



ABORIGINAL TOURISM ASSOCIATION OF CANADA

BOARD MANUAL APPROVED APRIL 2017

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1. POLICIES AND PROCEDURES GUIDELINES

POLICY

The Policies and Procedures Manual related to the Board of Directors will be an integral component of the Aboriginal Tourism Association of Canada's (ATAC)'s Guidebook and will be consistent with the ATAC bylaws.

The ATAC Board of Directors will establish and implement appropriate policies and procedures governing the operation of ATAC.

PROCEDURES

1. Once the Board of Directors and/or ATAC staff identifies the need for new and/or revised policies and procedures, the matter will be referred to the President and Chief Executive Officer who will prepare one or more drafts for consideration by the Board of Directors.
2. The Board of Directors will review policies and procedures drafts, direct the President and Chief Executive Officer to make the revision of such drafts as required and, when satisfied that the draft meets the requirements of the organization, approves the new and/or revised policies and procedures.
3. The President and Chief Executive Officer will distribute new and/or revised policies and procedures to employees in a timely manner.
4. Approved new and/or revised policies and procedures must be signed by the Chair of the ATAC Board of Directors and contain a revised date.
5. Within thirty (30) days following approval and sign-off by the Board of Directors of new and/or revised policies and procedures, the new and/or revised policies and procedures will be implemented by incorporation in the appropriate section of the ATAC Guidebook.
6. The Board Manual will be reviewed annually to reflect new and/or revised policies and procedures, which may be identified during the annual review process or during periodic reviews throughout the year.

REFERENCE TO POLICIES IN OTHER MANUALS

Some policies are universal and relevant to more than one manual; to avoid duplication, the following policies are included in the Human Resource Manual:

- Oath of Allegiance, Confidentiality and Conduct;
- Business Tools - Assigned and Shared;
- Discrimination and Harassment;
- Employment of Family Members / Relatives;
- Privacy;
- Public Relations;
- References and Record Checking;
- Respectful Workplace;

- Search for Criminal Record;
- Statutory Orders;
- Workplace Health and Safety; and,
- Workplace Security.

Furthermore, the Travel policy is included in the Finance Manual.

2. STRATEGIC DIRECTION

POLICY

The Board of Directors will establish appropriate strategic directions for ATAC. The strategic directions will identify, at a minimum, the following elements:

- The vision of the organization;
- The mission of the organization;
- Values and beliefs that will guide decision-making within ATAC;
- Strategic directions for ATAC;
- Specific goals or objectives and/or strategic initiatives that will enable ATAC to meet established strategic directions; and,
- Performance criteria/measures that will enable ATAC to determine objectively whether strategic directions have been achieved.

PROCEDURES

1. The Chairperson of the Board of Directors will lead the Board in the development/revision of any strategy for ATAC. The Chairperson may be assisted in this matter by an external facilitator.
2. The strategy will be maintained by the President and Chief Executive Officer.
3. The strategy, including revisions, will be made available to the Board of Directors, members, key stakeholders, and staff of ATAC.
4. All members of the Board of Directors, Representatives and staff of ATAC will be knowledgeable of the contents of the ATAC strategy.

3. BOARD ORGANIZATION

BOARD STRUCTURE

POLICY

ATAC is governed by an elected Board of Directors. A Director is a duly elected or appointed member of the Board.

The Board of Directors consists of:

- Chairperson;
- Co-Chairperson;
- Secretary
- Treasurer and,
- Provincial and Territorial Directors.

The Mandate of the Board is to govern the operations of the organization by:

- Setting direction and policy;
- Providing leadership to ATAC; and,
- Advocating on behalf of members.

AUTHORITY

The ATAC membership has charged the ATAC board of directors to conduct the affairs of the organization.

The board of directors derives its power and authority from the following sources:

- Membership;
- The Bylaws of ATAC; and,
- Provisions of the Society Act.

The Board governs as a collective. All decisions are made by motions at a duly convened meeting of the Board of Directors.

The Board speaks with one voice.

The Board is accountable to the membership for the success of the organization in carrying out its mission.

The Board acknowledges that its role is that of governance, rather than operational.

PROCEDURES

1. The structure of the ATAC Board of Directors will be documented and maintained by the President and Chief Executive Officer.

2. The President and Chief Executive Officer will update the structure of the Board of Directors within thirty (30) days of any changes approved by the Board.
3. Organization charts will be made public.

4. ROLE OF THE BOARD OF DIRECTORS

POLICY

ATAC will clearly define the role of the ATAC board of directors.

ROLES AND RESPONSIBILITIES

The Board of Directors, as a single entity:

1. Is responsible for establishing and communicating the mission of ATAC and defining the parameters within which ATAC operates.
2. Is responsible for setting long and short-term goals for ATAC.
3. Has ultimate authority and responsibility for the operations and policies of ATAC.
4. Is responsible for the development, implementation and monitoring of the framework, governance and operational policies of ATAC and its programs and services.
5. Reviews, directs changes to, and approves operational plans, budgets, policies and reports for ATAC.
6. Develops and ensures Aboriginal community awareness regarding the purpose of ATAC.
7. Participates in clarification and resolution of issues.
8. Plans for, and ensures the conduct of, the Annual General Meeting of ATAC.
9. Advises the members on activities of ATAC and makes recommendations to the members for their consideration and action.
10. Reports to the membership on future plans, as well as on the programs and services offered by ATAC.
11. Oversees the management of ATAC funds and raises funds for ATAC.
12. Is accountable to the members and Aboriginal community and is responsible for the continuity of the management and administration of ATAC.
13. Defines, in writing, the responsibilities assigned and the authorities delegated to the President and Chief Executive Officer.
14. Approves of the hiring, conditions of employment and termination of the Chief Executive Officer.
15. Evaluates the performance of, and establishes compensation for, the Chief Executive Officer.

