



HORSE COUNCIL
BRITISH COLUMBIA

Horse Council of BC Board Manual

HCBC

APPROVED AS AMENDED MARCH 2024

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Section 1 Overview and Context

1.1. Purpose of Manual

Introduction

This Governance Manual is a resource that enables the Horse Council BC Board of Directors (the Board) to govern in a manner that is strategic, effective, and efficient in accordance with good governance standards, legislation and the organization's Constitutional Purposes and Bylaws. The Manual serves for the benefit and guidance of the directors, the Executive Director, and other staff or consultants who may from time to time support the functioning or operation of the Board. It is the governing reference point to ensure the Board's oversight, decision-making, and individual fiduciary obligations are undertaken in the best interests of the Society, its 25,000 members in all regions of BC, its employees, volunteers, and stakeholders.

The Manual serves a number of purposes including:

- Provides an orientation resource for new directors
- Provides an easily accessible record of the organization's governance and policy work
- Enables directors to keep governing documents organized
- Ensures consistency in how the Board governs and operates, and
- Clarifies responsibility for specific issues and policy decisions.

It is expected that all directors will read, comprehend, seek clarification, and always act in accordance with the policies, processes, and procedures documented here. In the event of any conflict or ambiguity between this Board Manual and the Bylaws, the Bylaws shall prevail; such discrepancies should immediately be brought to the attention of the Executive Director and the Chair of the Governance Committee.

As the Board believes in continuous improvement, a comprehensive review and update of the Board Manual is led by the Governance Committee for Board review and approval at least biennially. Specific sections may be updated as needed at any time, subject to approval by the Board. Recommendations for any additions, deletions or modifications should be made in writing to the Chair of the Governance Committee.

1.2. Overview

Horse Council BC (HCBC) is a membership-driven not-for-profit association that represents equine and equestrian interests and sectors, together often referred to as the equine industry, throughout British Columbia. Tradition, strong values, and superior hard work provided by our volunteers has made Horse Council BC the largest and most successful multi-discipline, multi-breed equine association in Canada.

The association is a society under the BC Societies Act, and a Provincial Sport Organization as designated by viaSport BC and recognized by Equestrian Canada. Equestrian Canada (EC)

falls under the jurisdiction of the national Office of the Sport Integrity Commissioner (OSIC), and oversees equestrian sport and all related equine and equestrian interests in Canada. Both EC and viaSport require that HCBC ensures that Safe Sport practices are adhered to and that requirements for implementation are delivered.

Horse Council BC represents the equine industry in agriculture, business, sport, and recreation through education, grant funding, club support, government advocacy, liability insurance, and participant programs. (Its Constitution and Bylaws may be found [here](#).) As well, Horse Council BC is a founding member of BC Agriculture Council and the Investment Agriculture Foundation.

Governance Model

The governance model for the HCBC Board is a policy governance model. The Board governs through policies that establish the organization's goals, governance approach, and oversight of the Executive Director. The policies in this manual also define the relationship of the Board with the Executive Director. The Board delegates to the Executive Director the responsibility to manage the day-to-day operations and to determine the tasks and activities to be used to achieve the organization's goals.

The Executive Director is accountable to, and reports directly to the Board. The Executive Director attends all Board meetings and may attend all committee meetings, except meetings or parts of meetings that are held in-camera with Board members only.

The Board has adopted as a best practice holding in-camera (Board only) sessions as well as Board and Executive Director-only sessions (without other staff present) at each Board meeting and most committee meetings as needed. At the option of the Chair or a committee chair, the Board or committees may meet in-camera as needed at any time.

Constitution and Bylaws

The Constitution delineates the Purposes of the organization, and the Bylaws set out the procedures of the Board to administer its business and affairs. Changes to the Constitution and Bylaws were recently made to enhance the HCBC's governance effectiveness to better align with member needs and current best practices in line with the Societies Act BC. The membership approved the changes in 2022; this Manual reflects the newly modernized Board structure and approach.

Should a conflict arise between this Board Manual and the Bylaws, the Bylaws shall prevail.

Vision and Mission

In carrying out its work, the Board is guided by HCBC's Mission, Vision, and Values.

Mission

HCBC is a member service organization that collaborates with business, industry, and government on behalf of the equine and equestrian community to enhance the equine lifestyle in this Province.

Vision

A British Columbia where quality opportunities to participate in equestrian sport and recreation are available to ALL.

Values

Fairness: We are committed to the value of fairness in all our undertakings. We promote "playing by the rules", open-mindedness, listening to others and treating people with respect. We believe fun and enjoyment in a safe environment should be at the heart of recreation and sport.

Science-based Education: We believe in science-based education as the means to improve practices related to safety, equine welfare, and performance.

Respect: We expect from ourselves and others that all members, staff, and volunteers will be treated with respect.

Responsibility and Accountability: We value the rights of equines and equestrians and the responsibilities that come with those rights. We provide responsible, accountable service and are committed to being a knowledgeable voice for our community.

Inclusivity and Diversity: We welcome everybody and value a participant base that reflects the diverse communities in BC. We recognize the need to be proactive in achieving inclusivity and diversity.

Strategic Plan

The Board approves a three-year strategic plan with established goals to govern the direction of the organization's work. The strategic plan is supported by corresponding strategies and operational plans for implementation by staff to achieve the goals. Progress on the plan is reported quarterly by the Executive Director to the Board, using the strategic scorecard. The Board reviews the plan annually and revises or adjusts the plan periodically if required to respond to changes in the external environment.

The strategic goals in the current three-year plan are:

- Engage and Strengthen HCBC Membership
 - Through communication and engagement with our members and the larger community demonstrate the value of Horse Council BC and retain and attract members.
- Represent Equestrian Interests
 - Educate and advocate on behalf of all equestrians to promote equine health and welfare and ensure their continued right to engage in a wide range of equine activities.

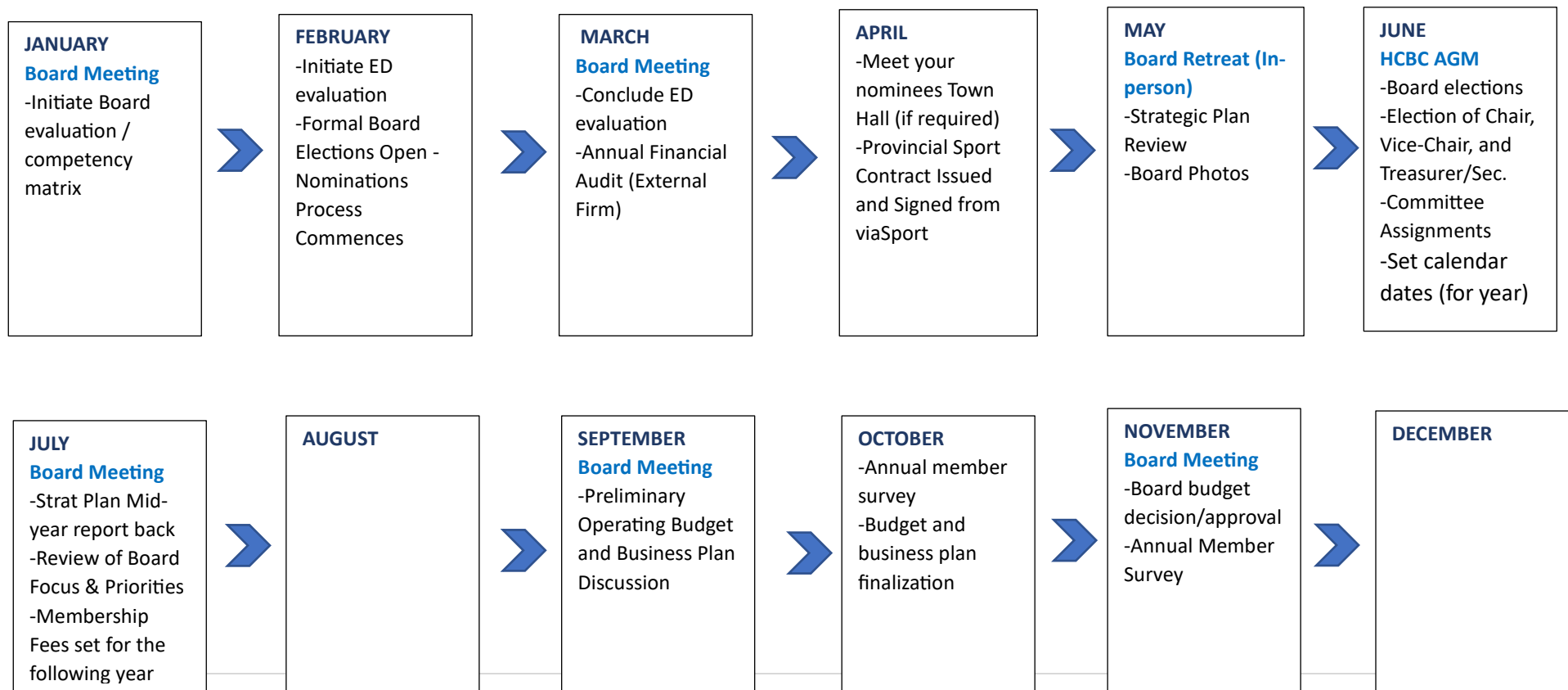
- Promote Education and Sport Development
 - Through a variety of educational platforms and pathways, enhance both science-based education and sport development.
- Pursue Operational Excellence
 - Promote operational efficiency through innovation and technology; ensuring quality service to members, effective communication, maintaining financial stability and increasing environmental sustainability.

