 - a. Requests are to be made in writing including the reason for the request and the individuals involved in receiving the final report

- b. Individual(s) involved in receiving the final report must sign a Project Reports Confidentiality Agreement prior to receiving the report
 - c. Initiatives undertaken and subsequent project results are to be reported to RTO 9 as a result of recommendations or strategies described in the final project reports
- 4. Reports are not to be distributed to organizations or individuals outside of the boundaries of RTO 9;
- 5. All reports will be marked as 'Confidential – Not for Distribution' when shared as per this policy;
- 6. All conditions of the Project Reports Confidentiality Agreement apply. Board of Directors and Committee members are also subject to Board/Committee Confidentiality Agreements signed when taking office.

5.0 Executive Authority

5.1 Delegation to the Executive Director

The Board delegates the authority and responsibility to the Executive Director to perform the following within the executive limitations as set by the Board. The Executive Director reports to the Board of Directors regularly and as required on the following:

- Organize, direct, control and administer all RTO 9 activities directly or through other reporting managers, consistent with Board approved policies, strategic plans, goals and objectives. This must be done within legal, statutory constitutional requirements and within the philosophy of the organization.
- Establish all operating plans, budgets, policies and procedures.
- Allocate human, financial, capital and technological resources within approved limits.
- Manage the delivery and evaluation of all RTO 9 programs and services to a high standard of client-based service delivery and in keeping with the mission, values and vision of the organization.
- Monitor and report on operational and financial performance in keeping with the organization's policy.
- Promote the activities and interests of the agency through contact with the tourism industry stakeholders, business organizations and the government.
- Provide vision, direction, and leadership to the staff.
- Provide direction to the Board of Directors as a resource.
- Advise the Board as an operational and strategic resource.
- Perform all duties in a lawful and ethical manner in accordance with the organization's values, commonly accepted business practices and established professional and service standards.

5.2 Delegation of Financial Authority

The Executive Director will have the authority to approve expenditures that have been outlined and approved in the current years' Business and Operational Plan up to \$50,000 and up to \$10,000 in the case of non-budgeted items without seeking further approval. The Executive Director will have the authority to enter into contracts committing the organization up to a value of \$50,000 for approved and budgeted items and up to \$10,000 in the case of non- budgeted items. Such agreements may not commit the organization to activities or payments that span more than one fiscal year in duration. In all instances relating to the exercising of this delegated financial authority, the Executive Director must ensure full adherence to South Eastern Ontario's Procurement Policy. Any activities that result in the commitment or payment of funds

above these values and timeframes require the approval of the Board of Directors and must be vetted through legal counsel.

It is noted that in all cases the Executive Director has the responsibility to keep the Board informed of all activities; to document and report on in a timely manner, any variations to the activities outlined in the current Business and Operational Plan or any new contracted agreements; and to indicate and take appropriate action should these activities require an amendment to the Transfer Payment Agreement (TPA) with the Ministry of Tourism, Culture and Gaming.

The Executive Director has the authority to hire personnel, set wages, employee benefits, bonuses or incentives, vacation pay and sick leave, while adhering to the budget.

5.3 Delegation to Staff

The Executive Director will be responsible for hiring, assigning staff roles and human resource responsibilities. Any requests from the Board of Directors or Standing Committees to staff members outside of normal duties will be considered and approved by the Executive Director.

Executive Director's Performance Evaluation:

- A performance evaluation will be conducted by the Executive Committee three months after the initial hiring period and thereafter on an annual basis. The Executive Committee will prepare a draft evaluation to be presented to the Board for feedback and discussion (in an in-camera session), prior to being formally presented to the Executive Director.
- The Executive Committee will present the evaluation to the Executive Director for comments from the Executive Director (if any).
- Once ED comments are received, they will be presented to the Board again, in draft form, for further feedback and discussion (in an in-camera session).
- Once the Board has approved the evaluation with the ED's comments, it is finalized and will be presented to the ED.

6.0 Board Management

6.1 Director's Meetings

- **Schedule:** In-person meetings of the Board of Directors shall be held at a minimum of four times per year in addition to the Annual General Meeting, unless virtual delivery is preferred by the Board. Meetings will be held at a day and time as determined by the Board and in a location within the region conducive to the purpose of the meeting.

Additional meetings may be arranged by conference call, virtually or in-person at the call of the Chair. Written notice of the meeting will be given to all Directors 5 business days in advance including all attachments, previous minutes and documents to be discussed. This notice will be sent via email. No hard copies will be provided to the Directors with the exception of an agenda when meeting in person. Each Director has one vote. Advisors are not authorized to vote. To engage in discussion, meeting participants will be recognized by the Chair.

- **Quorum:** 50% +1 of (voting) Directors in office will constitute a quorum for meetings of the Board of Directors. Only members of the Board of Directors and Advisors are permitted to attend Board of Directors meetings with the exception of staff and invited guests. Directors may participate by telephone or other electronic device provided that everyone at the meeting can hear each other. Any Director participating in such manner will be deemed to be in attendance at the meeting for the purposes of quorum.
- **Voting:** A vote on a motion of the Board of Directors can be passed successfully by a majority of a quorum of Directors to pass/defeat a motion.
 - **Advance Poll:** Prior to a vote being taken on any motion, which has been circulated prior to a Board meeting, any Director who knowingly will not be in attendance may submit a ballot, in writing via the Executive Director.
 - **Straw Vote:** In the event that an emergency vote must be called on an item requiring immediate action, the Chair or their designate may conduct a telephone/email vote of the Board. Every attempt must be made to allow Directors 24 hours to respond.
- **Minutes:** Minutes of the Board of Directors and Standing Committees (2) will be recorded by RTO 9 staff. All minutes will be available to the Board of Directors and/or respective Committees with the exception of matters dealt with in 'in camera' meetings. Minutes will be prepared within a maximum of 7 days following a meeting. Minutes will be approved by the meeting chair and then posted to the Organization's industry website for Directors' review. Board and Committee members will also receive an emailed copy of the minutes prior to a subsequent meeting. Directors are responsible to print copies of any material they wish to reference at meetings and are responsible to attend meetings well informed of the issues as presented on the agenda.
- **Agenda:** An Agenda will be sent to all Directors and non-voting board attendees a minimum of 5 business days prior to a meeting. The agenda will be prepared jointly between the Chair and the Executive Director.

6.2 Annual General Meetings

In the absence of a membership structure, it is the intent of the Organization to communicate actively and broadly to all potential interested parties and to work closely with the DMOs/DMPs to coordinate communications, publicize events and encourage businesses to participate as delegates at annual meetings or stand for nomination as members or Directors.

The Annual General Meeting (AGM) of the Organization will be held within 90 days after the end of the Organization's fiscal year (March 31st) in locations throughout the Region. The AGM will include:

- Chair's report
- Executive Director's report
- Financial and Auditor's Report
- Appointment/Reappointment of Auditors
- Election of Directors
- Other business

The rules of procedures for the AGM will follow Robert's Rules of Order except where varied by the General Operating By-Law.