The Board members (Directors) are expected to become active participants in their elected capacity and duty. In carrying out his or her duties, each Board member is responsible to exercise due diligence in the performance of his or her duties, as follows:

- Acknowledge and respect the customs and history of ATAC and be respectful of local First Nations jurisdiction and authority;
- Understand, adhere to and implement the bylaws, business plan, governance and policies of ATAC;
- Be informed of the relevant and applicable provisions of the Society Act, and other laws that are applicable to the work of ATAC;
- Attend Board meetings and conference calls, read minutes and provide feedback;
- Understand and respect the structure of ATAC, including the distinction in the roles of the Board and staff;
- Declare in writing within a reasonable time period any apparent or real conflict of interest to the Board (please refer to Section 7 “Conflict of Interest and Resolution” below);

- Exercise the same degree of care, diligence, and skill that a reasonably prudent person would show in comparable circumstances;
- Not act individually on any matter unless authorized by the Board to do so;
- Have knowledge of the federal and provincial funding guidelines and policies;
- Keep informed and communicate to the Board and members the key economic development activities, trends, news and opportunities relevant to ATAC in each Board member's respective region;
- Establish meaningful strategic linkages with First Nations, governments and other organizations offering the same service, and the private sector to promote understanding and acceptance of the objective and goals of ATAC; and,
- Provide expertise and support within existing resources to membership in order to help advance regional development goals.

Furthermore, an effective ATAC Board member:

1. Provides notification in advance if unable to attend a Board and Committee Meeting, or conference call.
2. Reads minutes, reports, and financial statements that are provided in advance of meetings to identify errors, omissions and actions that require follow-up.
3. Prepares reports, motions, policies, etc. in writing when required.
4. Maintains a dress code that is consistent with the professional image that ATAC wants to promote, keeping in mind that Board members are role models and representatives of ATAC.

5. EXPECTED STANDARD OF CARE – CODE OF CONDUCT

The members of the board for the Aboriginal Tourism Association of Canada are expected to conduct themselves in a manner that exemplifies their status as leaders and role models for Aboriginal people.

The General Guidelines for employees as set out in the Human Resources Manual will apply, as the context dictates, as a minimum standard of conduct required of board members.

In relation to the staff and to Aboriginal people, the members of the board are expected to act in a manner that recognizes that staff members, employees and all Aboriginal people are entitled to be treated with respect and dignity.

In order for the board to be effective, board members (Directors) will:

Conduct themselves in a responsible and courteous manner in all affairs when they are representing ATAC;

- Endeavor to attend and participate in all Board and General Meetings and conference calls;
- Not act or make decisions that will benefit them or their own organizations directly without the express written permission of the Board;
- Endeavor to work together respectfully in all ATAC affairs; and,
- Conduct their business in a legal and professional manner.

FIDUCIARY DUTY

The ATAC bylaws recognize that the members of the ATAC Board of Directors have a fiduciary relationship and duty to all Aboriginal people and that a breach of that relationship and duty will result in being disqualified as a member of the ATAC Board of Directors.

The Directors' fiduciary duties may include:

- Acting honestly and in good faith in the best interests of members and ATAC as a whole;
- Exercising power with loyalty and care;
- Listening and acting when possible to concerns of members;
- Not predetermining issues;
- Not fettering discretion to management;
- Transacting Board business at duly convened meetings;
- Adhering to principles of natural justice and administrative fairness in transacting Board business;
- Negotiating business deals based upon prevailing business practices;
- Providing guidance to President and Chief Executive Officer to help him or her to perform his or her job duties;
- Ensuring and providing support to the Chair of ATAC on managing the supervision of staff, contractors, and professionals;
- Not making arbitrary decisions that benefit one member to the exclusion of another;
- Ensuring the financial management of ATAC is based upon prevailing accounting practices; and,
- Securing assets, i.e. keys, passwords, seal and cheques.

REPORTING INAPPROPRIATE CONDUCT OF BOARD MEMBERS

A report of conduct concerning a Board member which is contrary to the Expected Standard of Care (the "Conduct Report") shall, in all cases, be treated with the utmost confidentiality. Reports must be submitted in writing and directed to the President and Chief Executive Officer, who shall present the report within seven (7) days to the Board Executive which is constituted of the ATAC Chairperson, Co-Chairperson, Treasurer and Secretary.

A Conduct Report received by the Board Executive shall be provided to the Board member who is the subject of the Conduct Report and to the Board Executive. The Board Executive may, upon review of the Conduct Report:

1. Dismiss the allegations contained in the Conduct Report;
2. Render a summary decision with respect to the allegations contained in the Conduct Report; or,
3. If it is determined that the allegations in the Conduct Report warrant a Hearing, shall set a Hearing date.

In the event a Hearing is deemed appropriate, the Board member who is the subject of the Conduct Report and the person who had reported the inappropriate conduct of the Board member (the "Parties to the Hearing") shall be invited to attend and present their individual positions with evidence in support, to the Executive Board. The Parties to the Hearing may be represented at the Hearing by an advocate that may include legal counsel.

After providing the Parties to the Hearing an opportunity to present their submissions and evidence, the Executive Board shall render a decision within seven (7) days of the date of the Hearing. If the allegations contained in the Conduct Report are found to be invalid, the matter shall be dismissed and no reference shall be made to the Conduct Report in the Board member's file.

