



BOARD OF DIRECTORS NOMINATION PROCEDURES FOR 2024-2025

BMVA Board Responsibilities and Background Information

Blue Mountain Village Association's (BMVA) Board of Directors is accountable for the mandate and purpose of the Association as defined in Bill Pr 14 – An Act respecting Blue Mountain Village Association (1999), and is obligated in its role as defined in the Ontario Not-For-Profits Corporations Act 2010 (ONCA*). Directors are appointed on the Board through an election process. Each Director is elected by Members in their membership class. However, once the Director is elected to the Board of the Association, they must consider and make decisions based on best interests of the BMVA, its purpose, and ensure BMVA provides value to all Member classes. BMVA's Board of Directors is comprised of 9 Directors; all serve their term immediately following the Annual General Meeting (AGM). Lodging, Residential and Commercial Directors serve 2-year terms, with remaining Directors serving 1-year terms.

Director Responsibilities

The Board of Directors is responsible for establishing the policy direction and fundamental objectives of the Association; approving the strategies that direct the business planning of the Association; ensuring that enterprise risk is being managed and mitigated, the Association and ensuring that systems are in place to manage those risks; ensuring the continuity of the Association; supervising the management and performance of the Association and protecting the interests of the Association. Directors do not involve themselves in the day-to-day management of the BMVA operations. Directors are expected to assume responsibilities for the following:

- Setting the values, vision, and mission of BMVA;
- Counseling management in helping to identify the priority needs of the Members and the resources required to achieve them;
- Approving and monitoring strategic plans, annual business plans, and annual budgets;
- Developing and monitoring Board policies based on By-laws to ensure good governance;
- Creating and applying decision making frameworks, acting as one voice and ensuring effective, clear and positive communication to its membership, Association staff, and key stakeholders;
- Complying with the By-laws, regulations and policies of BMVA and ensuring compliance by others;
- Identifying and understanding emerging issues and opportunities which are compatible with BMVA's goals;
- Preparing for and attending meetings of the Board in their entirety (approximately 4-6 annually);
- Reviewing and understanding BMVA's Board briefing documents and minutes, policy manuals, official publications, and related orientation resources;
- Supporting the programs of the Association;
- Measuring the performance of fellow Directors and the chief staff executive based upon approved goals, priorities and policies;
- Evaluating and following-up on actions taken at meetings of the Board; and
- Fulfilling any assignments as committee Member, Board liaison, Association representative, or other duties as mutually agreed.

Directors and officers must comply with ONCA and its regulations, the Corporation's articles, policies and By-laws. BMVA's Board is currently working toward updating its Bylaws and governance practices to comply with ONCA by the October 19, 2024 deadline.

Director Code of Ethics Policy

Directors must, to the best of their ability, adhere to and advocate for the following principles and responsibilities governing their business conduct:

- Act with honesty and integrity, avoiding actual or apparent conflicts of interest.
- Act in good faith, responsibly, with due care, competence and diligence, expressing independent judgment where appropriate.
- Comply with rules and regulations of federal, provincial and local governments applicable to the performance of responsibilities and the operations of the Village Association.
- Provide Association Members and Village Guests with information that is accurate, complete, objective, relevant, timely and understandable.
- Respect the confidentiality of information acquired in the course of Board work except when authorized or legally obligated to disclose such information. Confidential information acquired in the course of Board work will not be used for personal advantage.
- Proactively promote ethical behaviour as a responsible partner among peers in a work environment.
- Responsibly use and control all assets and resources employed by or entrusted to me.
- Maintain the skills necessary to enable me to fulfill my responsibilities.

Director Skillsets

Blue Mountain Village Association seeks a team of volunteer Directors who collectively bring diverse skills, abilities and experience to effectively lead the organization and its mandate and to effectively fulfill the Board's responsibilities. Skills and experience desired among BMVA's Directors include: strategic planning and evaluation; financial oversight; board governance; oversight of not-for-profit and/or membership-based corporations, leadership in tourism/destination management and marketing, asset and investment planning, advocacy and government relations, property management, real estate, community engagement, business model development, effective interpersonal and team work skills, and leadership.

Nomination Criteria

- Any Member in good standing who has reached the age of majority, is not bankrupt and is of sound mind may be nominated for election.
- Demonstrated skills, abilities and experience that align with Director Responsibilities and Director Skillsets listed prior.

How to submit a Nomination

1. **Nomination Form:** Please complete the enclosed "Director Nomination Form" to nominate a Member.
2. **Nominee Bio/Resume:** Please prepare a brief memo of no more than 200 words containing biographical details of the Nominee and rational for your Nomination and/or submit an up-to-date resume.
3. Please send the completed Nomination Form and Nominee Bio/Resume to BMVA via fax (705-443-5547), email (afrench@bluemountainvillage.ca) or mail (796468 Grey Road 19, Blue Mountains, ON L9Y 0N6, Attention: Alison French) prior to **5:00 PM on November 8, 2024**.