6.2.1 Organization of AGM Governance & Nominations Committee

An AGM Governance & Nominations Committee will be organized 90 days prior to the AGM consisting of the Committee and other members of the Board of Directors as deemed necessary. The focus of the Committee is to ensure that the Board has broad representation from RTO 9 membership and that the Directors have the appropriate skills to offer informed judgement on Board policy and operations.

6.2.2 Notification and Advertising

Notification of the AGM and the process required for the submission of Applications to take place no later than 60 days prior to the AGM including vacancies. Advertising and notices are to be on the Organization's industry website as well as through local media. The deadline for acceptance of application will be 21 days prior to AGM. Applications will be available on the Organization's industry website or through contact with the Organization's office.

6.2.3 Applicants

Applications for becoming a Director must be in writing and be received by the Executive Director no later than 21 business days prior to the annual meeting. The Executive Director shall submit applications to the Governance & Nominations Committee who will confirm eligibility of the applications for acceptance/non-acceptance and advise the applicants accordingly. The report of the Committee shall be provided to each member of the Board of Directors 14 days prior to the AGM. A vote will take place following this procedure by all directors.

6.2.4 Voting

Each director will be entitled to one vote at each director meeting. No proxy votes will be accepted at director meetings.

6.2.5 Quorum

Fifty percent plus one member present at the AGM will constitute a quorum.

6.2.6 Date of Office

Directors so elected shall take office on the date of the AGM each and every year. Directors will sign a 'Consent to Act as a Director' form upon taking office.

7.0 Board Decision Making

7.1 In Camera Meetings

In camera meetings and in camera matters conducted during regular meetings will be held when issues and minutes should be kept confidential. The Board will meet in camera to address:

1. Sensitive matters about an identifiable individual that require Board discussion including identifying and resolving internal problems and other sensitive human resources issues;
2. Performance or remuneration of the Executive Director. In this instance, the results of the in camera session are to be communicated to the Executive Director as soon as possible by the Chair or Designate;
3. Matters that are, or may become the subject of litigation or are related to confidential legal, civil, or criminal matter;
4. To ensure the integrity and independence of key positions of governance and accountability.

Minutes will be taken during in camera meetings and held and filed separately from regular minutes. In camera minutes are confidential and will be saved in a secure digital location with restricted access (i.e. a password-protected folder), available to current Directors.

8.0 Board-Executive Director Relationship Policy

The organization recognizes the importance of a positive and effective relationship between the Board of Directors and the Executive Director. To ensure the success of the organization, the following policies will govern the Board-Executive Director Relationship:

- The Board of Directors has the authority to hire, employ, compensate and terminate the Executive Director (ED) of the organization.
- The roles and responsibilities of the ED are set out in a Job Description that is reviewed in conjunction with the annual review of performance.
- The ED is required to provide the Board with the information necessary to govern effectively, make informed decisions and monitor the overall performance of RTO 9 in achievement of strategic priorities. The ED must operate the organization in compliance with all applicable legislation.
- The Board of Directors will establish regular communication channels with the Executive Director to ensure alignment with organizational goals and objectives.
- The Board of Directors will ensure that the Executive Director is properly supported and has the authority to manage the organization's day-to-day operations.
- The ED reports to the Board as a whole; however, the Board may delegate authority for specific aspects of the relationship with the ED (e.g. performance reviews, hiring etc.) to a defined Board member or committee.
- In the event the ED wishes to address any concerns with direction provided by the Chair or Designate of the Board of Directors:
 - The ED can request a meeting with the Chair or Designate of the Board of Directors to discuss any concerns with direction provided.
 - If the ED is uncomfortable meeting with the Chair or Designate, they can request a meeting with another member of the Board of Directors.
 - The meeting should be scheduled as soon as possible, preferably within five (5) business days of the request.
 - The meeting should be held in confidence, and the concerns raised by the Executive Director should be treated seriously and respectfully. The Executive Director may bring a support person to the meeting if they wish.
 - The Chair or Designate, or another member of the Board of Directors, will listen to the Executive Director's concerns and work with them to find a resolution. If a resolution is not found, the Executive Director may request a meeting with the full Board of Directors to discuss their concerns. The Board of Directors will work with the Executive Director to find a resolution and will provide a written response to the Executive Director outlining any actions taken to address their concerns.

ED Compensation

- RTO 9 is committed to providing reasonable and competitive executive compensation in accordance with all applicable legislation and/or guidelines for executive compensation set out by the Government of Ontario.
- Executive compensation is intended to attract and retain high caliber executives with the experience and skills necessary to improve the overall performance of the organization. The total compensation program will be considered to be fair, equitable and easy to explain and administer. The Board will seek a balance between competitiveness and available resources.
- The Board of Directors will regularly review market-based compensation to determine the base salary range and any other benefits to be considered within a full executive compensation package.

ED Performance

- The Chair of the Board provides the ED with formal and informal feedback on a regular basis. On an annual basis, performance goals are set, and progress will be monitored. The Board of Directors annually assesses the performance of the ED by seeking formal feedback from the ED in a process led by the Executive Committee, as follows:
- A performance evaluation will be conducted by the Executive Committee three months after the initial hiring period and thereafter on an annual basis. The Executive Committee will prepare a draft evaluation to be presented to the Board for feedback and discussion (in an in-camera session), prior to being formally presented to the Executive Director.
- The Executive Committee will present the evaluation to the Executive Director for comments from the Executive Director (if any).
- Once ED comments are received, they will be presented to the Board again, in draft form, for further feedback and discussion (in an in-camera session).
- Once the Board has approved the evaluation with the ED's comments, it is finalized and will be presented to the ED.

Reference ED job description

9.0 Financial Planning and Reserves Policy

The organization recognizes the importance of sound financial management to the success of the organization. To ensure the long-term financial sustainability of the organization, the following policies will govern financial planning and reserves:

- The organization will develop a budget and a financial plan that is reviewed and approved by the Board of Directors annually.
- The organization will maintain an appropriate level of reserves, as determined by the Board of Directors.

- The board, on the advice of the Executive Director, shall establish one or more reserve or investment funds. In particular, the board shall authorize the establishment of:
 - A reserve fund that shall be an operating reserve. The reserve fund must have at least six (6) months of average operating costs including staff salaries.
 - One or more special purpose reserves
 - Guidelines (or policies) of the use of each reserve fund, how funds are to be set aside and invested and how often the board shall review their status.
- The Executive Director is responsible for internal and external financial reporting.
- The organization will ensure that all financial transactions are accurately recorded, and that financial statements are produced on a regular basis and reviewed by the Board of Directors.
- The organization will establish and maintain appropriate financial controls, including the use of internal and external audits.
- The organization will ensure that all financial activities comply with applicable laws and regulations.

10.0 Asset Protection and Risk Management Policy

The organization recognizes the importance of protecting its assets and managing risks associated with its operations. To ensure the protection of its assets and to minimize risks, the following policies will govern asset protection and risk management:

- The organization will identify and assess risks associated with its operations and develop appropriate risk management strategies.
- The Executive Director is responsible for assuring that the organization:
 - Operates with adequate fire, theft, and liability insurance in effect, and where the board has delegated this responsibility solely to the Executive Director, directors and officers' liability (D&O) insurance.
 - Operate with clear procedures for the safekeeping of key legal and contractual documents. HR records and incorporation-related and board meeting records.
 - Operates with procedures for backing up and off-site safekeeping of financial and other key computer records.
 - Has clear policies and procedures regarding asset management including but not limited to electronics, furniture, etc.
 - Has clear procedures regarding office access and security.
- The organization will comply with all applicable laws and regulations related to asset protection and risk management.