The full strategic plan may be viewed [here](#).

1.3. Board Calendar

The Board generally meets up to eight (8) times per year. In addition to specific timely business decisions, there are standing annual business items that must be completed at various points through the year, respecting quarterly financial cycles, the December 31 year end, and the timing for the Annual General Meeting. While the Board Secretary and the Governance Committee are responsible for keeping the calendar up to date to ensure important legislative and compliance deadlines are met, it is every director's responsibility to ensure the required work is performed by the Board according to the calendar.

Appendix 1.3-1 BOARD CALENDAR YEAR-AT-A-GLANCE



Section 2 Board Operating Guidelines and Meeting Procedures

2.1. Introduction

This section of the HCBC Board Manual outlines how the Board operates to carry out its duties of stewardship and accountability, including its procedures for holding Board meetings. It is important for each HCBC Board director to review and adhere to these procedures. They will be used as a reference point for the Chair, Vice Chair, committee chairs and Executive Director in managing meetings, protocols, and directors' conduct.

Best Interests and Governance Standards

The Board is responsible for overseeing the business affairs and operational performance of the organization and supervising the Executive Director, who is responsible for ensuring that day-to-day operations are conducted effectively. The Board and each director must always prioritize the best interests of the organization over personal, individual, political, or specific constituent interests.

As a policy governance board, the Board and each director have specific obligations to:

1. Adhere to their legal, fiduciary, and ethical responsibilities and accountabilities for the governance of the organization.
2. Maintain members' interests at the forefront of discussion and decision-making.
3. Protect the confidentiality and security of information while remaining responsive, transparent, and accessible to the members and the organization.

The Board maintains a clear distinction between the Board's responsibility for governance and policy oversight, and the Executive Director's role as the chief executive officer of the organization. The Board provides direction and monitors the performance of the organization through the strategic plan and the establishment of policies, metrics, checks, and balances that ensure the Executive Director manages the day-to-day operations in accordance with the Mission, Vision, Goals, and legislative requirements.

2.2. Board Authority

Board directors have no direct authority over members of the organization and are not involved with the organization's operational decisions and responsibilities, or with the day-to-day operation of the organization.

To maintain the importance of this distinction, the Board and Executive Director shall adhere to the following principles with respect to their relationship and responsibilities:

- Respect each other's roles, interests, accountabilities, lines of authority and decision-making processes.

- Promote mutual understanding by sharing information in a way that promotes transparency, openness, and trust.
- Prioritize building and maintaining a positive relationship between the Board, the Executive Director, and staff.
- Accept joint accountability for the quick and effective resolution of issues or conflicts.

2.3. Meetings of the Board

The Board meets as often as necessary to transact the Board's business and carry out its duties effectively. Board meetings may be called as required to transact the Board's business by the Board Chair, or in the Board Chair's absence or unavailability, by the Vice Chair. Over the course of a meeting year, the Board normally holds a series of regularly scheduled meetings and may hold special meetings and strategic sessions.

Annual Schedule and Notice of Regular Meetings

Typically, the Board holds quarterly meetings (every three months). However, it may hold up to eight regular meetings, including one planning session, per calendar year. The Board's regular meeting schedule (including the date, time, and location) for an upcoming year is typically approved by the Board at the first Board meeting following the AGM. Notice of upcoming regular Board meetings is also provided at the previous regularly scheduled Board meeting. The Board may cancel or change the date, time, or location of any meeting as circumstances require.

Meeting Decorum

All persons attending a Board meeting (whether in-person or online) are expected to behave in a respectful and civil manner. The Board Chair may remove any person in attendance due to improper conduct or concern for public safety.

In-Camera Meetings

The Board directors participate in an in-camera meeting, except for those directors who may have a conflict of interest in the matter being discussed. The director(s) involved may be requested to attend part or all the in-camera meeting.

The Executive Director may be requested to attend an in-camera meeting; and may also request the Chair to call an in-camera meeting.

The contents of the discussion are to be kept in strict confidence and are not to be shared outside of the in-camera meeting. In-camera meetings are used to deal with the following matters:

1. Executive Director appointment, performance, compensation, and succession planning matters.

2. Matters affecting the quality and effectiveness of Board or committee meetings.
3. Internal governance matters, such as Board evaluations.
4. Meetings with external advisors or consultants where needed (e.g., auditors, legal counsel, human resources, and compensation consultants).
5. Any other sensitive matter that a Board director may wish to have addressed.

Following any Board-only in-camera meeting, the Board Chair reviews outcomes of the meeting with the Executive Director as appropriate.

2.4. Agenda and Supporting Materials

Determining the Agenda

The Board Chair or where appropriate, the Vice-Chair, in consultation with the Executive Director, develops the agenda for each Board meeting. Board directors may recommend items to be added to the agenda in advance of the meeting through the Chair.

In developing meeting agendas, the Board Chair (in consultation with the Executive Director) has flexibility to decide the nature of business and order of discussion.

Order of Business

Generally, the Board shall deal with matters as established by the order of business and as shown on the agenda. The Chair has the discretion to alter the order established to facilitate the business of the meeting.

The general order of business for regular Board Meetings is as follows:

- a) Call meeting to order
 - Chair's Welcome
 - Roll call/confirmation of quorum
 - Zoom meeting tools and process
 - Note guests in attendance
 - Declaration of Conflict of Interest (if needed)
- b) Approval of Business Agenda
 - Additions
 - Requests to move item from Consent Agenda
- c) Approval of Consent Agenda (items therein)
 - Minutes from previous Board meeting
 - Standing reports (committees and/or staff)
- d) Chair's Report
- e) Treasurer's Report
- f) Executive Director's Report (items requiring Board input)
- g) Committees' reports (items requiring Board input)
- h) Strategic Topic for Discussion (as required)
- i) Other Business

- j) Adjourn
- k) Board in-camera meeting (as required)

Distribution of Agenda and Meeting Materials

Under normal circumstances, the Executive Director makes best efforts to distribute the agenda and supporting materials to Board directors at least five (5) working days in advance of a regular meeting. Where the Board Chair, in consultation with the Executive Director, determines that circumstances warrant, supporting materials may be distributed separately from the agenda or handed out at the meeting.

2.5. Board Chair and Vice-Chair Roles at Meetings

The Board Chair presides over all meetings of the Board. Should the Board Chair not be available or able to chair the meeting for any reason, the Vice Chair acts in the Board Chair's place. Should neither the Board Chair or Vice Chair be present or available, the Board elects an acting chair for the meeting until such time the Board Chair or Vice Chair is available.

The duties of the presiding chair with respect to the conduct of Board meetings shall include:

- calling the meeting to order;
- announcing each item of business and directing the Board on the purpose (eg. information, discussion, approval, decision);
- summarizing outcomes of discussions and next steps;
- deciding, subject to appeal, all questions of order and procedure;
- preserving order and decorum;
- managing proceedings and discussions within the time allocated, and
- managing discussion of contentious items towards the achievement of consensus, or resolution by vote.
- In keeping with the HCBC Board commitment to open and inclusive dialogue, the Chair ensures all voices who wish to or should contribute to a discussion have the chance to do so. The Chair avoids leading with a directive or opinion, and refrains from cutting off dialogue or otherwise preventing full and open discussion.

2.6. Participation in Meetings

In-person and Virtual Meetings

Meetings are designated as in-person, virtual (attended by video and/or audio), or in some cases both. Directors are expected to attend in-person meetings or seek approval from the Chair for being absent due to extenuating circumstances. When attending by virtual means,

directors are expected to use reliable video or audio technology that allows them to attend the full meeting, ensures they can be heard, and are able to fully communicate. Board directors who attend virtually are deemed to be present at the meeting and counted in quorum, provided they are in contact for most of the meeting.

When attending a meeting virtually, directors must take care to be in a private area that enables them to maintain the confidentiality of Board information and to avoid distractions.

2.7. Procedures at Board Meetings

Quorum

A quorum for meetings is a majority of the number of Board directors then in office. A meeting of the Board, where notice has been given, and at which a quorum is present, is competent to exercise all or any of the authorities, powers, and discretion vested in or exercisable by the Board generally.