In the event the allegations contained in the Conduct Report are substantiated, the Executive Committee shall render a decision in which the Executive Committee must consider the principle of progressive discipline and which may include the following:

1. Referral to the ATAC board for review and determination;
2. Disciplinary letter to remain on the offending Board member's file with ATAC;
3. Removal or reduction of duties or functions relating to that Board Member's responsibilities;
4. Suspension for a defined period;
5. Removal pursuant to ATAC bylaws; or,
6. Such other disciplinary action which may be deemed appropriate.

The ATAC Board's decision is final.

In the event the Board member who is the subject of the Conduct Report is a member of the Executive Board, that member shall excuse him/herself from sitting as a Board member in review or for determination of the Conduct Report.

6. BOARD ELECTIONS

POLICY

At the end of their term, the Directors shall retire from office at the Annual General Meeting and their successors shall be elected.

Elections for Board membership will be held during the ATAC Annual General Meeting to support the staggered board election process based on the two-year term.

The members of the Board of Directors are elected by the ATAC membership pursuant to the ATAC bylaws. The number of Directors shall be thirteen (13) or such greater number as may be determined from time to time at an annual general meeting or general meeting.

Only voting members are eligible for any ATAC Board of Director position.

The Directors will be elected by the members of ATAC in accordance with ATAC bylaws on the following basis:

- Thirteen (13) directors will represent each Province and Territory in Canada on the basis of one representative per:
 - British Columbia
 - Alberta
 - Saskatchewan
 - Manitoba
 - Ontario
 - Quebec
 - New Brunswick
 - Nova Scotia
 - Prince Edward Island
 - Newfoundland/Labrador
 - Nunavut
 - Northwest Territories
 - Yukon
- The Directors may also invite the former Board of Director Chairperson as an “ex-officio” member in circumstances where any Chairperson is no longer a Director as defined by one of the thirteen positions. An ex-officio member will be approved by the Board of Directors and will be subject to the terms established by the board of directors and;
- Persons can be nominated for directorship positions only if they are voting members of ATAC, in good standing.

All candidates for Board membership shall possess the following credentials:

- A commitment to the mission of ATAC;
- Knowledge and skills in areas of the Aboriginal tourism industry, non-profit board governance, tourism policy, finance, programs, human resources and public relations;
- A commitment to attend board meetings, committee meetings and annual general meetings;

- A commitment to attend board orientation, strategic planning and other workshops/training programs necessary for Board development as determined by the board; and
- A willingness to serve on a committee.

Board members' terms of office on the Board is not limited.

The Board may at any time and from time to time appoint a member as a Director to fill a vacancy in the board for an interim period until the following annual general meeting is held to fill the director vacancy.

The Chairperson, Co-Chairperson, Secretary and Treasurer are the officers of ATAC. The Directors shall elect among themselves the officers of the Society at the immediately following the Annual General Meeting when they were elected.

PROCEDURES

1. The ATAC board will establish the ATAC Nominations Committee whose mandate is to review nomination submissions.
2. To obtain nominations for candidates interested in the board of director's positions, the ATAC administration will submit a public notice indicating a search for candidates, as required in the ATAC bylaws.
3. ATAC will engage ATAC members and ATAC board in identifying potential candidates.
4. Nominations for ATAC board positions must be received in writing or by email or fax no 30 days prior to elections held at an Annual General Meeting. Nominations can be submitted by courier or mail to the official mailing address identified on the ATAC website.
5. Candidates' credentials are reviewed to determine whether they meet the required criteria prior to an ATAC Annual General Meeting. The review will be completed by ATAC administration and the Nominations Committee and will be determined based on voting membership, review of credentials, tourism knowledge and skills.
6. The ATAC board will appoint an Election Officer for the purposes of managing the election process.
7. Voting will be performed by secret ballot.
8. Ballots will contain the names of candidates who have been nominated and met nomination requirements; the candidates' names and organizations will be listed on ballots by region.
9. Each eligible elector will receive a ballot.
10. Voting Members in good standing are entitled to vote for one director from each their Province or Territory.
11. Only the votes received from the electors during the specified timeframe provided during the ATAC Annual General Meeting will be counted as votes cast. Votes not cast during the timeframe provided will be deemed spoiled by the Election Officer.
12. The Election Officer will count votes cast immediately after the completion of an election process without delay. The Election Officer will ensure confidentiality when counting and take steps necessary to complete.
13. Election for the ATAC Board of Directors is determined by simple majority vote of the electors that have cast their ballots during an ATAC Annual General Meeting.
14. Candidates may appoint a scrutineer to participate when the Election Officer counts ballots cast.



15. The Election Officer will announce elected candidates at the Annual General Meeting in a timely manner after completion of the vote counting. The Election Officer will also report election results by name, Province or Territory, and votes cast.
16. Ballots will be destroyed by the Election Officer at the completion of the election process.

7. EXECUTIVE COMMITTEE OF THE BOARD OF DIRECTORS

POLICY

The Chairperson, Co-Chairperson, Secretary and Treasurer comprise the Executive Committee of the ATAC Board of Directors. Between regular meetings of the Board, the Executive Committee is authorized by the Board to make decisions on behalf of the Board but must report any decisions to the board at the following meeting.

PROCEDURES

1. The Directors shall elect among themselves the Executive Committee (Chairperson, Co-Chairperson, Secretary and Treasurer) immediately following the board elections at the Annual General Meeting.
2. The Executive Committee is required to report, in writing, to the Board at the next regular meeting of the Board on any decisions made by the Executive Committee that impact significantly on budget or program/service delivery.
3. The Executive Committee is elected each year following board elections.

