

# COWICHAN

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*Tourism Cowichan Society*  
**Board of Directors Handbook**

UPDATED FEBRUARY 2025

## **Land Acknowledgement**

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Tourism Cowichan Society gratefully acknowledges that Cowichan is home to the unceded and traditional territories of the Quw'utsun, Malahat, Ts'uubaa-asatx, Halalt, Penelakut, Stz'uminus, Lyackson, Pauquachin, Ditidaht & Pacheedaht Peoples who have stewarded these lands since time immemorial.

Tourism Cowichan Society is committed to advancing reconciliation in our work and committed to the calls to action identified by the Truth and Reconciliation Commission of Canada as well as the implementation of the Declaration on the Rights of Indigenous Peoples Act.

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## Introduction

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Welcome to the Tourism Cowichan Society Board of Directors.

The Tourism Cowichan Society Board of Directors provides oversight of the organization, upholds the integrity of the organization's mission, acts upon ethical and legal policy, and supports and promotes the organization. The Board of Directors steers the organization toward a sustainable future with strategic foresight.

The Board of Directors Handbook outlines the roles, responsibilities, and obligations of the Board of Directors. It is designed to be informative and instructive of general Board governance information and policies, and the specific mission, vision and values of the Tourism Cowichan Society. Board Members are required to read, understand, and adhere to the policies outlined below.

## About Tourism Cowichan

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Tourism Cowichan Society (TCS) is an industry-led destination management organization that supports and contributes to a sustainable future for tourism businesses in the region through data-informed, regional marketing campaigns, industry development, and destination management.

## Mission and Vision

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### VISION STATEMENT

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Tourism in the Cowichan Region is a significant contributor to the region's economic and social well-being, with the region being recognized as a premiere destination for leisure getaways and vacations.

### MISSION STATEMENT

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Contribute to increasing the economic and social benefits of a thriving tourism industry through focused, industry driven and professionally managed marketing and promotion of the region into nearby markets; and supporting the efforts of regional, provincial, and national destination marketing.

## History

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Tourism Cowichan Society was formed in 2002. Tourism Cowichan Society became the Designated Entity for Municipal Regional District Tax in 2016. In April 2020, Tourism Cowichan Society hired 4VI Group as a service contractor to provide destination management services on behalf of the Board of Directors. Beginning January 2020, the fiscal year of the Tourism Cowichan Society became January to December.

## Funding Sources

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Tourism Cowichan Society receives funding from four primary sources:

- Municipal Regional District Tax (MRDT) (the current term is July 1, 2022 - June 30, 2027)
- Destination BC Open Pool Co-operative Marketing Partnerships Program (this funding is not guaranteed and requires an annual application)
- Cowichan Valley Regional District
- Stakeholder contributions (includes contributions to cooperative marketing programs, as applicable)

## Planning & Reporting Cycle

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Daily operation of Tourism Cowichan Society follows an Annual Tactical Plan and an Annual Operating Budget.

- The Annual Tactical Plan and Budget are built in alignment with the MRDT Five Year Business Plan.
- The MRDT Five Year Business Plan is created in consultation with industry, with a minimum of three engagement sessions.
- The Annual Tactical Plan and Budget are further informed by:
  - A stakeholder survey to identify trends in the challenges and opportunities experienced by businesses, and ideas towards mitigation of these;
  - Facilitated conversations with community partners and stakeholders;
  - A review of available performance metrics and research;
  - The professional expertise of 4VI marketing and development staff;
  - Board of Directors feedback and approval on the draft Annual Tactical Plan and Budget.

To meet funder requirements, the following reporting and planning documents are required annually.

These will be completed by 4VI staff and will be consistent with the MRDT Five Year Business Plan and Annual Operating Plan.