The Chair calls the meeting to order after the time fixed for the meeting, once quorum is present. If quorum is not present within 30 minutes after the fixed time for the meeting, the Executive Director records the name of the Board directors present and the Chair adjourns the meeting. If a quorum is lost during a meeting and not regained within 15 minutes, the Chair adjourns the meeting.

Procedural Rules

The Board shall adhere to the following meeting procedural rules. If a question of procedure should arise during a meeting that is not specifically covered by these rules, it shall be determined by the Chair with reference to Robert's Rules of Order.

1. After the meeting of the Board is called to order, the business of the Board shall be dealt with in the order set out in the meeting agenda or notice, unless the order is amended by the Chair or Board directors requesting items to be removed from the Consent Agenda for discussion.
2. Every director, before speaking to a question or motion, shall first receive recognition from the Chair.
3. When a director wishes to speak to any question, motion, or item, they shall raise their hand to obtain the Chair's attention and wait to be recognized. The Chair shall maintain and call out the list of those recognized to speak in the order in which their intentions come to the Chair's attention, beginning with the director who tabled the motion.
5. All remarks and comments must be relevant to the question under consideration and the Chair shall be the judge of such relevancy. The Chair shall maintain order and decide all questions of order at meetings. A director may appeal the decision

of the Chair on a question of order, or on a question of how the business of a meeting should be conducted. Such appeal will be voted on by the Board, with a majority determining the appeal. Once the Board has voted on the appeal, the decision is final and cannot be reconsidered.

6. In order to proceed to a vote, all substantive motions must have a mover and a seconder. If there is no seconder, the motion may not proceed.
7. All notices of motion and motions shall be worded in the affirmative, where possible, and shall express fully and unambiguously the intention of the mover.
8. All substantive motions and resolutions shall be in writing, and wherever possible provided to the Chair and Executive Director in advance of the meeting.
9. The wording of substantive amendments to a motion during the meeting shall be dictated verbally by the mover or the Chair, agreed to by the Board, and included in the minutes of the meeting.
10. Any director can request a recorded vote immediately prior or immediately after the taking of the vote. As well, a director may request a secret vote by ballot. Otherwise, voting shall be by a show of hands. Each director shall have one vote, including the Chair.
11. In case of a tie vote at a meeting of the Board, the Chair does not have the deciding vote.
12. Repealing, rescinding, or altering any decision of the Board shall require a two-thirds (2/3) majority.
13. Corrections of the Minutes require a majority vote of the Board.
14. Any direction given to the Executive Director during a meeting shall be confirmed by the Chair as representing the view of the majority of the directors.
15. Actions to be pursued by the Board arising from the agenda shall be clearly identified at the meeting and noted in the minutes.

Making Decisions

During Board meetings, Board directors are responsible for making sound decisions on any number of recommendation or resolutions that are presented for discussion and approval. The Board Chair encourages open and constructive communication amongst Board directors to facilitate such decision making. Board directors are encouraged to interact with fellow directors and management in a respectful, collaborative, and constructive manner, and to strive to find a solution or reach a decision that makes sense and is in the best

interests of the organization and its members. There are two ways of making decisions: by consensus and by voting.

Making Decisions by Consensus

Consensus means that all directors agree unanimously to support a recommendation or resolution. The following steps are taken:

- The Chair asks if there are any objections to the recommendation or resolution. If there are none, the recommendation or resolution is approved.
- If there are objections, the director(s) who objected must explain why, share relevant information, and offer options. A director may not simply object to prevent further discussion; they must contribute to finding a solution.
- All directors then discuss the concerns and options, and work toward a solution acceptable to all directors.
- Acceptance may range from full support to 'can live with' the proposed solution.
- When it appears that a solution has been found, the Chair asks if there is any objection to the proposed solution, and hearing none, confirms the consensus decision.
- In consensus decision making, it is expected that all directors shall uphold the decision, and therefore abstention is not used to record an objection.

Making Decisions by Voting

Where consensus cannot be met, decisions are made by a majority of votes.

Unless a Board director has declared a conflict of interest, each Board director has equal voting privileges. Board directors should only abstain from voting if required to do so due to a conflict of interest, or if they are insufficiently prepared to make an informed decision due to circumstances beyond their control. Voting by proxy is not permitted.

Where a Board director has declared a conflict of interest with respect to a particular agenda item, the Board director is not entitled to vote on that agenda item. Depending on the issue, the Board director may also need to remove themselves from the discussion at the direction of the Board Chair.

Voting is conducted by a show of hands, a roll call (voice), secret ballot, electronically (email), or otherwise in such manner that clearly evidences a Board director's vote and is accepted by the Board Chair.

A declaration by the Board Chair that a motion has been carried and an entry to that effect in the minutes of the meeting are evidence of the action taken, without proof of the number or proportion of the votes recorded in favour or against such resolution. Board directors' individual votes in favour or against the motion are not recorded in the minutes.

Communication of Board Decisions

Once a decision has been reached by the Board, either by consensus or majority vote, it becomes the decision of the Board as a whole, *with one voice*. It is then communicated in accordance with the Board Communication Policy and not disclosed or discussed publicly by individual directors prior to its authorized release by the Chair, in consultation with the Executive Director as appropriate. Regardless of whether a director voted against the motion, it is critical for clarity of direction and trust in the Board that the decision be communicated as a decision by the Board as a whole. Directors who contravene a Board decision or speak publicly against such direction in public may be found in breach of the Code of Conduct.

A director who wishes to revisit a Board decision must do so by issuing a written request to the Chair. The Chair, in consultation with the Executive Director, Vice Chair and Committee Chair(s) as appropriate, decides if a Board decision shall be re-tabled for further discussion at a subsequent meeting.

Consent Resolutions

Whenever there is a matter of urgency that requires the Board's immediate attention, the Board Chair may direct the Executive Director to circulate a consent resolution to Board directors which deals with the matter. A resolution approved electronically (via email or other means) and consented to by all Board directors entitled to vote on that resolution, has the same force and effect as if passed at a properly constituted Board meeting. Such consent resolution is ratified at the next regular Board meeting.

2.8. Minutes

Official Records

The Board Secretary ensures there are minutes of the proceedings for all Board meetings. The Board Secretary ensures that the minutes and records are stored and maintained as the official records of the Board. The Secretary may delegate this responsibility to the Executive Director or other directors or staff, provided they maintain oversight to ensure records are accurately and securely kept on behalf of the Society.

All minutes must set out the date, time and location of the Board meeting, the attendance of Board directors, a summary of the discussion, and a record of the Board's decisions, as well as any follow-up action items arising out of the meeting. Opinions or views expressed by participants at Board meetings are considered personal information and confidential, and must not be recorded in the minutes.

Approval and Distribution of Minutes

Minutes of Board meetings are approved at the next Board meeting or by consent resolution, following which the approved minutes are stored in a way to be accessible to the directors and Executive Director.

Minutes of In-Camera Sessions

The Board Secretary or the Chair records only the results of any decisions or actions item arising. Minutes of in-camera sessions are approved as soon as practical by the Board and are confidential.

Records Retention

All approved minutes of the Board's meetings, directors' Consent to Act, and directors' letters of resignation are retained by the Board Secretary or their delegate, and are available to members upon request, in accordance with the BC Societies Act.

Section 3 Terms of Reference

3.1. Board of Directors

Purpose

The Board of Directors is responsible for the management and governance of the Society in compliance with the Society's Constitution and Bylaws. The Board is elected by, and accountable to, its members.

The Board may delegate its work to the Executive Director and/or to committees but retains responsibility for oversight and decision-making, and is ultimately accountable for meeting the Society's goals in pursuit of its Purposes.

Members of the Board are volunteers with no expectation of honorarium or compensation.

Duties and Responsibilities

Planning and Monitoring

- Oversees the development of the Society's strategic plan in collaboration with the Executive Director and senior management; and ensures that the plan is aligned with available resources, the organization's Purposes as stated in its Constitution, and consistent with direction from funding agencies and governing bodies.
- Tracks the organization's performance with respect to the strategic plan to ensure it is meeting its mandate and performance expectations. Ensures the strategic plan is reviewed annually and updated as necessary to address changing circumstances.
- Provides direction for the development and framework of an annual operational plan and ensures implementation is measured and evaluated on a consistent basis throughout the year.
- Ensures there is regular evaluation of the organization's programs and services to ensure alignment with the mission and strategic plan.
- Ensures that all reporting, monitoring, and accountability obligations are met.

Risk Management

- Ensures appropriate and prudent risk management systems are in place to manage identified risks and reviews these annually.
- Makes strategic decisions in the context of full awareness of the key risks relevant to those decisions.

