

## **ROLE OF THE BOARD OF DIRECTORS**

- The ultimate governing body representing the membership at large.
- Establishes and controls the policies of the Chamber.
- Directs and approves programs and committee activities of service to business and the community, commensurate with overall Chamber policies and objectives.
- Has final approval authority for such items as annual budgets and new members.
- Responsible for ongoing assessment of committee and task force activities via Director Liaison and periodic review of committee activities.
- Evaluates and recommends action to be taken on committee proposals such as briefs to governments and reports or statements to be presented on behalf of the Chamber.
- As a minimum, meets monthly September through June. (except July and August)

## **SUMMARY**

- Determine basic policies
- Set the general course of the organization's procedure
- Utilize the organization's human resources
- Make the best use of community assets
- Appraise results
- Inspire continuing action

## **ROLE OF THE EXECUTIVE**

The Executive of the London Chamber of Commerce consists of:

- The President, the President-elect, three Vice-Presidents, the Honourary Treasurer and the Past-President. The General Manager and C.E.O. is an ex-officio Member of the Executive.
- These members are the Officers of the Chamber.
- The Executive will meet the second Wednesday of each month at 7:30 a.m. at the Chamber Meeting Centre. (Except July)
- While the Board of Directors is the ultimate governing and decision-making body, the Executive may take action as necessary subject to subsequent approval by the Board of all decisions.
- The Executive will review matters relating to Chamber finances, policy and activities, except for recommendations of Standing Committees, prior to consideration by the Board. The objective is to minimize time demands on Directors at Board meetings but not to usurp the accountabilities and responsibilities of Directors. The Executive will usually deal with matters of urgency.
- The Executive is expected to initiate strategic direction plans and programs for the Chamber, for consideration by the Board.

## **RELATIONSHIP OF DIRECTOR TO COMMITTEE**

It is common practice to assign or appoint at least one Director to each Chamber Committee or Task Force. This provides good liaison between the committees and the Board and is a means of giving the Board full information on committee proposals, plans and problems. Such information not only aids the members of the Board to make sound decisions but to help monitor the action that is so essential to the success of the Chamber.

It is expected that each Director will attend regular meetings of his/her committee/task force. Committee Chairpersons may be invited to a Board meeting where a recommendation from his/her Committee is to be considered. It will be, however, part of the Director's responsibility to be fully versed on any forthcoming recommendations.

Because, in the final analysis, the Board of Directors must assume responsibility for all Chamber activities, a proposed committee project that involves more than routine expenditures or questions of overall Chamber policy should be approved by the Board before the project is undertaken. Such a requirement is a time-tested fundamental of good organization practice.

## **THE CHAMBER DIRECTOR**

**WHO AM I?** Congratulations you lucky devil. You are one of twenty directors of the London Chamber of Commerce! You are feared, respected and admired throughout the London Community and beyond!

**WHY AM I?** We need you to help steer the ship. We also need you to bring in new members -- at least three per year.

**WHAT AM I?** You are a decision-maker on the ultimate governing body of the Chamber. You decide on the policies and programs that sustain the Chamber and give it its "ROAR". You also are a person who has the fiduciary duty of keeping the ship afloat and are responsible to the "shareholders"-- our members. You are a liaison with an assigned Chamber committee. You are also a fund-raiser and an ambassador. You approve new members. You are an advice-giver and suggestion-maker to Chamber staff. The Boss of the staff is someone other than you. It is the General Manager and CEO.

**WHERE AM I?** You will find yourself at 244 Pall Mall in one of the Chamber meeting rooms most times. You are also expected to find yourself at our Business After Five events and as many other Chamber events as your schedule will allow. Parking charge slips for Pall Mall available upon request.

**WHEN AM I?** You are monthly at the Chamber Board Room, fourth Thursday of every month, noshing away at lunch at noon. You are there for more than 50% of the meetings and are innocent of missing three consecutive meetings. That way we have quorum of at least eleven (11) directors for all meetings. And you WILL let us know if you are UNABLE to attend, right? Phone and email, are preferable to smoke signals and telepathic messages. You do all that for two years at a time, up to twice consecutively. Then you move on to the Executive or elsewhere ("wanna chair a committee?")

**HOW AM I?** You have versed yourself in the Chamber policies, procedures and bylaws. You advise Committee Chairs of these items, lest they forget, such as having budgets approved BEFORE undertaking projects. You attend your assigned committee meetings and evaluate and report to the Board on that committee and its chair. You help out on at least one large fund-raiser per year, such as the Corporate Challenge or Comedy Auction. You actively promote the London business community with your charm, guile and wit.....or whatever.

## **HOW ARE YOU PAID?**

Same as the rest of us - with the Chamber's undying gratitude and the occasional coffee. You do this work because you care and because you can.