- MRDT Tactical Plan for the year ahead: November 30
- MRDT Annual Report for the year prior: May 31
- Destination BC Open Pool Funding Application: October 31
- Destination BC Open Pool Funding Interim Report: December 16
- Destination BC Open Pool Funding Final Report: April 15

## Goals & Objectives as Stated in the MRDT 5 Year Business Plan

Goal	Objective	Target by 2027	Data Source
Increased visitation and expenditures	Increased overnight stays Increased occupancy Increased revenue per available room Increased awareness	10%	MRDT Accommodation Survey Sentiment Analysis
Diversified seasons	Dispersion of share to shoulder and off-season Higher off-season occupancy Higher off-season revenue per available room	15%	MRDT Visitor Centre Attendance Accommodation Survey
Increased stakeholder collaboration and export readiness status	Encourage collaboration between stakeholders towards an imported product offering (such as through itineraries and packaging)	10%	Packaged Products Inventory of Operators
	Increased market/export ready product through travel trade education and product development	5%	Net Promoter Score

## 4VI Staff Contacts

### Tourism Development Specialist, Tourism Cowichan

Kenzie Knight | kenzie@tourismcowichan.com

### Director, Tourism Development

Genevieve Huneault | genevieve@4vigroup.com

### President, 4EVER Strategies

Calum Matthews | calum@4vigroup.com

### President & CEO

Anthony Everett | anthony@4vigroup.com

## Board Composition

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### COMPOSITION AS STATED IN BYLAWS

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According to the Bylaws of the Tourism Cowichan Society (Section 6:1), the Board will be composed, without duplication, of not less than nine (9) and not more than fifteen (15) Directors.

Up to 11 Directors will be elected by majority vote of Registered Stakeholders and shall fulfill the following categories accordingly:

Seats	Stakeholder Category
3	Accommodation (more than 25 rooms)
1	Accommodation (25 rooms or less)
1	Food, Beverage & Retail
1	Arts, Culture and Heritage
1	Agri-Tourism
1	Sports, Outdoor and Marine
3	Directors at Large, elected from any stakeholder category

Up to four (4) Directors will be appointed as ex officio Directors. Three (3) will be entitled to a vote as follows:

- The Past Chair may sit as an ex officio Director
- The regional Chambers of Commerce (within the boundaries of the CVRD) may appoint one (1) Director. The position will rotate so that once every four years, each Chamber will be entitled to designate the individual to be appointed under this clause.
- The Board may appoint one (1) Director from the following professional sectors: Lawyer, Accountant.

One (1) will not be entitled to vote as follows:

- The Cowichan Valley Regional District may appoint one (1) Director

## Terms of Office

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### TERMS OF OFFICE AS STATED IN BYLAWS

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According to the Bylaws of the Tourism Cowichan Society (Section 6.2-6.5):

- The terms of office of elected Directors shall be two (2) years, with each term expiring at the close of the second Annual General Meeting after their election or appointment.

- The terms of office of the elected Directors shall be staggered so that approximately one-half of the terms expire each year. Where necessary to facilitate the staggered terms of the Directors, the term may be adjusted by Ordinary Resolution.
- The terms of office of appointed Directors shall be one year with the term expiring at the close of the Annual General Meeting after their election.
- A Director is eligible for re-election or re-appointment unless they have served as a Director for six (6) consecutive years.

## Competency Matrix

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This framework identifies the mixture of essential and desirable skills and experience for the TCS Board of Directors. It will be modified by the Nominating Committee as they see fit.

### A) REGIONAL & INDUSTRY MIX:

- Essential: Elected Board Members must be current active Stakeholders in good standing (as referred to in Section 2 of the Tourism Cowichan Society Bylaws) and represent the various areas of the tourism and travel industry.
- Desirable: Elected Board Members will be, where possible, representative of the various geographic regions within Cowichan.

### B) EXPERIENCE:

- Essential: Directors should be at the Owner/Proprietor, General Manager, President or CEO/Executive Director level within their company or organization.
- Desirable: Previous Board or Committee experience and effective communication skills.

### C) KNOWLEDGE:

- A minimum of one Director shall have demonstrated professional knowledge and experience with each of the essential knowledge areas. The remainder of the Board of Directors will have desired knowledge of the competencies listed below:
  - Essential: Finance/accounting (with appropriate designations), marketing, governance, government relations, municipal/economic development.
  - Desirable: Strategic thinking/planning, decision making, analytical understanding, business/property development, sales, communications (media & public relations).



## Board Recruitment

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To maintain relevance and effectiveness, the TCS Board of Directors will continually engage in Board recruitment activities. The first step to effective recruitment is to critically answer the question:

What skills, expertise, and personal traits do we require in new Board Members?

The answers will guide the search and provide the criteria by which to evaluate candidates. A Nominating Committee will lead the work on Board recruitment, ensuring a strategy is in place for continual outreach to potential new Board Members.