11.0 Board Succession Planning Policy

The organization recognizes the importance of effective Board leadership and continuity. To ensure the smooth transition of board leadership, the following policies will govern Board succession planning:

Board Succession

- The organization will maintain a succession plan that outlines the process for filling vacancies on the Board of Directors.
- The organization's Governance & Nominations Committee will be responsible for identifying and recommending potential board members.
- The organization will ensure that board members are properly trained and oriented to their roles and responsibilities.
- The organization will follow the term limits for board members as outlined in the policies and ensure that there is a proper balance of skills, experience, and diversity on the Board (see Board Recruitment Skills Matrix for reference).
- The organization will provide opportunities for board members to develop their skills and knowledge through training and professional development opportunities.

Executive Director Coverage

- In the planned absence of the ED, the ED is responsible for appointing an Acting ED. In the event of an unexpected absence of the ED, the Operations Manager assumes the role of Acting ED. Appointment of longer than two weeks requires the approval of the Board of Directors.
- In the event of a longer-term anticipated absence, the Board will appoint an Acting ED for the expected duration of the absence. The plan may be informed by and recommendations provided to the Board Chair by the ED.

Executive Director Succession Planning

- On an annual basis as part of the ED Performance review process, the ED and the Board Chair engage in a discussion about the planned exit of the ED. The ED identifies recommendations to the Board Chair including necessary skills and experience, potential internal candidates, talent development plans and communications.

12.0 Non-Discrimination Policy

What is Discrimination? Discrimination means any form of unequal treatment based on the *Human Rights Code* ground, whether imposing extra burdens or denying benefits. It may be intentional or unintentional. It may involve direct actions that are discriminatory on their face, or it may involve rules, practices or procedures that appear neutral, but disadvantage certain groups of people. Discrimination may take obvious forms, or it may happen in very subtle ways.

Even if there are many factors affecting a decision or action, if discrimination is one factor, that is a violation of this policy. The following policies will guide the organization:

- The organization will ensure that its policies, practices, and procedures promote diversity and inclusion. It will not discriminate against any individual on the basis of race, color, religion, sex, age, disability, or any other protected status.
- The organization will comply with all applicable laws and regulations related to non-discrimination.
- All employees and directors of the organization have a responsibility to act in good faith and be active participants in contributing to the creation and enhancement of a culture of respect, inclusion, civility, dignity and non-discrimination for the people with whom they work and/or volunteer. This requires taking action to deal with incidents of discrimination. All parties, at a minimum, are required to be open about concerns and listen to each other's point of view. Incidents of discrimination cannot be ignored and must be addressed.
- The organization has a duty to protect employees and volunteers from workplace harassment and discrimination and will conduct an investigation into the incident and complaint that is appropriate in the circumstances, in alignment with the policies detailed in the organization's Operational Policy Manual.

13.0 Whistleblower Protection Policy

Both the Board and senior management must adequately manage risk and cultural issues within the organization. As representatives of RTO 9, individuals must practice honesty and integrity in fulfilling their responsibilities and comply with all applicable laws and regulations. RTO 9's aim is to encourage employees and directors to report any Wrongdoing in good faith and in an environment free from victimization.

To encourage reporting of any suspected wrongdoing or violations of laws, regulations, or policies, the following policies will govern whistleblower protection:

- Wrongdoing can be reported in one of three ways – to an individual's direct manager and/or the ED, the board chair, or anonymously.
 - The organization will establish a confidential and anonymous reporting mechanism for whistleblowers to report any suspected wrongdoing, should they choose to do so anonymously.
- The organization will strive to protect whistleblowers from retaliation, harassment, or discrimination for reporting suspected wrongdoing.
- The organization will investigate all reports of suspected wrongdoing promptly and thoroughly and take appropriate corrective action.
 - Investigations of alleged Wrongdoing will be conducted in a manner that is confidential, fair and objective. The investigation processes will vary depending

on the nature of the alleged Wrongdoing and the amount of information provided. For a report to be investigated, it must contain sufficient information to form a reasonable basis for investigation.

- A staff member or director reporting anonymously should provide as much information as possible so as not to compromise the ability to fully investigate the report.
- The organization will maintain records of all whistleblower reports and investigations.
 - Where the report of Wrongdoing was not made anonymously, a Whistleblower will be informed of the outcome of the investigation. In cases where the Investigator has not substantiated the allegations, an appropriate explanation will be made to the Whistleblower, subject to any privacy and confidentiality rights.

14.0 APPENDICES

- A Application for the Board of Directors and Standing Committees**
- B Consent to Act as Director**
- C Membership Statement and Code of Conduct**
- D Confidentiality Agreement**
- E Evaluation Criteria for Board and Standing Committee Members**
- F Procurement Policy**
- G Project Review Evaluation Form Proposals of Service**
- H Executive Director Job Description**
- I Expense Reimbursement Policy**
- J Expense Claim Form**
- K Confidentiality Agreement – Task Team Members**
- L Confidentiality Agreement – Project Reports**
- M Executive Committee Terms of Reference**
- N Finance and Audit Committee Terms of Reference**
- O Governance and Nominations Committee Terms of Reference**

Application for the Board of Directors of RTO 9

RTO 9 is an industry led volunteer not-for-profit organization responsible for providing direction to support its mandate to help grow tourism across Region 9, South Eastern Ontario. For further information on Region 9, visit www.RTO9.ca.

The Board of Directors is structured to provide for balanced representation from across the region among key tourism sectors, as well as private and non-private industry stakeholders. Directors are expected to have relevant board and/or management experience, leadership, skills and qualifications that would recommend them as officers of a non-profit organization. According to RTO 9 bylaws, elected officials are ineligible to serve on the RTO 9 Board. Directors on the Board of Directors must be Canadian citizens and 18 years of age. Directors must represent a business, corporation or organization of the tourism industry located in Region 9. Positions are allocated on a regional basis with a diversity of experience of skills and qualifications as per the RTO 9 General Operating Bylaws. Board recruitment will be focused on specific skills and competencies and geographical considerations as follows:

- 3 Western Region Representatives
- 3 Central Region Representatives
- 4 Eastern Region Representatives
- 3 At-Large Representatives

This application form is designed to help qualify and identify candidates to serve on the Region 9, Board of Directors.

- Successful candidates will serve on the Board of Directors in a voluntary capacity.
- Successful candidates will serve a term of three years on the Board of Directors unless filling a Board seat that has been vacated during its term.
- Applications will be kept in confidence and only be reviewed by the Executive Director and the Governance & Nominations Committee.