## **INDIVIDUAL DIRECTOR RESPONSIBILITIES AND ACCOUNTABILITIES**

The Board is comprised of up to 18 Directors each of whom is elected for a two-year term. A Director may only serve two consecutive terms unless he/she accepts appointment as a member of the Executive. The Director is a member of the core leadership of the Chamber and as such accepts accountabilities and responsibilities. All directors are urged to be conversant with Chamber policies, procedures, objectives and bylaws.

### **Attendance**

Attendance at regular meetings of the board, held the fourth Thursday of each month (unless otherwise notified) over a working lunch, is important. In fact, our Bylaws say a Director's position is vacant if he/she, without reasonable explanation, fails to attend three consecutive meetings, or, during any one year term of office, fails to attend 50% of the meetings of the Board. We are all busy people and conflicts will arise, but the Director is responsible to fellow members to direct and assess the policies and activities of the Chamber.

### **Participation**

Each Director is also accountable for:

- (a) Serving as Board liaison with an assigned committee or task force. The Director is expected to regularly attend meetings of the assigned committee to guide its direction in the light of overall Chamber objectives and policies. In turn, the Director will report to the Board the programs, resolutions and activities of the assigned Committee. This will usually involve establishing a close working relationship with the Committee Chair and the Director will be expected to evaluate the performance of the committee and the Chair.
- (b) Attending major functions of the Chamber. It is important that each Director be prepared to commit to attending at least 50% of all New Member Welcomes and other high profile programs such as Business After Five. By sharing with other Directors we will ensure our Board takes an active part in community and Chamber events.
- (c) Other specific tasks as requested by the President or the Executive from time to time.
- (d) Contribute to new membership revenue by referring at least 3 new members per year.
- (e) Play a leadership role in annual membership growth.
- (f) Actively participate in the raising of non-dues income through seeking sponsorship leads, providing sponsorships or actively working on at least one major non-dues income project. (E.g. Comedy Auction).

## **RELATIONSHIP OF DIRECTOR TO ADMINISTRATIVE STAFF**

Confusion can be avoided by proper understanding of the relationship of a Director to the General Manager and CEO and to other members of the salaried staff.

The General Manager and CEO and other staff members should welcome advice and suggestions, but they are under no obligation to accept instructions from individual Directors. Individually, the status of the Director is advisory with respect to the staff and legislative with respect to the Chamber institution.

Instructions or requests from Directors to the staff can properly come only when they are embodied in the joint action of the Board and then are properly directed through the General Manager and CEO.

## **GENERAL POLICY**

1. The Board of Directors will meet the 4th Thursday of each month (unless otherwise notified and not in July and August) with the business meeting normally beginning at 12:00 noon.
2. The Executive Committee will meet the second Wednesday of each month at 7:30 a.m. (Except July unless otherwise notified)
3. Quorum of Board of Directors: Ten (10) Directors, including the Chairperson, shall constitute a quorum of the Board of Directors.
4. Meeting Notices and Agendas and previous minutes will be sent out prior to each meeting.
5. Directors and Committee members are asked to advise Chamber staff if they are **NOT ABLE** to attend a meeting by **fax, phone or e-mail** and leaving their name and which meeting or meetings they will **NOT BE** able to attend. If necessary, Chamber staff may call as a reminder of a meeting.
6. All Directors are responsible for paying for their own expenses related to Chamber meetings and functions. (On account, credit card or cheque)
7. The President and General Manager/CEO or their alternates are invited to attend the Canadian Chamber of Commerce Convention. The Chamber pays travel, registration, room and meals for delegates and spouses.
8. The President Elect and General Manager/CEO or their alternates are invited to attend the Ontario Chamber of Commerce Convention. The Chamber pays travel, registration, room and meals for delegates only.

## **CHAIRPERSON'S RESPONSIBILITIES**

Once the objective and functions of the Committee have been clearly defined, the Chairperson will recognize whether the jobs to be done consist of making a study; presenting a report and a recommendation; implementing a program action plan; or to disseminate, through a qualified speaker(s), or news article information regarding some particular item.

At this point, the Chair, with the help of the Committee, should:

- (a) Analyse the job that must be done;
- (b) Develop a comprehensive plan of action, which includes the various steps to the final achievement of the objective;
- (c) Work out a breakdown of the various jobs to be done, through individual members and/or sub-committees;
- (d) Establish time limits on these jobs;
- (e) If requested by the Board, it is the responsibility of the Chair or in his or her absence, an appointed member of the Committee, to attend a Board meeting where a recommendation from his/her Committee is to be considered;
- (f) If money needs to be spent, **prepare a budget for approval** of the Board of Directors;
- (g) Remember that the Committee was created by the Chamber's Board of Directors and, as a creation of the Board, it is responsible to the Board and must have its approval;
- (h) Where necessary, increase and enhance membership of committee;
- (i) No letters or other communications are to be sent out by Chairs or their designates, which might infer Chamber policy or marketing strategies unless they has first been approved and signed off by the General Manager;

## **SIMPLY PUT**

*The duties of the Chair might be summed up in three words: **ORGANIZE, DEPUTIZE and SUPERVISE***