The recruitment process will include:

1. The creation of a Nominating Committee, to be struck annually at the first Board meeting following the Society AGM.
2. At the first meeting, the Nominating Committee will identify the desired competencies, skills and experience for the upcoming term.
3. The Nominating Committee will canvas existing Board Members regarding their intentions for the upcoming term.
4. The Nominating Committee will work with 4VI staff to draft a Board Recruitment Package.
5. A call for nominations will be posted to the Registered Stakeholders by 4VI staff at least 60 days in advance of the AGM, in accordance with the Society Bylaws (Section 7:1).
6. All Board Members will be invited to suggest candidates from their own networks, and these recommendations will be provided to the Nominating Committee.
7. Where Board vacancies exist, Nominating Committee members will contact Registered Stakeholders who meet the respective member categories and composition requirements for the Board and introduce the opportunity to participate as Board members.
8. Registered Stakeholders may also put their own names forward, nominated and seconded by a business in their respective member category.
9. Electronic voting (if required) will take place, closing at least five business days prior to the AGM (as per Section 7.3 in the Society Bylaws).
10. The candidates will be brought forward for formal adoption at the AGM.

### **BOARD MEMBER ORIENTATION**

New Board Members should receive a thorough orientation to the organization, which will be conducted in-person/via phone or video conference with a long-standing Board Member or Chair. Additionally, new Board Members will receive:

- Letter of welcome, signed by the Chair

- Board of Directors Handbook
  - Code of Conduct
  - Conflict of Interest & Confidentiality Agreements
- Schedule of Board Meetings
- Register of Directors
- Agendas, minutes, and supporting documents from the last two Board meetings
- Bylaws
- Financial statements
- Operating Budget for the current year
- MRDT One-Year Tactical Plan for the current year
- MRDT 5-Year Business Plan

## **Board Member Expectations and Practices**

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Tourism Cowichan is a non-profit registered society. According to the Societies Act of Canada, a Director is expected to, at minimum:

- Act honestly and in good faith with a view to the best interests of the society
- Exercise the care, diligence, and skill that a reasonably prudent individual would exercise in comparable circumstances
- Act with a view to the purposes of the society
- Act in accordance with the bylaws of the society
- Follow the law, including the Societies Act

Further, Tourism Cowichan Society will expect Board Members to:

- Be knowledgeable about the industry and the environment in which the society operates
- Maintain a 75% attendance record at Board meetings
- Be prepared for Board and Committee meetings by reading materials
- Understand the difference between governing and managing
- Publicly support Board-approved policies and positions on decisions and issues
- Abide by the Code of Conduct, Conflict of Interest and Confidentiality Agreements

Members of the TCS Board of Directors have a fiduciary duty to ensure the organization abides by ethical and legal governance and financial management policies, and are expected to contribute positively to setting the strategic direction for the organization.

The Duties of the Board of Directors includes:

- Evaluate the organization's mission and purpose
- Select the organizations' Board leadership
- Ensure adequate resources are available to achieve the mission
- Provide financial oversight
- Provide policy oversight to ensure legal and ethical integrity
- Enhance the reputation of the organization
- Evaluate the performance of the service contractor, 4VI

The Board of Directors should review and approve:

- Mission and Vision
- Bylaws
- Financial and operational policies and procedures
- Annual Tactical Plan and Annual Operating Budget

## Specific Roles & Responsibilities

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### CHAIRPERSON

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- Presides at all meetings of the Society and of the Directors
- Creates an agenda for each Board meeting in consultation with staff
- Ensures that the Board of Directors and its Committees receive relevant information one week in advance of meetings
- Ensures that Board meetings are conducted in an efficient, effective, and focused manner
- Recommends Committee Members and Committee Chair appointments to the Board for approval
- Ensures the Board has the information it needs in order to make informed decisions
- Serves as the contact for Board issues
- Holds Board Members accountable for attendance and conduct
- Sets goals and objectives for the Board and ensures they are followed

- Addresses inappropriate Board Member behaviour
- Attends Committee meetings as appropriate
- Communicates the Board's direction to staff and contractors
- Ensures the Board is represented at political functions and meetings

## **PAST CHAIR**

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- Assumes the duties of the Chair if the Chair is absent or if the office becomes vacant
- Assists the Chair in the execution of their duties