Do you accept the objects for which RTO 9 (South Eastern Ontario) was formed and endorse its mandate as follows:

- ✓ Coordinating the diverse interests of the tourism industry within Region 9 in order to build and support a competitive tourism region through marketing and destination management;
- ✓ Partnering with established and recognized tourism organizations and entities within the region moving forward in the spirit of cooperation and collaboration;
- ✓ Attracting and sustaining growth of tourism visitation, revenues and investment in Region 9;
- ✓ Revitalizing and enhancing the economic and workforce development on behalf of the residents, communities and industries in the region;
- ✓ Establishing and implementing plans to enhance the tourism offerings for destinations within region 9 through intentional destination development;
- ✓ Establishing and implementing plans to market the tourism products and experiences within Region 9 including the physical, natural, cultural resources and built facilities that inspire individuals and groups to visit the region;
- ✓ Emphasizing tourism development and marketing activities designed to attract new markets and users to the region;
- ✓ Maintaining and supporting existing tourism brands within Region 9 that have established levels of awareness through previous destination marketing and product development investments;
- ✓ Supporting brands that generate significant revenues for tourism business in the region and support, explore and evaluate the growth potential of emerging brands that would support increased market growth, positioning and visitor revenues;
- ✓ Achieving and maintaining balanced representation where no one destination, organization or sector dominates the organization for its own purpose and/or gain; and
- ✓ Fully engaging the participation of the tourism industry, provincial and municipal governments and active stakeholders within Region 9.

☐ I accept the above objects

☐ I do not accept the above objects

Availability: this is an exciting opportunity to be part of an active, strategic organization that will shape the future of tourism in South Eastern Ontario. ***Directors are expected to contribute time to attend monthly meetings and additional hours as required for project work and strategic planning sessions, in addition to task teams and special event committees.*** Are you able to commit to this level of effort?

☐ Yes

☐ No

Interested individuals should complete the accompanying application form.

1. Personal Information

Name	
Home Address	
City/Town	
Telephone – Home	
Telephone – Cell	
Email	

2. Business Information

Occupation	
Title/role	
Name of Organization	
Address of Organization	
Business Telephone	
Business Email	

3. Which of the following best describes your primary occupation or interests?

- ☐ Private
- ☐ Not-Private Sector (not-for-profit or government organization)
- ☐ Other – please describe _____

4. Please indicate all tourism sectors in which you have experience – use “C” to indicate current experience and “P” for past experiences.

Accommodations		Festivals/Events		Indoor/ Outdoor Recreation/	
Arts and Culture		Golf		Winter Activities	
Outdoor Adventure		Event and Meetings		Meetings and Conventions	
Attractions		Agritourism		Municipalities	
B&B		Fishing		Museums/Art Galleries	
Camping		Food and Beverage		Parks and Trails	
Catering		Halls and Auditoriums		Shopping/ Retail	
Chambers/BIA		Heritage		Theatre	
Cycling		Information Centres		Tour Operators	
Culinary		Wine and Beer		Transportation	
Dining		Leisure Services		Sports	
Education		Boating/Cruising		Other (specify below)	
Entertainment		Marinas			

Other: (please specify)

5. RTO 9 is looking for a range of experience and expertise in the areas of product/experience development and marketing. Please provide examples of how you have contributed (through work or volunteer efforts), or how your experience/expertise could assist RTO 9 in fulfilling its mandate, which is to advance the region in terms of tourism development:

- a) Tourism development and training
- b) Attraction of tourism investment
- c) Tourism product development
- d) Marketing and Public Relations in respect of tourism

6. Do you have prior experience as a member of a Board of Directors, particularly for a not-for-profit organization?

☐ Yes

☐ No

If yes, please list your experience and include current and past private or public sector boards on which you served.

7. Please indicate the types of skills and competencies you would bring to RTO 9 Board of Directors – please indicate with an “X”.

Executive Management		Education/Academic	
Government Relations		Communications	
Research		Accounting/Finance	
HR/Labour/ Workforce Development		Economic Development	
Legal		Advocacy	
Strategic Planning		Tourism/Hospitality	
PR/Marketing		Sanitation	
Transportation		Other (please elaborate below)	

Other (please specify)

8. Do you have business management experience i.e., where you were/are responsible for overall annual results, an annual operating budget and management of staff?

☐ Yes

☐ No

9. What motivates you to be a Director of RTO 9? What benefits will you bring to the region's tourism industry as a member of the organization?

10. Have you been involved with RTO 9 in any capacity to date?

☐ Yes

☐ No

If yes, please list:

11. List 2 references that support your appointment to the Board of Directors. References must not currently serve on RTO 9 Board of Directors, work for RTO 9, work for you under your supervision, or is in a conflict of interest in any other way. By providing these references, you are giving RTO 9 permission to contact for a reference.

1. Name _____ Email _____

Telephone _____

Title/business/organization _____

2. Name _____ Email _____

Telephone _____

Title/business/organization _____

Other comments (optional):

Signature _____ Date _____

Return completed form to:

Bonnie Ruddock, Executive Director

Region Tourism Organization 9

829 Norwest Road, Suite 403

Kingston, Ontario

K7P 2N3

bruddock@region9tourism.ca



Appendix B

REGION 9 REGIONAL TOURISM ORGANIZATION CONSENT TO ACT AS A DIRECTOR

The undersigned, a resident Canadian, hereby consents to act as a director of **REGION 9 REGIONAL TOURISM ORGANIZATION** such consent to take effect immediately and I hereby acknowledge and declare that:

1. I am 18 years of age or older and either:
 - (a) A Canadian citizen; or
 - (b) Have been lawfully admitted to Canada for permanent resident;and am ordinarily resident in Canada.
2. I undertake to advise the Corporation in writing of any change in such citizenship, residence or status of lawful admission for permanent residence forthwith after such change.

Dated: _____

Term of Office: _____

Print

Signed

Witnessed

Membership Statement and Code of Conduct

RTO 9 Board of Directors

This is to certify that the undersigned accepts the conditions of membership in Region 9 Regional Tourism Organization (RTO 9) and wishes to participate as a director of the Organization. I am in agreement with the goals and guiding principles of the Organization including all by-laws and regulations. I am over the age of 18 years and am a Canadian citizen and am a representative of a business, corporation, organization, association in the tourism industry within the boundaries of Region 9. I accept the objects for which RTO 9 was formed and endorse its mandate as follows:

- ✓ Coordinating the diverse interests of the tourism industry within Region 9 in order to build and support a competitive tourism region through marketing and destination management;
- ✓ Partnering with established and recognized tourism organizations and entities within the region moving forward in the spirit of cooperation and collaboration;
- ✓ Attracting and sustaining growth of tourism visitation, revenues and investment in Region 9;
- ✓ Revitalizing and enhancing the economic and workforce development on behalf of the residents, communities and industries in the region;
- ✓ Establishing and implementing plans to enhance the tourism offerings for destinations within region 9 through intentional destination development;
- ✓ Establishing and implementing plans to market the tourism products and experiences within Region 9 including the physical, natural, cultural resources and built facilities that inspire individuals and groups to visit the region;
- ✓ Emphasizing tourism development and marketing activities designed to attract new markets and users to the region;
- ✓ Maintaining and supporting existing tourism brands within Region 9 that have established levels of awareness through previous destination marketing and product development investments;

- ✓ Supporting brands that generate significant revenues for tourism business in the region and support, explore and evaluate the growth potential of emerging brands that would support increased market growth, positioning and visitor revenues;
- ✓ Achieving and maintaining balanced representation where no one destination, organization or sector dominates the organization for its own purpose and /or gain; and
- ✓ Fully engaging the participation of the tourism industry, provincial and municipal governments and active stakeholders within Region 9.