Nomination Committee Review Process

- Nomination submissions will be assessed based on the above criteria by BMVA's Nominating Committee, with recommendations forwarded to BMVA's Board of Directors.
- The Slate of Directors and/or selected nominees recommended by the Nominating Committee will be approved by BMVA's Board of Directors and will be provided to Members as part of the Annual General Meeting Information Circular sent prior to the AGM.
- BMVA Members will vote to elect a Director (by Member category) as part of the Annual General Meeting on November 23, 2024.

DIRECTOR NOMINATION FORM

The undersigned are Members in good standing of Blue Mountain Village Association (BMVA) and belong to one of the following classes of membership:

Owners of a Residential Lot

As such, we hereby nominate _____ as a candidate for election by the said class of membership to the Board of Directors of BMVA at the upcoming Annual General Meeting of Members.

Dated: _____

NOMINATOR

SECONDER

Signature: _____

Signature: _____

Name: _____

Name: _____

Village Property: _____

Village Property: _____

I understand the responsibilities of being a BMVA director and accept such nomination. Please find attached my biography, reasons for wanting to serve on the Board and signed code of ethics.

Dated: _____

NOMINEE DIRECTOR

Signature: _____

Name: _____

Village Property: _____

If my nomination is not part of the Nominating Committee’s slate, I would still wish to have my nomination stand for election and be part of the Information Circular.

Yes No

**NOMINATIONS MUST BE RECEIVED IN THE BMVA OFFICE
BY 5 PM ON NOVEMBER 8, 2024**

796468 Grey Road 19, Blue Mountains, ON L9Y 0N6,
telephone 705-444-7398 x 221, fax 705-443-5547, email afrench@bluemountainvillage.ca

TERMS OF REFERENCE FOR DIRECTORS

POSITION: Director

REPORTS TO: The Board of Directors

The Directors are collectively the representatives of the membership and are charged with the responsibility of establishing the policy direction and fundamental objectives of the association; approving the strategies that direct the business planning of the association; identifying the major risks to the association and ensuring that systems are in place to manage those risks; ensuring the continuity of the association; supervising the management of the association and protecting the interests of the association.

The Director shall:

- a. Help frame the values, vision, and mission of the BMVA;
- b. Help to identify the priority needs of the members and the resources required to achieve them;
- c. Assist in formulating and establishing strategic plans, goals, and the annual budget;
- d. Adopt programs to carry out the mission and goals;
- e. Monitor the execution of the policies of the Board, the goals and objectives of the BMVA;
- f. Be positive in communicating Board decisions to members, staff and the public;
- g. Promote the programs and services of the association to members, prospective members, the public and other stakeholders;
- h. Comply with the by-laws and policies of the BMVA and ensure compliance by others;
- i. Identify and understand emerging issues and opportunities which are compatible with the BMVA's goals;
- j. Prepare for and attend meetings of the Board in their entirety;
- k. Review and understand the BMVA's Board briefing documents and minutes, policy manuals, official publications, and related orientation resources;
- l. Support the programs of the Association;
- m. Measure the performance of fellow volunteers and the chief staff executive based upon the approved goals and priority actions of the Board;
- n. Evaluate and follow up on actions taken at meetings of the Board; and
- o. Fulfill any assignments as committee member, Board liaison, association representative, or other duties as mutually agreed.



CODE OF ETHICS

In my role as an officer, employee or representative of the Blue Mountain Village Association, I will, to the best of my ability, adhere to and advocate the following principles and responsibilities governing my business conduct:

- 1) I will act with honesty and integrity, avoiding actual or apparent conflicts of interest.
- 2) I will act in good faith, responsibly, with due care, competence and diligence, expressing my independent judgment where appropriate.
- 3) I will comply with rules and regulations of federal, provincial and local governments applicable to the performance of my responsibilities and the operations of the Village Association.
- 4) I will provide Association Members and Village Guests with information that is accurate, complete, objective, relevant, timely and understandable.
- 5) I will respect the confidentiality of information acquired in the course of my work except when authorized or legally obligated to disclose such information. Confidential information acquired in the course of my work will not be used for personal advantage.
- 6) I will proactively promote ethical behaviour as a responsible partner among peers in my work environment.
- 7) I will responsibly use and control all assets and resources employed by or entrusted to me.
- 8) I will maintain the skills necessary to enable me to fulfill my responsibilities.

Signature: _____

Name: _____

Date: _____