## **SECRETARY-TREASURER**

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- Chairs the Finance Committee
- Creates an agenda for each Finance Committee meeting in consultation with staff
- Ensures that the Finance Committee receive relevant information one week in advance of meetings
- Provides oversight of the financial records and presents them to the Board, Registered Stakeholders and others when required

## **Committees**

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Committees of the Board support and share the work of governance through focused, small group action plans and discussions. TCS will have the following Committees:

- Finance Committee
- Nominating Committee
- Executive Committee

## **Committee Terms of Reference**

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### **TERMS OF REFERENCE: FINANCE COMMITTEE**

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#### **Introduction**

The Finance Committee is a standing committee of the TCS Society Board of Directors, struck annually at the first Board meeting following the Society AGM, and is governed by the Board's Code of Conduct, Conflict of Interest and Confidentiality Agreements.

## **Purpose**

The purpose of the Finance Committee is to assist the Board in its role of providing financial oversight of TCS. The Finance Committee plays a key role in sustaining the financial health of the organization.

## **Composition**

- The Secretary-Treasurer shall serve as Chair of the Committee
- The Committee is to be appointed by the Board at the first meeting following the AGM
- The Committee shall be composed of a minimum of three (3) representatives from the Board of Directors
- In order to reach a level of financial expertise as deemed necessary by the Committee Chair, non-Board Committee Members may be added by ordinary resolution of the Board
- Quorum constitutes at least two (2) Directors
- 4VI staff will participate as a service provider in Finance Committee meetings

## **Duties and Responsibilities**

The Finance Committee will be responsible for:

- Working in concert with 4VI staff to review and develop the annual budget
- Establishing mechanisms to regularly track, monitor, and report on the Annual Operating Budget
- Ensuring that adequate financial controls are in place through the establishment of financial policies
- Directing an annual review in accordance with accepted accounting practices
- Undertaking an annual review of the revenue streams
- Conducting a risk assessment of Society operations on a regular basis
- Ensuring that accurate and timely financial reporting is completed on a quarterly basis and distributed to the Board
- Ensuring that all financial reporting to funding agencies is completed as required

## **Accountability**

A Committee report to the TCS Board will be reviewed at each Board meeting.

## **Frequency of Meetings**

The Committee will meet four or more times a year as directed by the Committee Chair.

## TERMS OF REFERENCE: NOMINATING COMMITTEE

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### **Introduction**

The Nominating Committee is a standing committee of the TCS Board of Directors, struck annually at the first Board meeting following the Society AGM, and is governed by the Board's Code of Conduct, Conflict of Interest and Confidentiality Agreements.

### **Purpose**

The Nominating Committee will, as required, ensure a smooth succession of Board Directors by seeking out Board nominees that fulfill the Board structure and requirements as set out in the Society Bylaws and TCS Governance Policies.

### **Composition**

- The Past Chair of TCS will act as the Committee Chair. If the Past Chair is vacant or not available, the Board appoints one of the Directors as the Chair.
- A minimum of two (2) Directors will be appointed to the Committee by the Board.

### **Duties and Responsibilities**

The Nominating Committee will be responsible for:

- Identifying the desired competencies, skills and experience for the upcoming term
- Canvassing existing Board Members regarding the intentions for the upcoming term
- Working with 4VI staff to develop a Board Recruitment Package
- Contacting Registered Stakeholders who meet the respective member categories and composition requirements for the Board and introducing the opportunity to participate as Board members
- Reviewing and evaluating the biographies of all Nominees against the desired competencies
- Presenting Nominee recommendations to the Board for approval
- Reviewing election results (if required) and presenting to the Board

### **Accountability**

The Committee reports to the TCS Board at each Board meeting as needed.

### **Frequency of Meetings**

The Committee will meet one or more times at the direction of the Committee Chair.

## TERMS OF REFERENCE: EXECUTIVE COMMITTEE

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### Introduction

The Executive Committee is a standing committee of the TCS Board of Directors, struck annually at the first Board meeting following the Society AGM, and is governed by the Board's Code of Conduct, Conflict of Interest and Confidentiality Agreements.

### Purpose

The role of the Executive Committee is to ensure effective operation of TCS by providing timely guidance to the Chair and staff on time-sensitive, significant issues arising between meetings of the Board.