I also acknowledge that the goals and pillars of RTO 9 may be subject to change as ministry priorities or regional situations evolve.

Code of Conduct for the Board of Directors

The members of the Board of Directors of Region 9 Regional Tourism Organization (the Organization) acknowledge and accept the scope and extent of our duties as members. We have a responsibility to carry out our responsibility in the interests of all RTO 9 stakeholders, partners and members, within the scope of our authority and consistent with our fiduciary duties and our governance documents. Directors are accountable to exercise the powers and discharge the duties of their office honestly and in good faith. The Board of Directors has adopted the following Code of Conduct, and our Directors are expected to adhere to the standards of loyalty, good faith, and the avoidance of conflict of interest that follow: **Directors will:**

- Act in the best interests of, and fulfill their fiduciary obligations to, all RTO 9 stakeholders, partners and members;
- Act honestly, fairly, ethically and with integrity;
- Conduct themselves in a professional, courteous and respectful manner;
- Comply with all applicable laws, rules and regulations;
- Act in good faith, responsibly, with due care, competence and diligence, without allowing their independent judgment to be subordinated;
- Act in a manner to enhance and maintain the reputation of the Organization;
- Disclose any potential conflicts of interest, including those that they may have regarding any matters that may come before the Board, and abstain from discussion and voting on any matter in which they have or may have a conflict of interest;
- Make available to and share with fellow Directors information as may be appropriate to ensure proper conduct and sound operation of the Organization and its Board of Directors;
- Respect the confidentiality of information relating to the affairs of the Organization acquired in the course of their service as Directors, except when authorized or legally required to disclose such information; and
- Not use confidential information acquired in the course of their service as Directors for their personal advantage.

A Director who has concerns regarding compliance with this Code should raise those concerns with the Chair of the Board, who will determine what action shall be taken to deal with the concern. In the extremely unlikely event that a waiver of this Code would be in the best interest of the Organization, it must be approved by the Board of Directors. Directors will annually sign a confirmation that they have read and will comply with this Code.

I confirm that I have read and will comply with this Membership Statement and Code of Conduct.

_____	_____
Member	On behalf of RTO 9
_____	_____
Date	Position within RTO 9



Appendix D

Confidentiality Agreement – RTO 9

Board of Directors and Standing Committee Members

This CONFIDENTIALITY AGREEMENT is made between the undersigned (RTO 9 Representative) as a Director on the Board of Directors and/or a member of a Standing Committee and Region 9 Regional Tourism Organization RTO 9 (the Organization). The undersigned agrees to the terms of this agreement:

1. The RTO 9 Representative will treat all sensitive and non-public information, identified as being confidential, which comes to their attention in the course of association with the Organization as confidential to RTO 9, its Board and Committees. The RTO 9 Representative will take all reasonable steps to preserve the confidentiality of such sensitive information including financial details. In particular, the RTO 9 Representative will disclose the information only to members of RTO 9 or its clients who have a legitimate right to know the information.
2. The RTO 9 Representative will not use any such information for their own pecuniary benefit or for the benefit of any person who is not entitled to receive it. The RTO 9 Representative acknowledges that such information is and shall remain the property of RTO 9.
3. Any programs, discoveries, inventions or similar items which the RTO 9 Representative is involved in using facilities and property provided by RTO 9 in the course of working with the Organization are and shall remain the property of RTO 9. The RTO 9 Representative hereby assigns to RTO 9 all of their rights in such things including patent, copyright, trademark or other industrial property rights, and waives any such moral rights.

RTO 9 Representative Name: _____

Position within the Organization: _____

Signature: _____

Date: _____

Appendix E

Evaluation Criteria for Directors and Standing Committee Members

Name of Candidate: _____

Sub Region: _____

Private Sector _____ Public Sector _____

All questions relate to the “Application for the Board of Directors of RTO 9”.

Q	Subject Area	Points Available	Points Awarded	Comments
	Signed agreement with objects	Yes/No		Mandatory Yes
	Availability of time	Yes/No		Mandatory Yes
4	Experience in tourism sectors	15		
5	Experience: tourism development & training, attraction of tourism investment, tourism product development, marketing and public relations (tourism)	20		
6	Board experience	15		
7	Skills and competencies to bring to the Board/Committee	15		
8	Business Management experience	10		

9 Motivation. Why do you want to serve? 15
What will you bring to the organization/
region?

10 Previous involvement with RTO 9 10

Total /100

References:

Reference checks completed:

1. Name and organization: _____

Date: _____

2. Name and organization: _____

Date: _____

Nominations Committee Representatives:

(Name & Signature)

(Name & Signature)

Procurement Policy – RTO 9

The following principles will govern purchasing and procurement by RTO 9:

- Good value for money spent is a priority for RTO 9.
- The Transfer Payment Agreements with the Ministry of Tourism, Culture and Gaming requires that RTO 9 must undertake a competitive process for purchases of any value
- The intent of a good tendering process is to ensure:
 - Value for money;
 - The receipt of appropriate services; and,
 - The use of a transparent competitive process to identify the best person/organization to deliver the services/supplies required.
- In carrying out a competitive process RTO 9 will:
 - Develop a clear description of the product/service sought which includes sufficient information up front; and,
 - Apply consistent and objective evaluation criteria to all quotes.
 - Consider best value criteria including bid/project cost, experience, quality, services, etc.
 - The lowest price does not always mean the best value.
- All processes around any procurement will be documented.
 - Under \$5,000 requires a note to file indicating a 'search' for best value for dollar was completed – i.e.: phone, web, committee review, etc.
 - Where the purchase price exceeds \$5,000, RTO 9 must obtain a minimum of three written quotes
- Request for Proposals (RFP's) should be posted and distributed as widely as possible to ensure multiple submissions by qualified vendors are received by the closing date. RFP closing deadline dates should allow for as much time as possible to encourage qualified vendors to make a submission. RTO 9 considers the RFP period should be no less than 10 - 14 days and preferably longer.
- RTO 9 must ensure that a related Transfer Payment Agreement with the Ministry is signed and in effect before contracting with suppliers.

It is the best interest of RTO 9, during its procurement processes, to:

- Purchase products that minimize toxins, hazards and environmental impacts to visitor, employee, and community safety, and to take into consideration product efficiency, effectiveness, and durability to reduce waste.
- Purchase products that reduce greenhouse gas emissions in their production, shipping, use and discard, as well as by purchasing locally.
- Purchase products that include recycled content, conserve energy and water, use unbleached or chlorine-free manufacturing processes, are lead and mercury-free, etc.
- Purchase products that are locally sourced, and whenever possible, produced by minority, Indigenous, and/or women-owned vendors.