EXECUTIVE COMMITTEE RESPONSIBILITIES

POLICY

ATAC clearly defines the duties and responsibilities assigned to the Board, Executive Committee members of the board as well as all directors.

RESPONSIBILITIES OF THE EXECUTIVE MEMBERS

In addition to their roles and responsibilities as board members, Executive Committee members of the Board have clearly defined roles and responsibilities as outlined below:

Chair of the Board (Chairperson)

The Chairperson has the following powers, duties and functions:

- Is responsible for the effective governance of ATAC and for carrying out the wishes of the Board of Directors in relation to the direction and management of ATAC.
- Ensures that directives and/or resolutions of the board members are carried out.
- Acts as the official spokesperson of ATAC at ceremonies, special functions and official business meetings. This role may be delegated to the President and Chief Executive Officer;
- Ensures the Board conducts itself in a manner consistent with Board policies, procedures and decisions in a timely manner;
- Provides leadership for consensus-building and team-work;
- Monitors and supervise the President and Chief Executive Officer in the management of ATAC and help develop him or her for optimal performance to benefit ATAC through learning and training opportunities; regularly assess his or her performance using employee performance assessment tools;

- Communicates the Boards' decisions to the President and Chief Executive Officer;
- Chairs Board meetings;
- Develops appropriate governance structures and implement assessment and control systems;
- Collaborates with the Board of Directors to set policy and make decisions for the administration of programs and services;
- Is aware of internal policies affecting the organization and ensures key operating policies are in place (such as expenditure/investment policy and conflict of interest policy);
- Ensures all Directors' points of view heard and valued;
- Coordinates with the President and Chief Executive Officer on board meeting agendas and dissemination of information;
- Plans for the succession and diversity of the board and organization;
- Plans and ensures orientation and training is provided in the development of the Board; and,
- Acts to facilitate issues of conflict arising from the operations, with members, staff, and directors of ATAC.

Co-Chairperson

The Co-Chairperson has the following powers, duties and functions:

- Carries out the duties of the Chairperson when the Chairperson is absent, as directed by the Chairperson or the Board;
- Assists, as directed by the Board or Chairperson, in the performance of the Chairperson's duties;
- Follows up with every person responsible for taking action on a board decision to determine the completion status of the item, and submits a status report to the board accordingly; and,
- Performs such other duties and responsibilities as delegated by the Chairperson or the Board.

Treasurer

The Treasurer has the following powers, duties and functions:

- Ensures the proper receipt of all monies that are the property of ATAC;
- Ensures that accurate financial records are maintained as required by ATAC for audit or reporting purposes;
- Ensures that such books and records are open for inspection at reasonable times by the board on such conditions as prescribed by the board or imposed by law;
- Directs and oversees the annual budget development and approval process;
- Reports on the financial status of the organization to the membership at the Annual General Meeting;
- Performs such other duties and responsibilities as delegated by the Chairperson or the Board.

Secretary

The secretary has the following powers, duties and functions:

- Support notices of meetings of the ATAC board;
- Is responsible to work with ATAC administrative staff to record and maintain minutes of all meetings of the ATAC board;
- Is responsible for managing the circulation of all minutes of the ATAC board at least one week prior to the next meeting of the board; and,

- Performs such other duties and responsibilities as delegated by the Chairperson or the board.

8. BOARD COMMITTEES

POLICY

The ATAC board may establish Standing or Adhoc Committees to meet the ongoing requirements of the organization. Board Committees may not make decisions on behalf of the board; instead, the decisions of committees will become recommendations to the Board as a whole for final approval.

The Terms of Reference, membership and authority of Standing or Ad-Hoc Committees will be defined in writing prior to the commencement of operation of the Committee. While Committees and Terms of Reference are developed, and established by the Board, it is reasonable to anticipate some fine-tuning once the Committee is in place and performing its duties. The Committee's mandate or purpose extends from the Board to assist the organization with the work of the Board.

STANDING COMMITTEES

The Board of Directors may establish Standing Committees. The Standing Committees are expected to confine their activities to the work of the board and to exercise restraint to ensure that the Committee and/or its individual members avoid interfering with the authority the board has delegated to the President and Chief Executive Officer.

Standing Committees may include such Committees as Human Resource Committee, Policy Committee, Nominations Committee, and Finance Committee.

AD-HOC COMMITTEES

The Board of Directors may establish Ad-Hoc Committees of the board as the need arises. Ad-Hoc Committees are temporary committees brought together for a specific purpose or task and will continue to exist until their mandates have been completed.

Ad-Hoc Committees may include, but not limited to, an Awards Committee or a President and Chief Executive Officer Performance Review Committee.

BOARD COMMITTEES–PRESIDENT AND CHIEF EXECUTIVE OFFICER RELATIONSHIP

The Board of ATAC reminds all Committees and Committee members that the Board employs the President and Chief Executive Officer to translate the will of the Board into administrative action, delegates' duties and powers to provide effective leadership, and holds the President and Chief Executive Officer responsible for the application of knowledge, skill and professional leadership in all aspects of the ATAC operation.

In addition, Board Committees may not direct the President and Chief Executive Officer or other staff of the organization.

The President and Chief Executive Officer may serve on Board Committees but has no voting status in that capacity.

PROCEDURES

1. The board authorizes the committees to carry out specific tasks on behalf of the board through Terms of Reference that clarify what the board expects to be done, how and when it expects this will be accomplished.
2. Each committee of the board will meet at the call of ATAC.
3. Committees will provide the Board with written recommendations arising out of meetings
4. Committees will provide the Board with written recommendations arising out of meetings.