### Composition

- The Chair of the Board will serve as the Chair of the Executive
- The Committee will include the Past Chair and Secretary-Treasurer
- Quorum constitutes at least two (2) Directors

### Accountability

The Executive Committee is accountable to the Board of Directors and reports to the Board at each Board meeting as needed.

### Frequency of Meetings

The Executive Committee will meet four or more times per year as directed by the Chair.

## Board Policies

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### DIVERSITY, EQUITY, INCLUSION AND ACCESSIBILITY (DEIA)

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Tourism Cowichan Society is committed to a diverse, inclusive, equitable and safe environment that values the unique perspectives and contributions of all members, regardless of race, ethnicity, national origin, gender identity, sexual orientation (2SLGBTQIA+), age, ability, education, family or marital status, religion or other bias.

Tourism Cowichan Society is committed to being nondiscriminatory and providing equal opportunities for employment, volunteering, and participation in all areas of the Society's work. We are committed to investigating and remedying inequity in policies, programs and services, and to dedicating time and resources to expanding diversity in Board positions.

All Board Members must, at all times, treat others with dignity and respect. Any Board Member found to have exhibited any inappropriate conduct or behaviour against others may be subject to removal from the Board.

## **WORKPLACE VIOLENCE POLICY**

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Tourism Cowichan Society, through its contract with 4VI and subsequent staff members, commits to a workplace free from violence and this policy applies equally to all Board members, employees, stakeholders, and contractors.

Workplace violence refers to physical acts of violence or threats to harm a person or property. Abusive behaviours, whether verbal, psychological or physical, are also considered violence. More specifically:

- Verbal abuse can be using unwelcome, embarrassing, offensive, threatening or degrading language.
- Psychological abuse is an act which provokes fear or diminishes a person's dignity or self-esteem.
- Gender-based violence, directed against a person because of that person's gender or violence that affects persons of a particular gender disproportionately.
- Sexual abuse is any unwelcome verbal or physical assault.

We ask Board Members and staff to be vigilant in reporting any concerns of violent acts to the Chair of TCS or the President & CEO of 4VI as soon as possible.

## **DISCRIMINATION, HARASSMENT AND BULLYING POLICIES**

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Discriminatory Harassment, which is a form of discrimination, is defined as a vexatious comment or conduct that is known, or ought reasonably to be known, to be unwelcome. This covers a variety of situations, but in all cases, involves conduct which tends to interfere with a climate of understanding and mutual respect for the dignity and worth of each person. The following are some examples:

- Verbal abuse or threats
- Unwelcome remarks, jokes, innuendos, or taunting about a person's body, race, colour, attire, age, gender identification, sexual orientation (2SLGBTQIA+), marital status, ethnic or religious origins, etc.
- Displaying of offensive, derogatory or racist pictures
- Intimidation, annoying or hurtful comments, malicious behavior such as ignoring or isolating an individual
- Physical contact such as assault, unwanted touching, blocking normal movement or interfering with another staff person's work or work space
- Refusal to converse, serve or work with an individual because of racial or ethnic background, religious beliefs, or any other protected grounds
- Condescension or paternalism which undermines self-respect
- Unwelcome invitations or requests
- Leering, staring or other unwelcome gestures
- Practical jokes which cause awkwardness or embarrassment
- Retaliation for having reported or threatened to report any form of harassment



Personal Harassment or Bullying is a form of harassment which is broader than Discriminatory Harassment. It is defined as inappropriate conduct or comments directed toward a specific person that serves no legitimate work purpose and has the effect of creating an intimidating, humiliating, hostile or offensive work environment and interfering with an individual's ability to perform their work. The following are types of behaviour as examples of bullying:

- Verbal Bullying: Slandering, ridiculing or maligning a person or their family; persistent name calling that is hurtful, insulting or humiliating; using a person as the butt of jokes; abusive and offensive remarks.
- Physical Bullying: Pushing, shoving, kicking, poking, tripping, assault or threat of physical assault, damage to a person's work area or property.
- Gesture Bullying: Non-verbal threatening gestures; glances that can convey threatening messages.
- Exclusion: Socially or physically excluding or disregarding a person in work-related activities.