Project Review Evaluation Form

Proposals of Service

Project: _____

RFP #: _____ **Date of Review:** _____

Name of Vendor: _____

Name of Reviewer: _____

The following criteria will be used to select a successful vendor:

- Demonstrated knowledge and relevant experience in RTO 9
- Quality of written proposal and understanding of the assignment
- Organization and adequacy of proposed work plan
- Proposed fees and total cost of proposal
- Extent of work proposed in relation to costs
- Expertise and relevant experience and time contribution of the project team members
- Satisfactory references related to involvement in similar type of projects

<u>Evaluation Criteria</u>	<u>Maximum Points</u>	<u>Points Awarded</u>
<u>Management Approach Maximum (10)</u>		
Project Management and Communications	5	
Quality Control, Assurance and Management	5	
<u>Consultant Team Maximum (20)</u>		
Resource Availability	10	

Demonstrated Knowledge, References and Relevant Experience	10	
Proposal Specifics Maximum (70)		
Understanding of Project	10	
Methodology	25	
Added Value	5	
Costing	15	
Schedule, Milestones and Overview of Deliverables	5	
Proposal Quality & Clarity	10	
Total	/100	

Appendix H

Executive Director Job Description

Job Title: Executive Director

Reports to: RTO 9 – Board of Directors

Location: Kingston, Ontario

Position Summary:

Reporting to the RTO 9 Board of Directors, the Executive Director will be responsible for leadership to implement the RTO 9 strategic directions and the development and implementation of annual business operational plans that include initiatives and programs to grow visitation revenues and positively influence the growth of investment within the Region. These initiatives and programs include but are not limited to research and planning, marketing, product development, workforce development and investment attraction.

Position Responsibilities:

1. Participates in the development and implementation of RTO 9 strategic plan alongside the Board of Directors.
2. Responsible for the development and Ministry approval of the annual business plan.
3. Liaises with the Ministry of Tourism, Culture and Gaming on behalf of RTO 9 in the fulfillment of Transfer Payment Agreements and any reporting requirements, as well as any/all committees/task forces as required by the Minister of Tourism, Culture and Sport.
4. Manage the implementation, budget and reporting for initiatives within all TPA's received from the Ministry of Tourism, Culture and Gaming. Additionally, any other TPA's/Agreements as required.
5. Liaises with various government agencies (DO), associated partners (TIAO/TIAC) and industry stakeholders to facilitate and expedite tourism projects and initiatives that are undertaken within the business operational plan.
6. Oversees the governance and nominations and the finance committees, and the programs and initiatives undertaken.

7. Responsible for all financial aspects of the organization. Provides all documentation to the bookkeeper for bi-weekly preparation of payables, reconciliation of bank statement, credit card and quarterly HST filing. Ensures the auditor receives all required documents to complete a clean audit annually for the organization.
8. Provides day to day leadership and supervision of staff and volunteers. Conducts performance appraisal for staff and implements or facilitates required educational or training programs.
9. Reviews and evaluates all Partnership Fund applications and oversees staff's day to day with partners to ensure that projects are adhering to established guidelines.
10. Works directly with the Agency of Record to ensure deliverables are met and budget is adhered to.
11. Responsible for all contracted tools, services, and suppliers (IT, cellphones, domain and URL hosting, marketing, insurance and digital library). Ensures that staff have required equipment to complete their jobs.
12. Prepares and distributes (via RTO9.ca.) all Board meeting documents, including preparation of the agenda in coordination with the Board Chair.
13. Facilitates the organization of the RTO 9 Board of Directors Annual General Meeting in accordance with the RTO 9 bylaws. Ensures orientation to new Board members following AGM. Ensures that the Policy and Procedures manual is reviewed annually and updated as required.
14. Sits on other regional/provincial Boards and attends ad-hoc committee meetings/business working groups when required.
15. Other related duties, as requested or required.
16. Protects own health and health and safety of others by adopting safe work practices, reporting unsafe conditions immediately, and attending all relevant in-services regarding occupational health and safety. Follows all guidelines for employees and employers as legislated under the *Ontario Health and Safety Act*.

Qualifications:

- Post-secondary education related to business administration / marketing and/or tourism and hospitality management or combined with a minimum of five (5) years' experience, or an acceptable combination of equivalent experience or education.
- Industry knowledge within the tourism / hospitality sector and an understanding of regional and provincial political dynamics.
- Proven ability to build effective working relationships with diverse stakeholder groups including industry, government, and community leaders.

- Experience and proven record in promoting and marketing new programming initiatives to industry stakeholders.
- Knowledge and experience in both grant and research proposal preparation along with reporting and measurements management.
- Superior English language communication skills including presentation and document writing.
- Excellent planning, conflict resolution and problem-solving skills.
- Experience in managing staff through project specific initiatives.
- Strong analytical, marketing, interpersonal and project management skills.
- Proficient in word processing, spreadsheet and internet applications
- Knowledge of budgeting and basic accounting.
- Ability to work flexible hours, including some evenings and weekends.
- Must be willing to travel frequently to locations within the geographic location of Region 9.
- A valid and current driver's license and use of a vehicle is required.

Expense Reimbursement Policy – RTO 9

The following principles will guide expense reimbursement and expenditures by RTO 9 Directors and members of Standing Committees:

RTO 9 assumes no obligation to reimburse Board/Committee members for expenses that are not in compliance with this policy. Individuals travelling and attending functions on behalf of RTO 9 should exercise good judgement with respect to incurring expenses and related expenses must be deemed to be reasonable, appropriately documented and properly authorized. All expenses must be within budget.

If an individual attends approved job related business meetings, training sessions, seminars, workshops, conventions and conferences, all allowable expenditures will be reimbursed. Original receipts are required for all expenses unless otherwise noted. Subject to approval, the following expenses may be reimbursed:

- Registration fees – will be paid in accordance with the schedule established with the function on an actual cost basis. Registration fees for conventions and conferences will be paid for in advance by RTO 9 where possible. If the registration fee is paid by the individual, full reimbursement shall be made. Registration fees for a spouse or family member will not be paid except as authorized.
- Transportation costs - will be reimbursed as follows:
 - Air, rail or bus fare with the lowest price available at the time of booking
 - Parking
 - Travel cancellation insurance
 - Incidental travel by taxi, subway, bus
 - Rented automobile expenses for travel to and from a function, provided the expenses do not exceed the cost of taxi fares for the same purpose
 - Mileage allowance will be paid for the use of a personal motor vehicle. When travel exceeds 200 KM round trip/per day, use of a rental car is required (when possible). If the individual chooses a more expensive means of transportation, the most economical equivalent charges will be allowed. The mileage rate is set at .62 per kilometre.
 - Efforts should be made to share travel costs where more than one person is travelling to the same destination

- Accommodations – if an overnight stay is required, accommodations may be reimbursed at a rate in accordance with the room rates charged for the function or at the hotel's corporate/government rate for a standard room, whichever is less.
- Meals and Miscellaneous – meal expenditures for which reimbursement will be made will include the following:
 - Meals while travelling on behalf of RTO 9
 - Meals required by reason of overtime over 2 hours or where circumstances warrant
 - Meals for persons other than RTO 9 staff/Board/Committee members at the discretion of a Director or the Executive Director
 - Meals at meetings hosted by RTO 9 as approved by the Board or Executive Director
 - If a function requires an individual to be present both before and after lunch and/or dinner period, meal expenses will be reimbursed up to the following limits including taxes and gratuities with original receipts:

▪ Breakfast	\$15.00
▪ Lunch	\$30.00
▪ Dinner	\$55.00
 - If an overnight stay is required, meals and miscellaneous expenses can be reimbursed on a per diem basis rather than an individual basis at the rate of \$100 per day to cover daily expenses plus expenses that might not normally be covered. The daily rate is based on a 24-hour day and not a working day basis, calculated from the time of leaving for the function until the time of arrival home to the nearest half day. Where some meals are provided at the function the per diem rate will be reduced by the individual meal rate allocation.
- Out of Province Conferences and Events – subject to the approvals outlined in this policy, all conferences or events outside the Province of Ontario must be approved by RTO 9 and included in the annual budget.
- Reimbursement – requests for reimbursement of expenses are to be made on the RTO 9 expense claim form and submitted within 30 days of the meeting, activity or function. With the exception of per diem paid, receipts must accompany all other expenses submitted for reimbursement. Expenses incurred by a spouse or companion will not be paid by RTO 9. Alcohol is not a reimbursable expense.