Financial Oversight

- Approves the annual operating budget to ensure that it supports the Society in achieving its mandate and strategic direction.
- Reviews and approves quarterly and annual financial statements and ensures that the annual financial results are reported fairly and in accordance with the Accounting Standards for Not- for-Profit Organisations (ANSPRO).
- Ensures that the appropriate systems are in place to maintain the integrity of the Society's internal financial controls and management information systems.
- Recommends to the members an external auditor, oversees the independence of the external auditor, and reviews an annual external audit plan and results.

Recruitment and Development of Directors

- Approves the required skill set, experience, background, and diversity required to inform future Board composition and succession planning decisions, taking into account the strategic direction of the Society.
- Reviews and approves nominations from the Nominating Sub-Committee to fill expected and unanticipated vacancies.
- Ensures there is a thorough and transparent process for the selection of the Board Chair and Vice-Chair(s) to ensure proper performance and succession planning.
- Assesses and evaluates the overall performance of the Board and ensures individual directors are reviewed on their performance.
- Ensures that every new Board director is provided with an orientation to become familiar with the Society.
- Ensures directors are provided with education and learning opportunities to support them in fulfilling their governance and oversight role and responsibilities.

Board Committees

- Establishes committees and/or task forces in keeping with the Bylaws of the Society.
- Approves terms of reference for committees and task forces.
- Receives, reviews, and approves committee and task force reports.
- Ensures there is an annual work plan and evaluation completed for each committee.

Legal and Ethical Standards, and Policy Development

- Ensures appropriate policies, procedures and other key governance documents are in place and reviewed on a regular basis.
- Ensures that Safe Sport practices are adhered to and that requirements for implementation are delivered.
- Approves the Society's values and Code of Conduct Policy which govern the conduct and behaviour of directors, committee members, and employees, and ensures the overall culture and values are maintained.
- Oversees the organization's commitments to diversity, equity and inclusion, Truth and Reconciliation, environmental stewardship, and social well-being.
- Provides oversight to ensure the Society operates at all times within applicable laws and regulations, and to the highest ethical standards.

Human Resource Management

- Hires, supports, monitors, assesses, and rewards the Executive Director, and if requested by the Executive Director, assists in assessing and hiring senior management.
- Ensures the Executive Director has the professional support and development needed to further the goals of the organization.
- Annually ensures a performance review of the Executive Director and develops an appropriate plan of action to address any concerns or learning opportunities arising from the review.
- Supports the Executive Director to ensure that:
 - senior management succession is planned
 - the organizational staffing, tools, systems, and resources are appropriate to achieve long-range goals
 - organizational strategies are in place for maintaining a thriving workforce, progressive human resources practices, and a healthy work culture
 - human resources policies comply with Human Rights, Employment and Labour Standards and all other legislation
 - progressive compensation and benefit policies and practices have been put in place for the organization.
- Ensures a succession plan is in place for the Executive Director in the event of a departure or extended absence.

Member Services and Engagement

- Oversees the organization's marketing strategies to ensure a growing and vibrant membership throughout BC and from all equine and equestrian sectors.

- Ensures the effectiveness of outreach and engagement activities to understand members' needs, and to provide services and support to members in all areas of BC
- Ensures the visibility and accessibility of the Board and its directors to the members.

Public Image of the Board

- Monitors the reputation and public profile of the Society and assesses reputational risk.
- Serves as an advocate and enhances the public image of the organization.

Functions

Members of the Board

The Board of Directors comprises a minimum of nine (9) and a maximum of twelve (12) individuals, who are nominated and recommended by the Nominations Committee; approved by the Board; and elected by the members of the Society.

Duration

Terms of office are as follows:

- Chair: one year
- Vice Chair(s): one year
- Treasurer or combined Secretary-Treasurer: one year
- Secretary: one year
- Director of the Board: a three-year term, up to a maximum of three terms (nine years total).

Individual performance and strategic fit are evaluated considering the organization's strategic plan, and the identification of skills and experience required by the organization through the Board Skills matrix.

Recognition & Benefits

- Members of the Board are recognized on the Society website, at the Annual General Meeting, in the Annual report, and as appropriate in other settings throughout the year.
- Directors' and Officers' liability insurance, covering directors and officers for claims made against them while serving on the Board of HCBC, is provided by the organization.

Meetings

- Materials for Board meetings, including the agenda and pertinent background information, shall be made available a minimum of five (5) business days in advance whenever possible.

- Meetings are held quarterly but the Board may hold up to eight (8) meetings per year, including an annual planning session.
- The quorum for the transaction of business at a Board meeting is a majority of the current directors.

Code of Conduct

All members of the Board are required to abide by the organization's Confidentiality Policy, as described in detail in Section 5.1 Code of Conduct.

Conflict of Interest

Board members are required to abide by the organization's Conflict of Interest Policy, as described in detail in Section 5.2 Conflict of Interest.

Confidentiality

All members of the Board are required to abide by the organization's Confidentiality Policy, as described in detail in Section 5.3 Confidentiality.

Communications

All members of the Board are required to abide by the organization's Communications Policy, as described in detail in Section 5.4 Communications.

Resolutions in Writing

A resolution consented to in writing, whether by document, e-mail, or through the Board portal or any method of transmitting legibly recorded messages, by all the members of the Board is as valid as if it had been passed at a meeting of the Board duly called and constituted. Such resolution may be in two or more counterparts, which together shall be deemed to constitute one resolution in writing.

Documentation and Reporting

The approved terms of reference for the Board of Directors are available to all Directors upon election, appointment, or application for nomination; to all staff; and to members or other groups upon request.

The Board Secretary (or, in the Secretary's absence, a recording secretary who may be a staff person as designated by the Chair) is responsible for ensuring the recording of the minutes of the meetings of the Board and the decisions taken, and circulating draft minutes to the Chair of the Board and Executive Director for approval. The minutes are then provided for the Board's approval at the subsequent meeting of the Board. Upon approval by the directors with or without amendment, the minutes are signed by the Board Chair and an attending director; the signed minutes are evidence of the meeting and the proceedings which were taken at the meeting. A copy of the approved minutes is kept and posted on the Society's website and stored electronically in the Board portal.

Board Effectiveness

The Board is accountable for performing effectively, adhering to its terms of reference and best practices in board governance. Periodically during an in-camera session at the end of a Board meeting, the Chair invites directors to comment on the Board's performance during recent meetings, using a meeting evaluation form to guide the discussion.

Evaluation

The Governance Committee conducts a Board evaluation at the end of each year. The Committee recommends the method, scope, and comprehensiveness of the Board evaluation, which may also include individual director, committees, the Board Chair, and committee chair evaluations.

Using the results of the evaluation(s), and guided by the Governance Committee, the Board approves and implements an annual action plan for continued development in its effectiveness.

The Board reviews and approves its Terms of Reference annually upon presentation of reviewed Terms of Reference from the Governance Committee.

The Board reviews and acts as necessary on the findings from evaluation reports from its committees and task forces.

3.2. Individual Director

The following Terms of Reference define the purpose, responsibilities, accountabilities, and time commitment for each director of the Board.

Directors are elected by the HCBC members and are accountable to the Board and to the members.

Individual directors have no authority to approve actions by the Society, direct the staff of the organization, or speak on behalf of the Society unless given the authority to do so by the Board.

Relevant policies and bylaws:

- Bylaws Sec 7.2 Terms of Office
- Bylaws Sec 5.0 Directors
- Nominations Policy - Director Qualifications
- Code of Conduct Policy
- Conflict of Interest Policy

- Confidentiality Policy
- Communication Policy.

Purpose

As a member of the Board of Directors, each director (see Bylaws 5.7):

- acts honestly and in good faith with a view to the best interests of the Society;
- exercises the care, diligence, and skill that a reasonably prudent individual would exercise in comparable circumstances;
- acts in accordance with the Act and the regulations thereunder; and
- abides by the Society's bylaws, Code of Conduct, Conflict of Interest, and other policies that apply to the Board.

Duties and responsibilities

Board of Directors' Activities

As a member of the Board of Directors, each director:

- exercises good judgment and act with integrity;
- uses their ability, experience, and influence constructively;
- works on behalf of all members throughout the province;
- is available as a resource to members, the Executive Director, the Board of Directors, and committees;
- respects and preserves the confidentiality of information they receive or have access to as a result of, or by virtue of their position as a director, including information arising at meetings of the Board of Directors or its committees;
- advises the Executive Director and/or Board Chair of relevant issues that come to their attention, or in advance of introducing significant and previously unknown information at a Board of Directors' meeting;
- understands the difference between governing and managing, and not encroach on the Executive Director's and staff areas of responsibility;
- participates in the Society's strategic planning process and monitor the Society's progress in relation to the strategic plan;
- communicates with the Board Chair and Executive Director between meetings as necessary and appropriate;
- demonstrates a willingness and availability for individual consultation with the Board Chair and Executive Director;

- participates in the hiring and performance evaluation of the Executive Director; and
- participates in the performance evaluation of the Board.