9. BOARD OPERATION

BOARD ORIENTATION

POLICY

All board members will receive formal orientation on the philosophy, mission, principles, goals and objectives, and programs (where applicable) of ATAC.

PROCEDURE

1. On election or appointment to ATAC, board members will be provided with a copy of the ATAC governance manuals.
2. Board members will be required to complete an Oath of Allegiance, Confidentiality and Conduct.
3. Honoraria and expense processes will be explained to board members.

BOARD MEETINGS

POLICY

The board will conduct business either in person or via a facilitated conference call. The timely circulation of an agenda and background material will precede all meetings. The intended purpose is to provide members with an opportunity to review materials and provide comments prior to the commencement of the meeting.

The ATAC Chair, or designate, will facilitate all ATAC meetings to ensure agenda items are afforded the appropriate time necessary for a full and proper discussion by all members. Minutes of proceedings and decisions of ATAC meetings shall be maintained by ATAC. Minutes shall be distributed to all ATAC members and reported to staff as needed. Minutes, agendas and supporting documentation will be made available to any ATAC board member upon request.

ATAC board members shall attempt to meet quarterly (one every three months). Such meetings may be supplemented with conference calls as required. Additional meetings may be called at ATAC's discretion based on the availability of members, the urgency of the matter, and/or available funding.

Meetings can be rotated throughout the country.

PROCEDURES

Quorum of the Board

To form a quorum for an ATAC Board of Director meeting, a minimum of 50% of the current board members, including the Chairperson, must be present. There is a maximum of 13 voting seats on the ATAC Board.

Decision-Making

ATAC will employ a consensus decision-making model for all its decision-making. Consensus decision-making is a group decision-making process that seeks not only the agreement of most participants, but also to resolve or mitigate the objections of the minority to achieve the most agreeable decision. Where consensus cannot be reached, it is the responsibility of the dissenters to propose solutions to resolve the disagreement. If agreement cannot be reached through further efforts, decisions will be made by simple majority, of (50% plus 1) of votes.

Conduct of Board Meetings

1. The Chairperson, or, in the absence of that person, the Co-Chairperson, will chair meetings of the Board;
2. The Chair of the meeting will introduce each item on the agenda;
3. The board member who placed the item on the agenda will be required to speak to the item;
4. Other Board members will be provided with an opportunity to respond to the item.;
5. The board member who placed the item on the agenda will be provided with a second opportunity to summarize and present his or her case;
6. The item will be debated by the board as a whole.
7. At an appropriate time, the Chair will call for a motion;
8. The Chair will call for an open vote (show of hands) on the motion. The passing of a motion is reflected in a simple majority vote;
9. A Director at a Board meeting is entitled to one vote; and
10. The Chair will summarize the decision of the board for inclusion in the minutes.

Minutes of Meetings of the Board

The formal minutes of Board Meetings will be distributed to all Board members within two weeks of conclusion of the meeting.

Monitoring of Board Decisions

1. The Co-Chairperson of the board will conduct a follow-up with every person responsible for taking action on a board decision to determine the completion status of the item.
2. A status report on outstanding items will be prepared by the Co-Chairperson for inclusion on the agenda of the next meeting of the Board. The report will show the item, the action that was to be taken, who was to take the action and the reason why the item has not been addressed.

10. IN-CAMERA MEETINGS

POLICY

In-camera meetings may be convened when there is a need to:

- Advance the interests of ATAC with privileged discussion based on the premise of appropriate consultation;
- Protect the confidentiality of the matters discussed;
- Allow free discussion on sensitive issues (Human Resource matters, for example); or,
- Have an off-the-record discussion.

PROCEDURES

1. The Board, or the Executive Committee of the Board, will determine the requirement for an in-camera meeting. The requirement for an in-camera meeting may encompass an entire meeting or a portion of a regular meeting.
2. All discussions during an in-camera meeting will be off the record.
3. Names of director's present will be recorded.
4. Only a summary of motions/actions/decisions made will be recorded by the Secretary or designate.
5. No person will be identified in any of the motions/actions/decisions recorded in the minutes.
6. Amendments to the minutes will be submitted to the Chairperson prior to the next Board Meeting to ensure confidentiality of information.
7. Minutes, as amended, will be submitted for review and approval, at the next board meeting.

11. ANNUAL GENERAL MEETINGS

POLICY

ATAC will hold an annual general meeting of the membership each year.

The Chairperson of the ATAC Board of Directors will chair the Annual General Meeting unless voting members decide to approve an independent chair.

BOARD PERFORMANCE EVALUATION

POLICY

The board will conduct an evaluation of its own performance on an annual basis prior to the holding of the Annual General Meeting. The objective of this annual evaluation is to enhance the performance of individual board members, in an effort to strengthen the governance capabilities of ATAC. The evaluation is based on the Board's agreed-upon roles and responsibilities.

Areas of evaluation include, but are not limited to, the following elements:

- Governance;
- Strategic Direction and Leadership;
- Resource Allocation and Financial Management;
- Committee Effectiveness;
- Compliance with Board Policy; and,
- Board/Chief Executive Officer Relationship.

PROCEDURES

1. The Board Chairperson will lead the evaluation of board performance. The Board Chairperson may enlist the services of an external facilitator in completing the evaluation.
2. The completed evaluation will be documented and placed on file.
3. On request, completed evaluations may be viewed by the ATAC general membership.
4. A Committee of the board may be formed (Governance Committee) to address any improvements to the Performance Evaluation, with recommendations for improvement directed to the ATAC Board.