Appendix K

Confidentiality Agreement – RTO 9

Task Team Members

This CONFIDENTIALITY AGREEMENT is made between the undersigned as a Task Team Member and Region 9 Regional Tourism Organization RTO 9 (the “Organization”).

The undersigned agrees to the terms of this agreement:

1. The Task Team Member will treat all sensitive and non-public information which comes to their attention in the course of association with the Organization as confidential to RTO 9, its Board and Committees. The Task Team Member will take all reasonable steps to preserve the confidentiality of sensitive information including financial details. In particular, the Task Team Member will disclose the information only to members of RTO 9 or its clients who have a legitimate right to know the information.
2. The Task Team Member will not use any such information for their own benefit or for the benefit of any person who is not entitled to receive it. The Task Team Member acknowledges that such information is and shall remain the property of RTO 9.
3. Any programs, discoveries, inventions or similar items which the Task Team Member is involved in using facilities and property provided by RTO 9 in the course of working with the Organization are and shall remain the property of RTO 9. The Task Team Member hereby assigns to RTO 9 all of their rights in such things including patent, copyright, trademark or other industrial property rights, and waives any such moral rights.

Task Team Member Name: _____

Project: _____

Signature: _____

Date: _____



Appendix L

Confidentiality Agreement – RTO 9 Project Reports

This CONFIDENTIALITY AGREEMENT is made between the undersigned as a recipient of a RTO 9 Project Report (Recipient) and Region 9 Regional Tourism Organization RTO 9 (the Organization).

The undersigned agrees to the terms of this agreement:

1. The Recipient will treat all sensitive and non-public information which comes to their attention resulting in the receipt of a RTO 9 Project Report as confidential to RTO 9, its Board and Committees. The Recipient will take all reasonable steps to preserve the confidentiality of sensitive information including financial details. In particular, the Recipient will disclose the information only to members of RTO 9 or its clients who have a legitimate right to know the information.
2. The Recipient will not release the document to anyone other than specifically requested to RTO 9 below; all Recipients of a committee or group wishing to view the Project Report will be required to sign a Confidentiality Agreement and return it to RTO 9 before the release of the document.
3. Under no circumstances will the document be released to anyone residing outside of RTO 9 without the express consent of the Organization through the Executive Director.
4. The Recipient will not use any such information for their own benefit or for the benefit of any person who is not entitled to receive it. The Recipient acknowledges that such

information is and shall remain the property of RTO 9 and is to be used for product development and marketing initiatives within RTO 9.

Recipient Name: _____

Project Report: _____

Reason for Request: _____

(Please note that ALL members with access to the Project Report must sign a Confidentiality Agreement)

Signature: _____ Date: _____

Appendix M

Executive Committee

Terms of Reference

BOARD OF DIRECTOR GOVERNANCE MANUAL

Name of Policy: Executive Committee Terms of Reference	Date Approved:	May 14, 2024
	Director Responsible:	Cheri Kemp-Long
	Date for Review:	Annual Review
	Applicability:	Board of Directors

PURPOSE

To identify the role and responsibilities of the Executive Committee.

POLICY

Role:

The Executive Committee acts on behalf of the Board when calling a Board Meeting is not possible, or when there are extenuating circumstances. The Executive Committee will meet as needed to perform the duties outlined below; it is not however, their role to review the work of other Board Committees prior to submission to the Board.

Responsibilities

1. Executive Responsibilities

- Bi-weekly review and approval of payables
- Provide the finance committee with a report of the payables monthly
- Act on behalf of the Board when calling a Board meeting is not possible, or under extenuating circumstances with all recommendations going to the Board

- At the direction of the Board, co-ordinate the preparation of the Executive Director performance review, share the results of the review with the Board and then present results to the Executive Director
- Design and implement Executive Director succession planning
- Co-ordinate the hiring of a new Executive Director, including
 - selecting a search firm
 - determining competencies and qualifications
 - interviewing potential candidates once vetted by the search firm
 - bringing the name of the recommended candidate to the Board for approval
 - keeping the Board apprised of the process with regular in-camera sessions
- Negotiate an employment contract with the Executive Director
- Negotiate and monitor performance goals with the Executive Director
- Handle other confidential or sensitive matters that arise
- Be available to the Executive Director as a resource for extenuating situations/circumstances
- Compiling and scheduling of RTO 9 plans (strategic planning/Board meetings schedules, Ministry submissions)
- Advise the Nominations and Governance Committee with respect to Board succession planning
- Receive a staff report on human resources

2. Accountability

- Minutes of the Executive Committee will be recorded, and all recommendations will be presented to the Board for approval
- The minutes of the Executive Committee will be kept in secure repository accessed only by the Board Chair or Vice Chair
- Electronic storage of minutes of Executive Committee will be through a secure portal with password protection on the website, accessible to all Board Members
- In Camera Meetings

Decision Making

The Executive Committee will report and make recommendations to the Board of Directors regarding the matters it addresses. The Executive Committee will seek ratification from the Board of Directors for decisions made between Board meetings.

Composition

- Chair, Vice-Chair, Treasurer. The Past Chair, if available, may serve a one-year term following his/her term as Chair
- The current Board Chair will act as the Chair of the Committee
- The Executive Director will attend meetings at the direction of the Committee

Quorum

The majority of Committee Members.

Frequency of Meetings

The Committee will meet a minimum of two times per year at the call of the Chair.

Finance and Audit Committee Terms of Reference

BOARD OF DIRECTOR GOVERNANCE MANUAL

Name of Policy:	Date Approved:	January 9, 2024
Finance and Audit Committee Terms of Reference	Director Responsible:	Kevin Lajoie
	Date for Review:	Annual Review
	Applicability:	Board of Directors

PURPOSE

To identify the role and responsibilities of the Finance and Audit Committee.

POLICY

Role:

To oversee the effective and efficient use of the Regional Tourism Organization 9's (RTO 9) financial resources in accordance with the vision, mission, and strategic priorities established by the Board. To act on behalf of the Board of Directors in overseeing all material aspects of the RTO 9's financial reporting, internal controls and the audit of the annual financial statements to ensure adequacy in supporting the mission and vision of the Organization.

