

Board of Directors

DIRECTOR JOB DESCRIPTION

The Board of Directors is responsible for the stewardship of the Hamilton Chamber of Commerce and oversight of the management of the organization. The Board is accountable to the membership and to those individuals, organizations and stakeholders that provide funds for the operation of the Chamber. Individual directors are expected to act honestly, in good faith, and in the best interests of the Chamber at all times.

The Board of Directors, acting as a whole and speaking with one voice, is responsible for determining the vision, mission and strategic direction for the Chamber, for hiring the President and CEO, and for monitoring organizational performance. Directors of the Chamber have the following duties and responsibilities:

- Defining the organizational brand, purpose, mission, values framework and operating principles for the Hamilton Chamber of Commerce;
- Periodically reviewing the board policy manual and strategic plan;
- Ensuring the financial affairs of the Chamber are conducted in a responsible and transparent manner with due regard to their fiduciary responsibilities and public trusteeship;
- Accounting to the membership and sponsors for the services of the Chamber and expenditures of funds;
- Regularly reviewing the Chamber's services to ensure they are consistent with the purpose of the organization, are based on best practices within the industry and are effective and relevant to the business community;
- Safeguarding the sustainability of the organization by ensuring the Board and the CEO are being fiscally responsible and actively maintaining their focus on the horizon;
- Attracting high-quality candidates to the Board, and;
- Fulfilling, with a high degree of professionalism, any and all legal requirements and obligations of a Director.

To fulfill these duties to the best of one's capacity, it is required that each Director:

- Be informed of the articles of incorporation and legislation under which the Chamber exists, and its By-laws, mission, values, and policies that pertain to the duties of Directors;
- Attend Board meetings, read the pre-meeting materials, be prepared for discussions and vote from an informed perspective;
- Attend the annual, full-day organizational strategy session;
- Exercise care, due diligence, and skill in the performance of their duties;
- Keep generally informed about the activities of the Chamber and the community in which it operates;
- Voice clearly, at the time a decision is being taken, any opposition to a decision being considered by the Board;
- Know and respect the distinction in the roles of Board (oversight) and management (day-to-day operations);
- Comply with the Chamber's Code of Conduct that governs the conduct of the Board;
- Declare any real or perceived conflicts of interest whenever they arise;
- Participate in on-going training and education as requested.

Term:

Directors must be, and remain throughout their service, members-in-good-standing of the Chamber and may serve for a maximum of four years (two terms), not including any service accrued subject to a vacancy appointment. This term limit will automatically be waived should the Director become appointed as Vice Chair or Chair.