12. BOARD MEMBER COMPENSATION

HONORARIA/EXPENSE ADMINISTRATION

POLICY

ATAC Board members will be paid honoraria for services rendered. Honorarium is paid at a rate of \$100.00 per day for ATAC board meetings or appointed committee meetings when required in person. The honorarium does not include travel reimbursements or costs.

PROCEDURES

General Guidelines

1. ATAC provides board members established honoraria commensurate with responsibilities.
2. ATAC will request the Finance Committee to conduct an annual review of the honoraria to ensure appropriate board remuneration.
3. The Board will request the Finance Committee conduct the review of honoraria and formulate recommendations for board consideration in respect to the need for revision.
4. The Finance Committee is responsible for timely review and delivery of its recommendations.
5. The Board is responsible for consideration and approval of recommendations upon their receipt.

Administrative and Payroll Guidelines

1. ATAC issues honoraria and any other payments as a timely basis.
2. Board members are issued a written statement detailing payment for the period and the net amount paid to the board member.
3. ATAC is not obligated to make or take deductions other than those required by law or authorized by board members.
4. Board member authorization is required prior to initiating discretionary deductions.
5. Pay withholding requirements will be explained to board members during their orientation process. The information to be relayed covers the following category:
6. Court Ordered Deductions When ATAC receives court orders demanding payroll deductions, documents will be forwarded to the Payroll Department. The Finance Director will notify the individual Board member of wage garnishment or family support payment deductions. ATAC will comply with all applicable legislation and legally prescribed limits.

ORGANIZATION RESPONSIBILITIES

- Appoint a committee annually to review the established honoraria.
- Assign the committee with the review and delivery of recommendations regarding the need for adjustments within a given timeframe.
- Receive and consider the committee's recommendations for approval and implementation.
- Inform honoraria to be issued to individual board members.
- Submit changes that affect honoraria.
- Forward court orders immediately upon receipt.

- Notify the Finance Controller immediately if any errors in regard to payments or deductions were perceived. Finance will investigate the matter and work to correct any errors.

13. PRESIDENT AND CHIEF EXECUTIVE OFFICER

TERMS OF REFERENCE

POLICY

The ATAC President and Chief Executive Officer is responsible and accountable for the day-to-day management and supervision of the staff organization, the implementation of approved policies and procedures, the delivery of programs and services to the membership, and the provision of appropriate support to the Board and its Committees.

The President and Chief Executive Officer operates under authorities delegated by the ATAC Board of Directors.

The President and Chief Executive Officer may use reasonable discretion when implementing policies and programs provided that day-to-day management decisions are consistent with the approved policies and procedures as determined by the board of directors.

In the absence of specific policies or procedures to guide the President and Chief Executive Officer in making management decisions, the President and Chief Executive Officer is authorized to make any decision necessary, as long as the decision is consistent with overall ATAC direction and the laws of British Columbia and Canada. In such cases, the President and Chief Executive Officer will inform the Chairperson of the decision made within twenty-four (24) hours of having made the decision.

The President and Chief Executive Officer reports, and is accountable, to the board through the Chairperson of the Board.

The key responsibilities of the President and Chief Executive Officer are described within the board manual.

The President and Chief Executive Officer may, in turn and within defined limits, delegate responsibilities related to program management and administration to managers and staff as deemed appropriate. Significant delegations of authority will be in written format.

PROCEDURES

1. The Chairperson of the board is responsible for defining and revising, as required, the President and Chief Executive Officer's responsibilities.
2. Responsibilities and authorities delegated to the President and Chief Executive Officer shall be explicitly outlined in policies or through written correspondence, position description, minutes of meetings, or through board motion.
3. Assigned responsibilities and delegated authority will remain in effect until revoked in writing by the board of directors.
4. The assignment of responsibilities and delegations of authority (program, financial, administrative) for the position of President and Chief Executive Officer will be reviewed and confirmed or modified with the appointment of any new individual to the position.

RESPONSIBILITIES

Reporting to the ATAC board of directors through the Chairperson of the board, the President and Chief Executive Officer is responsible and accountable for:

1. The provision of support to the board in its governance and policy-setting roles;
2. The development, implementation and maintenance of programs, policies and procedures;
3. The management of the operations of ATAC;
4. The establishment and maintenance of key working relationships within ATAC, Federal and Provincial Governments, ATAC members, Destination Canada, Destination Marketing Organizations, and all other Tourism Associations in Canada.

14. BOARD – PRESIDENT AND CHIEF EXECUTIVE OFFICER RELATIONSHIP

ATAC believes there is a clear distinction between Governance (board role) and Management (operational role). To ensure role clarity between the board, the Chairperson of the Board and the President and Chief Executive Officer, it is the policy of the board that it reflects the governance role of ATAC.

1. The Board operates as though it has only one employee, the President and Chief Executive Officer, who receives his or her direction from the Board through the board Chairperson. No individual member of the board, other than the Chairperson, may direct the activities of the President and Chief Executive Officer.
2. The President and Chief Executive Officer reports to the board through the board Chairperson.
3. No individual member of the board has the authority to direct the activities of staff of ATAC.

COMPENSATION

POLICY

The ATAC Board will review the salary and total compensation package of the President and Chief Executive Officer annually.

The salary range for the position of Chief Executive Officer will reflect salary rates for comparable positions in similar organizations. Similarly, the benefits package for the President and Chief Executive Officer will reflect the benefits paid by similar organizations.

The salary, within the specified salary range, actually paid to the President and Chief Executive Officer will reflect the performance of the President and Chief Executive Officer as determined through the performance evaluation process.