Sexual Harassment is generally a course of conduct involving unwelcome sexual advances, requests for sexual favours, or other verbal or physical conduct of a sexual nature, but may include a single act of serious misconduct:

- When such conduct might reasonably be expected to cause insecurity, discomfort, offense, or humiliation to another person or group; or,
- When submission to such conduct is made implicitly or explicitly a condition of volunteering or employment; or,
- When submission to or refusal to accept such conduct is used as a basis for any volunteering or employment decision; or,
- When such conduct has the purpose or the effect of interfering with a person's work performance or creating an intimidating, hostile, or offensive work environment.

The following actions may be considered sexual harassment:

- Remarks, jokes, or innuendoes about sex or sexual orientation where the speaker has been advised that they are offensive, or where they are by their nature, offensive
- Derogatory or degrading remarks used to describe or directed toward members of one sex or sexual orientation (2SLGBTQIA+)
- Gender-based violence
- Sexually suggestive or obscene comments or gestures
- The display of or the distribution by mail, fax, or other electronic means of sexually explicit or otherwise offensive material
- Unwelcome advances, invitations, or propositions of a sexual nature
- Unwelcome inquiries or comments about a person's sex life
- Unwanted touching

- Verbal abuse or threats
- Sexual assault

## COMPLAINT PROCEDURE

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Tourism Cowichan Society has implemented the following procedures, which are available to any Board Member who feels they have experienced harassment or bullying by any other Board Member or staff.

Tourism Cowichan Society encourages any Board Member who has encountered harassing behaviours, to address the offending party directly (where comfortable) stating that their behaviour is unwelcomed and requesting that it stop immediately.

If a Board Member does not wish to bring the matter directly to the attention of the person responsible, or should your concern not be addressed, the Board Member should immediately discuss the concern with the Chair. Where the concern is regarding the Chair, the Board Member should speak to the Past Chair.

After a discussion with the Chair, the Board Member may decide to pursue one of the following options:

- Conclude that there is evidence of harassment and make a formal complaint. The organization will follow the Dispute Resolution process as outlined in the following section.
- Conclude, after a discussion with the Chair, that the conduct does not constitute harassment as defined in this policy and decide not to take further action.

Should a Board Member choose not to formalize a complaint, the organization reserves the right to conduct an investigation based on the facts provided should the organization feel there was inappropriate conduct on the part of the offending party. Please note that intentionally filing a false allegation or claim will result in disciplinary action up to and including removal from the Board.

Retaliation against a Board Member for complaints made in good faith will not be tolerated. This is as equally serious a breach of policy as harassment itself. If a Board Member believes that they are being further harassed in retaliation for a previous complaint of discrimination or harassment, then a new complaint should be prepared according to the complaint procedure. Any retaliation against the complainant may be grounds for an immediate removal from the Board.

## DISPUTE RESOLUTION

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Any and all complaints brought to the attention of leadership will be taken seriously and will be treated with the highest level of importance. Each incident will be investigated with discretion and in a timely manner. To file a dispute, a Board Member should follow these steps:

- Contact the Chair of TCS or the President & CEO of 4VI as soon as possible after the occurrence of the situation so as to allow for a timely resolution.
- The TCS Chair or President & CEO of 4VI will conduct a confidential discussion with the complainant to obtain all details of the dispute. The organization reserves the right to engage a third party such as a Human Resources Consultant to assist in the investigation process.
- The TCS Chair, President & CEO of 4VI, and/or party designated by the organization will arrange subsequent meetings with all Board Members involved and will conduct an investigation into the matter. Any Board Members involved as witness to the matter may be required to provide a written submission of their accounts.
- The resolution will be reviewed with the complainant and respondent.
- Any disciplinary measures will be executed at this time.

Any personal information disclosed during the dispute will be subject to the Freedom of Information and Protection of Privacy Act and the privacy policy of TCS.

## Code of Conduct

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The success of Tourism Cowichan Society depends on the strength of the Board of Directors, in their skill, knowledge, enthusiasm and duties of care, loyalty, and respect. Each Board of Director is expected to abide by a Code of Conduct and to represent the organization with integrity. Each Board of Director is expected to commit to being present and engaged at Board meetings, Committee meetings, events of the Board or Society as required, and on occasion, email and phone conversations.