Time Commitment

To enhance the effectiveness of Board of Directors and committee meetings, each director on average commits up to ten (10) hours/month to the responsibilities of their role including the following activities:

- attends up to a maximum of eight (8) Board meetings per year;
- participates on at least one committee and attends the meetings;
- prepares for each Board of Directors and committee meetings by reading and preparing questions and/or comments on the reports and background materials provided for the meeting;
- fulfills commitments within the agreed upon deadlines;
- undertakes personal research and direct questions to the Chair of the Board, committee Chairs, the Executive Director and others as required before Board meetings, to ensure sufficient knowledge and understanding for responsible fiduciary decision making.

Communication

Communication is fundamental to the Board of Directors' effectiveness and therefore each director:

- participates fully and frankly in the deliberations and discussions of the Board of Directors;
- encourages respectful and open discussion of the affairs of HCBC by the Board of Directors;
- asks probing questions, in a respectful manner and at proper times; and
- inquires about issues related to strategy, policy, implementation, and results, and not about issues relating to the day-to-day management of HCBC.

Independence

Recognizing that the cohesiveness of the Board of Directors is an important element in its effectiveness, each director:

- acts as a positive force with a demonstrated interest in the long-term success of HCBC; and
- speaks and acts independently.

Board of Directors' Interaction

As a member of the Board of Directors, each director establishes an effective, independent, and respected presence, and a collegial relationship with other directors.

Committee and Task Force Work

To assist committees and task forces of the Board of Directors in being effective and productive, each director:

- understands the process of committee and task force work, and the role of the Executive Director and staff supporting the committee and/or task force.

Business Knowledge

Recognizing that decisions can only be made by well-informed directors, each director:

- becomes generally knowledgeable of the business of HCBC;
- develops an understanding of the unique role (programs, activities, projects) of HCBC within the province;
- maintains an understanding of the legislative, business, social and political environments within which HCBC operates;
- becomes acquainted with the Executive Director and staff of HCBC;
- serves as an effective ambassador and representative of HCBC;
- strengthens HCBC's connection with members;
- is familiar with HCBC policy regarding welfare of equines and HCBC's response to relevant crises; and
- only speaks on behalf of HCBC to the media when requested to do so by the Executive Director or the Board, and if trained to speak with media.

3.3. Chair of the Board

The Chair of the Board of Directors is elected by the Board from among the directors by majority vote. The Chair is responsible for overseeing the Board and individual directors in the fulfilment of their governance and fiduciary accountabilities.

Term of Office

The Chair is elected annually for a one-year term from among the directors by the Board, at the first Board meeting after the Annual General Meeting. Although appointed annually, the Chair is generally expected to serve two consecutive one-year terms, up to a maximum of four consecutive one-year terms, subject to their term limits as a director.

Accountability

The Chair is accountable to the Board.

Authority

The Chair has no formal authority to direct the Board or the affairs of the Society, unless specifically authorized through Board resolution. The Chair may not, on behalf of the Society, enter contracts without the approval of the Board.

According to Section 4.3 of the Bylaws, the Chair may vote, but at the time of results, the Chair is not permitted to vote again in case of a tie vote and the proposed resolution does not pass.

Time Commitment

The Chair is expected to commit such time as is necessary to fulfil the duties and obligations of the Chair, in addition to those as a director. The commitment includes working closely with the Executive Director and committee chairs to prepare for and attend Board meetings, special events and other meetings as necessary.

Duties and Responsibilities

The Board Chair is responsible for the effective functioning of the Board in its role of governing the Society. The Chair's primary role is to act as the presiding director at Board meetings and to manage the affairs of the Board of Directors, which includes ensuring the Board is organized properly, functions effectively, and meets its obligations and responsibilities, in accordance with the Constitution and Bylaws and this Board Manual.

According to Section 8.1 of the Bylaws, the Chair is an ex-officio member of all committees, entitled to receive notice of, attend, and participate in all meetings of all committees. Unless they are specifically appointed members of any committee, the Chair is not counted in the quorum for a committee meeting and is not entitled to vote.

Primary Duties

In addition to the duties of every director, the Chair is responsible for the following:

Governance and Executive Director Support

- Act as the primary liaison with the Executive Director and be available for consultation purposes with the Executive Director.
- Oversee the process, in collaboration with the Executive Director, to review and update the strategic plan in accordance with the Strategic Planning process.
- Participate as a member of the Human Resources Committee in conducting the process to evaluate the performance of the Executive Director on an annual basis.

- Assist the Governance Committee and/or the Nominations Committee in identifying director criteria and potential director candidates.
- Assist the Governance Committee in the review and updating of the Board manual and policies, and staying aligned with legislation.
- Liaise with the Vice-Chair(s), Secretary, and Treasurer or Secretary-Treasurer.

Managing the Board

- Work with the Executive Director in the preparation of the Board's meeting agenda, information packages, related events, and annual calendar.
- Chair all meetings of the Board including in-camera and the Annual General Meeting (AGM), and ensure protocols and rules of order are followed.
- Be accessible to directors as needed.
- Encourage directors' participation in Board meetings, strategic planning and other events, and relationships as needed to further the goals of the organization.
- Review and approve draft meeting minutes for circulation.
- Enforce rules of conduct as they apply to the Board and its individual directors.
- Maintain communication with all directors and committee chairs to co-ordinate input from directors, and optimize the effectiveness of the Board and its committees.
- Work with the Governance Committee to oversee the process to evaluate the effectiveness of the Board, individual directors, the committee structure, Board committees and committee chairs.
- Assist the Governance Committee's Board orientation for directors.
- Promote the fiduciary duties, expected behaviours, and policy obligations of directors, and take corrective action when required.
- Act as spokesperson for the Society as required in collaboration with the Executive Director.
- Oversee the preparation of an annual statement from the Board for presentation to the AGM and inclusion in the annual report.
- Execute all necessary documentation, including contracts on behalf of the Society, in collaboration with the Executive Director.

External Relationships

- Liaise with, or appoint a director to liaise with, all equestrian groups or agencies at the provincial and national level.
- Represent HCBC as the Equestrian Canada category B voting member.
- Liaise with, or appoint a director to liaise with, all levels of governments (local, provincial, First Nations, federal) and agencies to promote and represent HCBC.

3.4. Vice-Chair

The Vice-Chair is elected by the Board from among the Directors by majority vote. The Vice-Chair is responsible for supporting the Chair, temporarily carrying out the duties of the Chair when the Chair is unable to do so, and acting as Chair at Board meetings in the absence of the Chair.

One or two Vice-Chairs may be elected by the Board. If more than one Vice-Chair is elected, these responsibilities may be shared.

Position

Vice-Chair

Term of Office

The Board elects the Vice-Chair annually for a one-year term, at the first Board meeting after the Annual General Meeting. Although appointed annually, the Vice Chair may be re-elected for consecutive terms, subject to their term limit as a director.

Accountability

The Vice-Chair is accountable to the Board.

Authority

The Vice-Chair has no formal authority to direct the Board or the affairs of the Society, unless specifically authorized through Board resolution. The Vice-Chair is entitled to make motions and vote on matters before the Board.

Time Commitment

The Vice-Chair is expected to commit such time as is necessary to fulfil the duties and obligations of the role, in addition to those as a director. The commitment includes working closely with and supporting the Chair, and carrying out the duties of the Chair when needed.

Duties and Responsibilities

Working with the Chair, the Vice-Chair ensures the effective functioning of the Board in its role of governing the Society.

In addition to the responsibilities as a Board member, the Vice-Chair is responsible for:

- Chairing Board meetings in the absence of the Chair.
- Adhering to the Terms of Reference for the Chair, when temporarily carrying out the duties of the Chair.
- Liaising regularly with the Chair to discuss work in support of the Board.
- Serving on committees as a voting member, when appointed by the Board as a committee member.
- Attending Committee meetings when requested on behalf of the Chair in an ex-officio capacity or when invited as a non-voting guest.

3.5. Secretary

The Board elects the Secretary annually from among the Directors. This position may be combined with the Treasurer position (see Section 3.6), as the Secretary-Treasurer.

Term of office

The Board elects the Secretary annually for a one-year term, at the first Board meeting after the Annual General Meeting. Although appointed annually, the Secretary may be re-elected for consecutive terms, subject to their term limit as a director.

Accountability

The Secretary is accountable to the Board.

Authority

The Secretary has no formal authority to direct the Board or the affairs of the Society, unless specifically authorized by Board resolution. The Secretary is entitled to make motions and vote on matters before the Society.

Time Commitment

The Secretary is expected to commit such time as is necessary to fulfil the duties and obligations of the Secretary, in addition to those as an individual director. This commitment includes working closely with the Chair and Executive Director to prepare for and attend Board meetings, special events, and other meetings as necessary.

Duties and Responsibilities

The Secretary works closely with the Chair of the Board and the Executive Director in planning the Board of Directors and the Society's meetings.