PROCEDURES

1. Annually, and prior to the President and Chief Executive Officer's anniversary date, the board will review the salary range assigned to the position of President and Chief Executive Officer.
2. The board will obtain statistically viable data on similar positions in similar organizations and develop a recommended salary range for the position for consideration by the board. Changes in salary range will be referred to as a market adjustment (as opposed to a performance increase).
3. Following Board approval, the new salary range will be implemented by the organization.
4. Unless the performance of the President and Chief Executive Officer is less than fully satisfactory, he or she is entitled to receive the full market adjustment.
5. Once the new salary range is implemented, the board Chairperson will determine the new salary to be paid to the President and Chief Executive Officer considering both market conditions and the results of the performance evaluation.

PERFORMANCE REVIEW

POLICY

ATAC is committed to evaluating the performance of its President and Chief Executive Officer at least annually using a process that is objective, credible and fair.

The performance evaluation will address the achievement of goals and objectives by the President and Chief Executive Officer, how those goals and objectives have been achieved, and the training and development needs of the President and Chief Executive Officer.

The results of the performance evaluation will provide part of the basis for adjustments in President and Chief Executive Officer's compensation.

PROCEDURES

1. Annually, or more often, and prior to the President and Chief Executive Officer's anniversary date, the Chairperson of the board will conduct a review of the performance of the President and Chief Executive Officer.
2. The Chairperson may consult with others in the organization for input into the evaluation.
3. At the beginning of the evaluation period, the Chairperson and the President and Chief Executive Officer will establish the criteria upon which the performance evaluation will be based.
4. Prior to the anniversary date of the President and Chief Executive Officer, he or she will prepare a self-evaluation. At the same time, the Chairperson will also prepare an evaluation. Training and development needs will also be addressed by both parties at this time.
5. At a mutually agreeable time, the Chairperson and President and Chief Executive Officer will meet to discuss and, where possible, rationalize the two evaluations. Where there is not complete congruency on the final evaluation, the evaluation of the Chairperson will stand.
6. Where the President and Chief Executive Officer is not satisfied with the results of the evaluation, he or she may request that the matter be referred to the Board for review and a final decision.
7. The decision of the board is final.

15. CONFLICT OF INTEREST AND RESOLUTION

CONFLICT OF INTEREST

POLICY

The Directors of the ATAC board have been entrusted by the organization's members to promote and protect ATAC's interests. Those interests include a commitment to growing and promoting a sustainable, culturally rich Aboriginal tourism industry in Canada. Inasmuch as the principles recognize the need to foster values described as balanced, ethical, collaborative, transparent, and open, it is important that directors be seen always to place the interests of ATAC above their own when engaged in ATAC business. The following points are intended to provide guidance for the ATAC Board and for individual directors in cases where real, apparent, or potential conflicts of interest may arise.

DEFINITIONS

Conflicts of interest include situations:

- Where directors' private affairs or financial interests are in conflict with their duties and responsibilities or result in a perception that a conflict exists;
- Where a director's actions compromise, or undermine the trust which the public and members place in ATAC; and
- Which could impair or appear to impair the directors' abilities to act in ATAC's interest.

Conflicts of interest can include both financial and material interests. In addition to actual conflict of interest, apparent or potential conflict of interest may also arise. An apparent conflict of interest occurs when the answer to the following question is "yes":

- Would a reasonably informed person perceive that the performance of the Director's duties and responsibilities could be influenced by his or her financial or material interest?

For example, any time a Director is also directly engaged in a project sponsored or supported by the institute, there is the possibility of an apparent conflict of interest.

A potential conflict of interest is a situation that may develop into a real conflict of interest.

TYPES OF CONFLICTS OF INTEREST

- **Self-dealing:** In the director's ATAC role, the individual makes decisions that financially or materially affect the director as a private citizen or the director's immediate family.
- **Accepting benefits:** In the director's ATAC role, the director accepts substantial gifts, bribes, services, or other significant benefits that may be perceived to influence the director.
- **Influence peddling:** The director accepts benefits in exchange for exerting influence or giving preferential treatment to the giver of the benefit.

- Using ATAC property: The director uses ATAC property (e.g. photocopiers, telephones) for non-ATAC business.
- Using confidential information: The director uses confidential information acquired because of ATAC work for private gain.
- Post-appointment: Confidential information that has been gained in the director's role is used for private advantage after leaving ATAC.

PROCEDURE

The following guidelines direct all actions and decisions regarding potential and actual conflict of interest in activities sponsored or supported by ATAC. These principles apply to both for-profit and not-for-profit activities. Every director shall:

- Act in the best interests of the members of ATAC;
 - Not communicate confidential information to anyone not entitled to receive the same;
 - Not use information, confidential or otherwise, that is gained in the execution of his or her office and is not available to the members of the society generally, to further, or seek to further, a director's private pecuniary or other interest;
 - Not use his or her position as director to secure special privileges, favours or exemptions for himself or herself personally or for any other person;
 - Not place himself or herself in a situation where he or she may be under obligation to someone who has business dealings with ATAC and who could benefit from special consideration or treatment;
 - Not use his or her position to influence a decision to be made by another person to further a director's private pecuniary or other interest;
 - Avoid any situations that could cause any person to believe that he or she may have brought bias or partiality to a question before the board;
 - Not participate in decisions from which he or she could benefit financially or materially;
 - Regard benefits accruing to immediate family as if the director in question were to benefit;
 - Not use his or her position or information obtained therefrom to provide an unfair advantage to him or herself, including cases involving grants for funding and other approvals and appointments.
1. It is the duty of the ATAC board of directors to decide whether such individual may participate in any discussions or vote on the issue that has given rise to the conflict.
 2. Directors must withdraw from participation in any way in decisions in which they have a financial or material interest.