Responsibilities:

1. Strategic Matters:

- Review the RTO 9's strategic plan from a financial perspective and make any recommendations to the Board, ensuring alignment.
- Review the long-term capital plan in the context of the RTO 9's strategic priorities and make recommendations to the Board.

2. Budget Planning and Oversight:

- Ensure there are appropriate processes in place for the development of the RTO 9's operating and capital plans, and budgets.

- b. Review the annual budget, ensure alignment with annual planning and recommend approval to the Board, as appropriate.
- c. Oversee the RTO 9's value for money initiatives to ensure effective, efficient and economic use of RTO 9's resources.

3. Risk Management

- a. Oversee management's establishment of an adequate system of internal controls to mitigate financial risks and ensure a strong internal control environment exists.
- b. Consider the potential for management's override of controls or other inappropriate influence over the financial reporting process.
- c. Inquire into the condition of the books and records and the adequacy of resources committed to the accounting function and internal controls.
- d. Review the adequacy of the RTO 9's insurance coverage annually.
- e. Advise the Board that all the distributions were properly made in accordance with the various RTO 9 and regulations (i.e. statutory remittances, tax returns, other government reports, etc.)
- f. Understand the corporation's risks relating to inaccurate financial reporting and review management's response to these risks.
- g. Consider the financial reporting implications of any risks identified.

4. Financial Reporting:

- a. Oversee the selection of accounting policies used in the preparation of the RTO 9's financial statements, including consideration of relevant alternatives.
- b. Quarterly, review the RTO 9's actual operating results and capital spending against budgets and predetermined performance indicators, and monitor management's plans to address significant variances.
- c. Review quarterly forecasts.

5. Audit Responsibilities: (Note: meeting designated for audit purposes may include the addition of sessional members at the direction of the Board)

- a. Review the planning for the external audit with the auditors and provide input as necessary, including recommending the audit fee to the Board of Directors.
- b. Confirm the independence of the auditors.
- c. Review RTO 9's audited financial statements and make an appropriate recommendation to the board of directors about their approval.
- d. Review with the external auditors the results of the audit. Enquire if there were any difficulties or disputes with management, any significant changes in the audit plan, and any significant changes in accounting policies and/or any management estimates that required significant judgement.
- e. Review the auditor's comments with respect to accounting systems and internal control weaknesses and, if appropriate, determine whether steps have been taken to overcome them.
- f. Meet with the auditors without management present.
- g. Recommend the re-appointment (or replacement) of the external auditors and the amount of their compensation.
- h. Issue and Request for Proposal for auditing services at least once every five years.

6. Asset Management and Financial Transactions:

- a. Review banking facilities at least annually.
- b. Review investment policies at least annually.

- c. Monitor investment results quarterly.
- d. Ensure management has processes in place to comply with legislation affecting financial transactions.

7. Other:

- a. Provide guidance and/or direction to the senior staff members on decisions impacting the financial position of RTO 9.
- b. Annually, review the terms of reference for the Finance and Audit Committee and make recommendations to the Governance and Nominations Committee.
 - i. Annually review the expenses of the ED and report to the Board of Directors.

8. Decision Making:

The Finance and Audit Committee will report and make recommendations to the Board of Directors regarding the matters it addresses.

	Status	Quorum	Voting
Treasurer of the Board of Directors (serving as Committee Chair)	Member	Yes	Yes
Two or more Directors	Members	Yes	Yes
Up to 3 volunteers at the discretion of the Committee that prioritizes relevant skills and expertise	Members	Yes	Yes
ED (or equivalent staff role)	Support	No	No

Quorum

The majority of Committee Members.

Frequency of Meetings:

The committee will meet one week prior to the regularly scheduled Board of Directors meetings.

Governance and Nominations Committee Terms of Reference

BOARD OF DIRECTOR GOVERNANCE MANUAL

Name of Policy: Governance and Nominations Committee Terms of Reference	Date Approved:	March 12, 2024
	Director Responsible:	Cale Fair
	Date for Review:	Annual Review
	Applicability:	Board of Directors

PURPOSE

To identify the role and responsibilities of the Governance and Nominations Committee.

POLICY

Role:

To support the board in developing and maintaining good governance practices and to present nominees for appointment as directors.

Responsibilities:

1. Strategic Matters:

- Review and recommend to the board any proposed major changes to current governance processes, based on RTO 9's performance, legislative changes and/or trends in governance best practices.
- Assess the skill set of the current board using the skills matrix to identify any gaps in skills and expertise that are needed to achieve the board's strategic plan.

2. Governance Processes:

- Monitor compliance with applicable regulations, legislation, and by-laws and report findings to the Board.
- Review and recommend any changes to RTO 9's by-laws.

- c. Develop, recommend and maintain governance policies to promote effective functioning of the board and its committees.
- d. Make recommendations to the board concerning: board composition, board size, board structures, board committees, board policies and procedures and board attendance.
- e. Review the board's policies with respect to the openness of board meetings and the transparency of board and committee minutes.
- f. Maintain a current board policy manual.
- g. On an annual basis review the Terms of Reference for the Nominations and Governance Committee and ensure that each of the Board's committees have reviewed their terms of reference.
- h. Conduct an annual evaluation of board performance, and report results to the Board.
- i. Provide advice and counsel to the board chair regarding ways to enhance board performance and engagement.
- j. Plan and schedule annual general meeting.

3. Board Recruitment:

- a. Recommend board recruitment and selection methods, including the criteria for board membership.
- b. Conduct the recruitment process to select nominees to be elected as directors of the board.
- c. Assess candidates for nomination based on skills and competencies, considering any gaps identified within the current board complement.
- d. Recommend re-election of directors to the board, giving consideration to their:
 - i. Skills, competency, and expertise, and
 - ii. Record of attendance and level of participation.
- e. At the annual meeting, nominate the individuals recommended by the board for election/re-election as directors.
- f. Provide advice to the board with respect to membership on board committees and mentoring of board members.
- g. Review and make recommendations to the board regarding the appointment or removal of members in midterm, as necessary.
- h. Oversee a succession planning process for officers of the board.
- i. Conduct the annual election of officers at a special meeting of the board of directors.

4. Board Education & Development:

- a. Plan orientation for new directors and new non-director committee members.
- b. Plan RTO 9's board education events annually.
- c. Assess board competencies and upcoming needs aligned with board recruitment and strategy to inform development plans for board members, ensuring high quality director competence, and enhancing ability to engage strategic thinking and oversight as part of their role.

5. Decision Making:

The Nominations and Governance Committee will report and make recommendations to the Board of Directors.

Composition, Quorum and Voting:

	Status	Quorum	Voting
Past-Chair of the Board of Directors (serving as Committee Chair), in the absence of the Past- Chair, the Vice-Chair will serve as Committee Chair.	Member	Yes	Yes
Two or more Directors	Members	Yes	Yes
Up to 3 volunteers at the discretion of the Committee that prioritizes relevant skills and experience	Members	Yes	Yes
ED (or equivalent staff role)	Support	No	No

Quorum

The majority of Committee Members.

Frequency of Meetings:

A minimum of four times a year, or at the call of the chair.