In addition to the responsibilities as a Board member, the Secretary is responsible for performing or delegating the following duties:

- Handling the correspondence of the Society and the timely reporting and response by the Board.
- Capturing the minutes and the decisions taken at Board meetings and ensuring their prompt approval by the Chair and Executive Director, for the Board's approval at a subsequent Board meeting.
- In accordance with the Society's bylaws, ensure appropriate notification of general and Board meetings is arranged.
- Keeping the minutes of all meetings (paper, electronically or Board portal) of the Society Board and Board attendance
- Having custody of all records and documents (policies and Bylaws) (paper, electronically or Board portal) of the Board except those required to be kept by the Treasurer

- Having custody of the common seal of the Society, if any; oversight of the Society's incorporation; and the facilitation of all annual filings of required reports and information
- Maintaining an up-to-date register of Board members including appointment dates, term of appointments, and Board member biographies
- Maintaining an up-to-date Board planning calendar outlining matters to be on the Board's agenda over the course of a year
- Providing or addressing additional information or education needs of the Board to supplement the compulsory orientation program, in coordination with the Governance Committee.

3.6. Treasurer

The Board elects the Treasurer annually from among the directors. This position may be combined with the Secretary position (see Section 3.5), as the Secretary-Treasurer. The Board also appoints the Treasurer as Chair of the Finance and Audit Committee.

Position

Treasurer

Term of Office

The Board elects the Treasurer annually for a one-year term, at the first Board meeting after the Annual General Meeting. Although appointed annually, the Treasurer may be re-elected for consecutive terms, subject to their term limit as a director.

Accountability

The Treasurer is accountable to the Board.

Authority

The Treasurer has no formal authority to direct the Board or the affairs of the Society, unless specifically authorized by Board resolution. The Treasurer is entitled to make motions and vote on matters before the Society.

Time Commitment

The Treasurer is expected to commit such time as is necessary to fulfil the duties and obligations of the role, in addition to those as a director. This commitment includes working closely with the Executive Director, and to prepare for and attend Board meetings, special events and other meetings as necessary.

Responsibility

The Treasurer oversees all aspects of financial management for the Society to ensure the fiscal integrity and accountability of Board and management. The Treasurer also serves as

Chair of the Finance and Audit Committee. The Treasurer works with the Finance and Audit Committee, the Executive Director, and staff to ensure the development of financial strategies and activities that safeguard the Society's assets and ensure its long-term financial sustainability. The Treasurer provides guidance to the Executive Director in ensuring good fiscal planning, decision-making and risk management.

Primary duties

In addition to the responsibilities as a Board member, the Treasurer is responsible for:

- Serving as Chair of the Finance and Audit Committee
- Coordinating with the Executive Director to develop, implement and supervise the financial business of the organization, with the support of finance staff and the Finance and Audit Committee.
- Overseeing the receipt of all monies collected from members and other sources
- Overseeing the development of the annual budget in partnership with the Executive Director and the Finance and Audit Committee
- Ensuring regular financial reporting to the Board and reviewing the financial statements prior to their release to the Board
- Overseeing the development of high-level financial policies and their review by the Board
- Collaborating with the Executive Director on the development of enterprise risk management strategies, risk analysis and reporting, and ensuring Board engagement and accountability for risk oversight
- Collaborating with the Executive Director to deliver quarterly reports to the Board on the financial state of the Society
- Ensuring that the Board is alerted to any important discrepancies between planned and actual figures
- Ensuring that financial records are kept, including books of account, as are necessary to comply with the Societies Act and any other applicable legislative requirements
- Ensuring current and acceptable financial practices are in place in the Society
- Meeting annually with the auditor to finalize the financial statements of the Society
- Reviewing and recommending the appointment of the external audit firm at the Annual General Meeting
- Ensuring that government tax filings and remittances are submitted on a timely basis.

3.7. Executive Director

Purpose

The Executive Director reports to the Chair of the Board of Directors and is responsible and accountable for the overall management and leadership of Horse Council BC (HCBC). The Executive Director engages and strengthens membership, promotes education, and supports the future development of equine sports and recreation in BC. The Executive

Director builds strong relationships with the Board, advocates on behalf of HCBC with all levels of government, and develops relationships with funders, sponsors, other organizations, and the community.

The Executive Director, in collaboration with the board, leads the development of the strategic plan consistent with the mission and goals of HCBC. The Executive Director provides overall leadership in the implementation of the plan, staff management, events, and programs, manages risks, creates budgets, monitors financial performance, ensures a high level of service to members, and delivers communications with stakeholders.

Duties and responsibilities

Duties and responsibilities of the Executive Director include but are not limited to:

Board Support

- Acts as a resource to Board of Directors so that policy decisions are made on an informed basis
- Gathers, interprets, and articulates information to the Board about community trends, issues, and resources as they relate to enhancing the Board's capacity for effective communication, decision-making and long-term planning
- Keeps the Board informed on a timely basis about significant issues affecting the development and delivery of programs and services
- Ensures the implementation of Safe Sport policies and that all those in leadership positions and Board members undergo the most up to date and required training.
- Oversees election processes and helps implement the orientation for new directors.
- Provides guidance and advice to Board on process issues such as establishing and interpreting terms of reference, decision-making and accountability
- Attends and participates in meetings of the Board of Directors, Standing and ad-hoc Committees, as a non-voting member, assisting with materials and recording notes or minutes for distribution.

Financial Management

- Ensures development of the annual budget, aligned with strategic priorities and goals; and presents it to the Treasurer and Finance Committee for evaluation and revision as required
- Monitors financial activities to ensure alignment with the Board approved annual budget
- Develops, maintains, and monitors the Operational Plan, aligned with strategic priorities and goals
- Prepares monthly financial reports for the Finance Committee
- Maintains relationships with funding agencies and prepares funding proposals
- Oversees grant applications and government reporting requirements.

Human Resources Management

- Builds and maintains positive working relationships with the staff, members, volunteers, directors, and the Board
- Oversees the implementation of human resources policies, procedures and practices as approved by the Board and compliant with provincial laws and regulations (employment standards, human rights, occupational health and safety, payroll, etc.)
- Ensures appropriate staffing consistent with community and member needs and within the constraints of the organization's physical and financial resources
- Develops and maintains the Personnel Policy & Procedure Manual
- Develops and maintains appropriate job descriptions for all staff
- Recruits, interviews, selects, orients, trains, coaches, and mentors staff
- Conducts regular performance evaluations
- Ensures staff are appropriately compensated.

Programs and Services

- Monitors members' needs on an ongoing basis, and maintains awareness of changing context within which programs and services are provided
- Develops programs and services consistent with members' needs
- Monitors programs and services to ensure consistency with criteria established by funding agencies, and the mission and goals of the organization
- Annually prepares and provides to the Board, and other applicable bodies, summary reports of programs and services, including recommendations for future improvement and change
- Regularly obtains statistical data and qualitative feedback about program and service delivery.

Relationships with Members, Key Stakeholders, and the Community

- Initiates and develops relationships with a broad range of community sectors including all levels of government, other non-profit organizations, and business organizations in the British Columbia and Canadian equine sector
- Represents the organization on appropriate committees, networks, and joint projects
- Represents the organization within the broader community
- Participates in activities that enhance visibility and promote equine sport and recreation
- Develops and communicates information about the organization's goals, programs, and services, and:
 - Communicates with members to keep them informed of the organization's current activities, programs, and services
 - Represents HCBC to the media and the public
 - Represents HCBC at national meetings and committees as required
- Identifies initiatives to increase membership, and develops strategies to meet the needs of the members.

Physical Asset Management

- Oversees building management, maintenance and improvements, and tenant leases
- Ensures that facilities, furniture, and equipment meet the needs of the organization
- Ensures proper maintenance of facilities, furniture, and equipment
- Provides recommendations to the Board for any acquisitions or expenditures that are outside the approved budget
- Arranges for the disposal of outdated or obsolete equipment.

Qualifications And Requirements

- Degree in Business Management or equivalent experience
- Minimum five (5) years of Senior Management experience
- Minimum five (5) years of Staff Management experience
- Minimum five (5) years of Financial Management experience
- Minimum five (5) years of experience in initiating, planning, implementing, and evaluating programs and services
- Proven competence in grant writing, policy development, and data technology
- Excellent communication skills, written and verbal
- Familiarity with computer applications such as Word, Excel, PowerPoint
- Work experience in an agriculture, sport, or recreation sector
- Personal or business interest in the equine sport and/or recreation community.

Section 4 Board Committees

4.1. Overview

The Board of Directors establishes standing committees, ad-hoc committees and/or task forces that undertake work delegated by the Board, such as but not limited to drafting policy, oversight of financial and human resource matters, or attention to a special issue or project. Standing committees carry over year to year while task forces and ad-hoc committees typically focus on a specific issue and are time limited. Committees provide advice to the Board and may make recommendations to the Board but do not make decisions for the Board. The Executive Director has the authority to appoint operating or staff committees and task forces at any time, which are separate from the Board committees referred to here.