When a director is deemed to be in a conflict of interest, he or she will immediately vacate his or her position where he or she votes on a proposal in which he or she is directly or indirectly involved. With respect to any issue brought before the board or Executive Committee to recommend or approve ATAC's participation in a specific contract, transaction, or market development program where any Director has a conflict of interest, the Director shall:

- Immediately disclose in writing to the Chair of the board of directors or to the Executive Committee that the conflict of interest exists and indicate the nature of the conflict of interest;

- Absent himself or herself from the room while the issue is under discussion; however, if such person must remain in meetings in order to fulfill his or her administrative responsibilities, he or she shall not participate in any discussion regarding the application or other issue that has given rise to the conflict of interest;
- Refrain from voting on the issue; and,
- Not attempt in any way, whether before, during or after the meeting, to influence the voting on any question in respect of the matter.

Should a director be found to be in conflict of interest that has not been disclosed to the board as required in bullet 1 above, the board may:

- a) require the director to provide full disclosure of the nature of the conflict of interest;
- b) by special resolution as per ATAC bylaws, remove said director from the board.

EXAMPLES OF CONFLICT OF INTEREST AND PROCEDURES

1. When a director involved in evaluating applications and granting awards for funding on behalf of ATAC:
 - a) (i) is the applicant, co-applicant, or co-signor; or,
(ii) is a senior official from the same organization as an applicant;

Then, unless otherwise directed in writing by ATAC, such person shall disclose the fact of the conflict to ATAC and not participate in any evaluation of the application or competing proposals.

- b) (i) belongs to the same organization as an applicant;
(ii) is an applicant's colleague;
(iii) is a competitor of an applicant or involved in an organization or business that is a competitor of the applicant; or,
(iv) is directly involved in collaborative activities with the applicant;
Then, unless otherwise directed in writing by ATAC, such person shall disclose the fact of the conflict to ATAC and not be assigned the applications for review.
2. Any proposal for funding submitted by Directors in which they, their relatives, or their friends have a financial interest must be forwarded to a minimum of two external reviewers for independent evaluation.

16. CONFLICT RESOLUTION

POLICY

The ATAC directors will work together to ensure that conflicts are avoided. However, in the event that a conflict arises, the directors agree to follow the procedures outlined below.

PROCEDURE

In the event that a conflict arises, the Directors agree to follow the steps outlined below:

1. First attempt to resolve the issue amicably;
2. If necessary, the Chairperson shall schedule a conference call among all of the directors so that the issue can be discussed and a solution arrived at;
3. If the matter is not resolved amicably or through a Board conference call, the directors agree to appoint a mediator;
4. The mediator will assist the Directors in reaching a mutually satisfactory outcome;
5. If an agreement is not reached, the directors agree to allow the mediator to make a final determination on the matter, based on ATAC policy, practice and the principles of fairness; and,
6. The mediator or the President and Chief Executive Officer shall prepare a memo of the resolution of the conflict in writing to be provided to all of the board members.

17. BREACHES BY THE CHAIRPERSON

POLICY

The Chairperson of the ATAC board represents ATAC and is a role model for ATAC members and non-members alike. A report of breach concerning the Chair of the ATAC board shall, in all cases, be treated with the utmost confidentiality. Reports must be submitted in writing and directed to the President and Chief Executive Officer, who shall present the report within seven (7) days to the ATAC Co-Chairperson, Treasurer and Secretary.

The Report received by the ATAC Co-Chairperson, Treasurer and Secretary will be provided to the Chairperson.

The Chairperson shall excuse him/herself from sitting as a board member in review, or for determination, of the report.

The ATAC Executive Committee (formed by the Co-Chairperson, Treasurer and Secretary) may, upon review of the Conduct Report:

1. Dismiss the allegations contained in the Conduct Report;
2. Render a summary decision with respect to the allegations contained in the Conduct Report; or,
3. If it is determined that the allegations in the Conduct Report warrant a Hearing, shall set a Hearing date.

In the event a hearing is deemed appropriate, the Chairperson and the person who had reported the Chairperson's breach (the "Parties to the Hearing") shall be invited to attend and present their individual positions with evidence in support, to the Executive Board (formed by the Co-Chairperson, Treasurer and Secretary). The parties to the hearing may be represented at the hearing by an advocate that may include legal counsel.

After providing the parties to the hearing an opportunity to present their submissions and evidence, the Executive Board (formed by the Co-Chairperson, Treasurer and Secretary) shall render a decision within seven (7) days of the date of the hearing. If the allegations contained in the report are found to be invalid, the matter shall be dismissed and no reference shall be made of the Report in the Chairperson's file.

In the event the allegations contained in the Report are substantiated, the ATAC Executive Committee (formed by the Co-Chairperson, Treasurer and Secretary) shall render a decision in which they must consider the principle of progressive discipline and which may include the following:

1. Referral to the ATAC board of directors for review and determination;
2. Disciplinary letter to remain on the Chairperson's file with ATAC;
3. Suspension;
4. Removal pursuant to Article 5.10 of the ATAC bylaws; or,
5. Such other disciplinary action which may be deemed appropriate.
6. The decision of the Board is final.

18. COMPLIANCE

POLICY

The board and President and Chief Executive Officer will act in accordance with the approved board manual. Given the sensitivity of some of the information and to protect the interest of the ATAC board of directors, each ATAC board member (director) will be required to read, understand, sign and adhere to the following agreements:

- Media/Public Statement Agreement;
- Confidentiality Agreement; and,
- Conflict of Interest Agreement.

The ATAC bylaws are available on request.