Board Members have the following responsibilities:

- Understand the mission and the vision of Tourism Cowichan Society
- Commit time and energy to the work of the Board and Committees:
  - Maintain a 75% attendance at Board and Committee meetings. The expectation is that all Board meetings should be attended in person, or via video conference when in person meetings are not available.
  - Be prepared to be a member of at least one TCS Committee.

- Be informed:
  - Know the duties and responsibilities of a Board member.
  - Understand the organizational structure of Tourism Cowichan Society.
  - Stay abreast of what is happening in the industry on a national and international level.
- Contribute to a sense of camaraderie and teamwork:
  - Bring issues to the Board table for discussion.
  - Work cooperatively to resolve issues and respect differences of opinion. Set personal and business interests aside to work for the overall benefit of TCS.
  - Be loyal to the organization. When a decision has been made, you have an obligation to defend and explain it publicly even if you disagree with the decision of the majority. If unable to do this, you must decide to remain with the Board and lobby from within to reverse the decision, or to resign.
  - Promote and support the activities of TCS.
- Support the professional staff:
  - Give praise when you see work well done.
  - Speak positively about the organization, its staff, and operations at all times in the public forum.
  - Respect the lines of authority and accountability. Direct concerns about operational issues or staff performance to the Chair.
  - Direct all media inquiries to Tourism Cowichan staff to coordinate accordingly.
- Demonstrate leadership:
  - Take personal responsibility for decision-making and problem solving that is respectful, effective and driven by the best interests of the organization.
  - Clarify issues under discussion before making a decision. Listen, ask questions, and work constructively toward shared solutions.

Failure to abide by the Code of Conduct may result in removal from the Board as per Section 7.5 of the Society Bylaws.

## **Conflict of Interest and Confidentiality**

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TCS Board of Directors are expected to abide by the following Conflict of Interest and Confidentiality Agreements in executing their role:

- Directors will not communicate confidential information with respect to the Tourism Cowichan Society.

- Information gained in the course of conducting Board activities will not be used to further the Director's private or business interests.
- A Director will not secure special privileges, favors, competitive advantages or exemptions for themselves or for any other person in the course of holding a position on the Board.
- No Director shall solicit external preferential treatment by way of priority access to leads, or special rates on advertising.
- Board Members will disclose their involvements with other organizations, with vendors, or any other associations that may represent a conflict of interest.

A Director will be deemed to have a conflict of interest when the Director has a direct or indirect pecuniary interest in a decision that is being undertaken by the Board.

- A "direct pecuniary interest" exists when the financial interest is directly under the control of the Director.
- An "indirect pecuniary interest" exists when the Director is:
  - A shareholder in, or Director or senior officer of a corporation or agency that has a pecuniary interest in a matter
  - A partner or agent of a person who has a pecuniary interest in the matter
  - Is in the employment of a person or body that has a pecuniary interest in the matter

For any issue brought before the Board for its consideration, where any Director has a conflict of interest, the Director shall:

- Immediately inform the other Board Members that the conflict of interest exists
- Disclose the nature of the conflict of interest
- Offer to absent themselves from the room while the issue is under discussion and refrain from voting on the issue
- Not attempt in any way, whether before, during or after the meeting, to influence the voting

If the Conflict of Interest or Confidentiality Agreements are breached, a Board Member may be removed per Section 7.5 of the Society Bylaws.

## **Remuneration and Reimbursement**

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TCS Board of Directors are volunteers, and as such are not provided with compensation for their time. Board Members may submit travel related expenses to Tourism Cowichan Society for reimbursement, as outlined below:

- All Directors are eligible to be reimbursed for mileage and appropriate per diems when attending regular Board of Directors meetings and Committee meetings.

- All Directors are eligible to be reimbursed for mileage, appropriate per diems, and accommodations for Board retreats.
- Directors must submit an eligible expense form to 4VI staff within two weeks of incurring the expense.
- Per diem and mileage rates will be set annually and in accordance with rates set by the Ministry responsible for tourism.

## **Resignation Procedures**

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Board Members have the right to resign at any time. If a Board Member wishes to resign from their position on the TCS Board of Directors, they are required to provide a letter of resignation to the Board Chair, stating the date when they intend to resign.

## **Board Member Acknowledgement**

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I hereby acknowledge that I have read and understand the Tourism Cowichan Society Board of Directors Handbook and I agree to conduct myself in accordance with these Policies.

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Name

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Signature

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Date

**COWICHAN**