Terms of Reference are developed by the respective committee or task force, and approved by the Board. Committee Terms of Reference are reviewed annually. Each committee is required to present an annual performance evaluation of the committee to the Board, which compares the performance of the committee with the requirements of their Terms of Reference and workplan. These reports are scheduled in the Board Calendar to be presented at a specified Board meeting, usually later in the year.

Committee Composition

Committee composition is defined in each committee's Terms of Reference. It is customary to have all directors serve on a committee. This approach fosters engagement at the Board level and in the organization, and provides directors an opportunity to contribute their expertise and knowledge to specific matters of the organization. The Chair of the Board and the Executive Director are ex-officio and non-voting members of all committees.

The Board annually appoints all committee chairs, who are directors, to serve a one-year term. They may serve additional terms as appointed by the Board, within their term limit as a director.

The committees include the following:

- Finance and Audit Committee (standing)
- Governance Committee (standing)
- Nominations Committee
- Member Engagement Committee
- Human Resources Committee
- Strategic Planning Committee.

A list of the current committees, their composition, staff support, and advisors is found in the Board Governance folder, and updated by staff as needed.

4.2. Governance Committee

Purpose and Authority

The Governance Committee is a standing committee of the Board responsible for leading an effective approach to Board governance that ensures the continuity, efficient functioning, and timely development of policy for the Board. The Committee advises members of the Board in fulfilling their governing responsibilities; ensures regular evaluation of the Board as a whole and of each Board member individually; and prepares recommendations to enhance the quality and functioning of the Board.

The Committee is appointed annually by the Board of Directors and serves as an advisor to the Board. The Committee fulfills its functions as needed and consults with and/or advises the Board of its actions, as appropriate. The Committee may make recommendations to the Board for approval, but may not take actions, make resolutions, or binding commitments without Board approval.

The Committee is not authorized to make expenditures or to direct the Staff of the organization, unless specifically delegated such authority by the Board through resolution.

Subject to the powers and duties of the Board, the Committee has the following mandate, function, and terms of reference:

Mandate

The Board has established the Governance Committee for the purpose of:

- a. Reviewing and recommending changes to the Constitution, Bylaws, and existing policies; and researching and drafting new policies for approval to ensure the Society's good governance and responsiveness to changes in legislation and best practices;
- b. Advising on the structure and composition of the Board and its committees, and the roles and responsibilities of Board directors;
- c. Ensuring the nominations and elections processes conform with governance best practices and the Societies Act;
- d. Ensuring the Board is governed according to best practices and has in place governing policies that enable the Board to function as a Governance Board; and
- e. Ensuring the Board's development, effectiveness and leadership including the process for evaluation of the Board, committees, and individual directors.

The Board only approves policies and changes to the Constitution and Bylaws, that have been reviewed by the Governance Committee.

Composition

The Committee is comprised of a minimum of three (3) persons and a maximum of five (5), one of whom is a current director. The Committee may include additional current directors, former directors, and/or HCBC members with expertise in not-for-profit member association Board governance.

The Board Chair and Executive Director are ex-officio and non-voting members of the Committee. They may attend all meetings.

A Committee member who does not uphold their responsibilities or misses meetings without a reasonable explanation may be asked by the Committee Chair to resign from the Committee. If the member refuses to resign, a vote will be taken by the members present on the removal of the member from the Committee.

Responsibilities

The work of the Governance Committee revolves around the following major areas:

Board Composition and Recruitment

- a. Lead the Board in regularly reviewing and updating the description of Board roles, areas of responsibility, and what is expected of individual Board members;
- b. Lead in assessing the current and anticipated needs of the Board's composition by developing a matrix to determine Board members' attributes, skills, abilities, influence, and other factors such as diversity, interests, affiliations, and geographic representation;
- c. If requested, assist the Nominations Committee which has the mandate to recruit, solicit and receive nominations, screen applications and interview candidates, with the goal of recommending a slate of qualified candidates to the Board, for presentation to members for the annual election of directors held at the Annual General Meeting;
- d. Review committees' composition at least annually and support the Board in assigning directors to committees following the Annual General Meeting each year;
- e. Take the lead in succession planning for Board leadership roles (Chair, Vice Chairs, Secretary/Treasurer, Committee Chairs) through recruitment and director development.

Board Effectiveness

- a. Monitor governance best practices or trends to identify opportunities to develop the Board's effectiveness, and propose changes in Board structure and operations as needed;
- b. On an ongoing basis, provide expertise to enhance the quality of Board discussion on policy and governance matters, and facilitate effective Board decision-making in these areas;

- c. With the Board Chair, consult on the potential removal of a director based on attendance at meetings (Section 5.6 of the Bylaw), and make a recommendation to the Board as needed;
- d. Regularly review the Board's practices and policies regarding director participation, conflict of interest, confidentiality, etc., and suggest needed improvements;
- e. Initiate the strategic planning process for the Society's strategic plan.

Board Evaluation

Determine and make recommendations to the Board regarding the process to be used for the annual Board evaluation, including one or more of the following each year:

- Board as a whole
- Board Chair and Officers
- Committees and committee chairs
- Individual directors.

Implement and oversee the evaluation process, develop recommendations, and facilitate a discussion with the Board to identify actions to address any gaps arising from the evaluation.

Board Orientation

Collaborate with the Executive Director to ensure Board orientation is provided for every new director within one month of their election, in accordance with the Board Orientation Procedures (see Section 6.1).

Existing directors may be invited to attend orientation as a refresher and to establish rapport with new directors.

Board Education and Development

Design and implement an ongoing program of Board development, education, and team building.

Policy Development and Oversight

- a. Act as the principal authority for research and consultation regarding the review of existing documentation and for formulating new policies;
- b. Advise the Board on the adequacy and effectiveness of its key governing documents and policies;
- c. At least every two years, review the Bylaws, Board policies and Board Manual and advise the Board regarding:
 - I. areas of concern
 - II. risk management
 - III. best practices, and
 - IV. recommended changes;

- d. Carry out research and consultation in the development of new policies in response to issues and requests referred to the Committee by the Board;
- e. Recommend new policies and/or changes to existing policies to the Board for approval.

Bylaws

Recommend to the Board, as required, amendments to its Constitution and Bylaws.

Relationship to Other Committees and Staff

The Governance Committee acts as a resource to Board members and other Board committees. The Committee seeks advice from the Executive Director regarding the administrative and/or operational implications of changes to the Board structure, implementing new policy, and/or revising existing policies or documentation.

It performs such additional tasks as may be delegated to the Committee by the Board from time to time.

Appointment

The Board appoints the Chair of the Governance Committee, who is a director, for a one-year term at the first Board meeting after the Annual General Meeting. The remaining Committee members are recommended by the Committee Chair in consultation with the Board Chair, and are appointed by the Board for a one-year term at a subsequent Board meeting.

Committee members may be reappointed for additional terms, not to exceed their term as a director. Members who are not directors may serve a maximum of three 3-year terms (ie. nine years total).

Should a vacancy occur on the Committee, for whatever reason, the Board may appoint a qualified person to fill that vacancy for the remainder of the vacant position's term.

Meetings

The Committee meets by teleconference, virtual meeting technology, or in person, as required. Expenses for in-person meetings must be approved in advance by the Board Chair and the Executive Director. Meetings are called by the Committee Chair. The Committee meets as often as required to complete its work plan for the year.

Quorum is a majority of the Committee voting members. Agendas are set by the Chair of the Committee in consultation with Committee members and the Executive Director. The Committee may invite guests to its regular meetings.

If a member is not able to participate in a meeting, the member may speak with the Chair in advance to provide their perspective. The member may also submit written comments and/or documentation to the Committee in advance of the meeting.

Other Duties and Responsibilities

Work Plan

The Committee reviews and approves its goals and work plan for the year's activities at its first meeting of the year. The work plan is provided at the following Board meeting for information.

Reporting

The Committee reports to the Board, in writing, at each meeting of the Board as needed, and is required to provide recommendations in writing to the Board. The Committee provides a written report to Society members at the Annual General Meeting.

Evaluation

The Committee reviews its performance and provides a written report on the accomplishment of its goals and work plan at the Board meeting one month prior to the Annual General Meeting.

Administrative Support

The Committee is expected to provide its own administrative support or request staff support from the Executive Director; and to ensure appropriate documentation is provided to the Executive Director, including maintaining records of meetings and supporting materials. Minutes are not required to be filed unless they are required as briefing notes for Board resolutions.

Review and Approval

The Governance Committee reviews these terms of reference annually and submitted to the Board for approval.

4.3 Nominations Committee

Purpose and Authority

The Nominations Committee is an ad hoc committee accountable to the Board. The Committee is appointed annually by the Board of Directors. The Committee makes recommendations to the Board for approval, but may not make actions, resolutions, expenditures, or binding commitments without Board approval. The Board is not obligated to accept the recommendations of the Committee.

The Committee is not authorized to direct the Staff of the organization, unless specifically delegated such authority by the Board through resolution.

Mandate

The Nominations Committee is responsible for ensuring a sufficient selection of appropriately qualified and skilled candidates are nominated for Board elections in the current year, in order to ensure effective leadership.

Specifically, the Committee's mandate is to recruit, solicit and receive nominations, screen applications and interview candidates, with the goal of recommending a list of qualified candidates to the Board, for presentation to members for the annual election of directors.

Composition

The Committee is comprised of a minimum of three (3) persons and a maximum of five (5), one of whom is a director. They may include additional current Directors, former directors and/or HCBC members with expertise in recruitment, nominations, and elections.

Board Members seeking re-election are not eligible to serve on the Committee.

The Board Chair and Executive Director are ex-officio and non-voting members of the Committee.

Responsibilities

- a. In cooperation with the Board Chair, contact each Board member eligible for re-election to assess their interest in continuing as a director.
- b. Meet with the Governance Committee to review the Director Attributes, Competencies, Skills and Experience Profile, and the Board Skills and Experience Matrix developed by the Governance Committee and approved by the Board (set out in Schedules A and B to this Terms of Reference); and to identify potential gaps and the corresponding priority skills and experience requirements for nominees for the coming year.
- c. Identify potential nominees for Board vacancies who might fill current and future gaps in skills and experience.
- d. Interview potential nominees using the interview questions set out in Schedule E to this Terms of Reference as a guide.
- e. Recommend to the Board a slate of qualified candidates willing and eligible to stand for election, including the Committee's assessment of the candidates using the Skills and Experience Matrix and Board Director Profile. The slate of candidates is not ranked. The list of recommended candidates presented to the members are not less than one per open seat, nor exceed three times the number of open Board seats.

In accordance with the Bylaws, the slate of candidates must:

- i. proportionately reflect HCBC membership composition, including

- geographic distribution, individual and affiliate member categories, and diversity of age, ethnicity, ability, and gender;
 - ii. reflect the various needs, interests, and regional contexts of HCBC's members;
 - iii. align with the purpose, priorities, and strategic direction of the Society;
 - iv. ensure that no single interest, need, or region has majority representation in the pool of nominees when combined with the current Board composition.
- f. Follow the Board Recruitment Process (Schedule C) as amended from time to time by the Governance Committee and approved by the Board
- g. Report on progress at each meeting of the Board.
- h. Perform any additional tasks which the Board may assign from time to time.

Appointment

The Board annually appoints the Chair of the Nominations Committee, who is a director, at the first Board meeting after the Annual General Meeting. The remaining Committee members are recommended by the Committee Chair in consultation with the Board Chair, and are appointed by the Board for a one-year term at a subsequent Board meeting.

Committee members may be reappointed for additional terms, not to exceed their term as a director. Committee members who are not Directors may serve a maximum of three 3-year terms (i.e. nine years total).

Should a vacancy occur on the Committee, for whatever reason, the Board may appoint a qualified person to fill that vacancy for the remainder of the vacant position's term.

Meetings

The Committee meets by teleconference, virtual meeting technology, or in person as required. Expenses for in-person meetings must be approved in advance by the Board Chair and the Executive Director. Meetings are called by the Committee Chair. The -Committee meets as often as required to complete its work plan for the year.

Quorum is a majority of the Committee voting members. Agendas are set by the Committee Chair in consultation with Committee members and the Executive Director. The Committee may invite guests to its regular meetings, but guests shall not be voting members of the Committee.

If a Committee member is not able to participate in a meeting, the member can speak with the Committee Chair in advance to provide their perspective. The Committee member may also submit written comments and/or documentation in advance of the meeting to the Committee. A Committee member who misses a meeting is responsible to read minutes and otherwise ensure they are current with Committee proceedings.

Other Duties and Responsibilities

Work Plan

The Committee reviews and approves its goals and work plan for the year's activities, at its first meeting of the year. The work plan is provided to the following Board meeting for information.

Evaluation

The Committee reviews its performance and provides a written report on the accomplishment of its goals and work plan to the Board, one month prior to the Annual General Meeting.

Administrative Support

The Committee is expected to provide its own administrative support or request staff support from the Executive Director; and to ensure appropriate documentation is provided to the Board and the Executive Director, including maintaining records of meetings and supporting materials. Minutes are not required to be filed unless they are required as briefing notes for Board resolutions.

Review and Approval

The Committee reviews these terms of reference annually, and submits recommendations for changes to the Board for approval.

4.4 Strategic Planning Committee

Purpose and Authority

The Strategic Planning Committee is an ad hoc Committee of the Board active during the time required for it to perform its duties. The Committee is responsible for supporting the Board in fulfilling its responsibilities for setting the strategic direction of the Society and overseeing management's implementation of the strategy.

The Committee is generally appointed every three years, or as required, by the Board of Directors. At the time it is appointed, the commencement and end dates of the Committee are specified and confirmed in the Board minutes. The Committee fulfills its functions as defined in these terms of reference within the specified timeline, but may not make actions, resolutions, or binding commitments without Board approval.

The Committee is not authorized to make expenditures or to direct the Staff of the organization, unless specifically delegated such authority by the Board.

Subject to the powers and duties of the Board, the Committee has the following mandate, function, and terms of reference.

Mandate

The Committee recommends to the Board and works with the Executive Director to lead the process for developing the three-year strategic plan. It ensures engagement of the Board and staff in a collaborative approach to develop, document, and approve the plan, working with the Strategic Plan Framework (see Table 4.4 – 1). The Committee is most active in years when a new three-year plan needs to be developed, or at times when the Board determines a new direction is required to adapt to significant changes, whether internal or external to the organization.

The Strategic Planning Committee completes its work when the Board approves the plan. Following Board approval, the Executive Director and leadership team are responsible to manage the implementation of the plan and related budget, and to report regularly to the Board on progress towards the strategic priorities. Some aspects of the plan may be stewarded by Board Committees or ad hoc task forces as agreed to by the Board and the Executive Director.

Composition

The Committee is comprised of a minimum of three (3) persons and a maximum of five (5), one of whom is a director. The Committee may include additional current directors, former directors, and/or HCBC members with relevant knowledge and experience in strategic planning.

The Board Chair and Executive Director are ex-officio, non-voting members of the Committee. The Board Chair may delegate their role to a Vice Chair.

The Committee may request Board approval to include others with expertise, professional advisors, and/or third-party facilitators, dependent on budget and the needs determined by the Committee Chair and the Executive Director. Such external advisors shall be non-voting members of the Committee.

Responsibilities:

Work with the Executive Director to:

- Draft a work plan for developing the strategic plan with a target date for Board approval; and provide the work plan to the Board for information;
- Determine the need for third parties to assist with research, stakeholder and member engagement, project management and/or facilitation;
- Determine the need for holding a Board planning session including timing, location, participants, guest speakers, and activities;
- Engage Board and staff in providing input to the plan through a series of meetings and/or separate planning sessions;
- Prepare the draft strategic plan and present it to the Board for review and feedback;

- Revise as needed and bring the final plan to the Board for approval.

Appointment

The Board appoints the Committee Chair who is a director and the Committee members. Committee members serve from their appointment by the Board until the specified end date for the Committee.

Should a vacancy occur on the Committee, the Chair in consultation with the Committee Chair and the Executive Director, appoints a current director or member to fill that vacancy for the remainder of the vacant position's term.

Meetings

The Committee meets by teleconference, virtual meeting technology, or in-person as required. Meetings are called by the Committee Chair. Committee meetings held in-person must receive prior approval from the Board Chair and the Executive Director, and are dependent upon budget allocations. The Committee meets as often as required to complete its work within the specified timeline.

Quorum is a majority of the Committee voting members. Agendas are set by the Chair of the Committee in consultation with the Executive Director. The Committee may invite guests to its regular meetings.

If a member is not able to participate in a meeting, the member may speak with the Chair in advance to provide their perspective. The member may also submit written comments and/or documentation in advance of the meeting.

Other Duties and Responsibilities

Work Plan

The Committee reviews these Terms of Reference and its goals, and prepares a draft work plan at its first meeting following its appointment. The Committee presents the work plan to the following Board meeting for information.

Reporting

The Committee reports its deliberations to every Board meeting during its tenure, through a briefing note and/or a verbal report.

Administrative Support

The Committee is expected to provide its own administrative support or request staff support from the Executive Director; and to ensure appropriate documentation is provided to the Executive Director, including maintaining records of meetings and supporting materials. Minutes are not required to be filed unless they are required as briefing notes for Board resolutions.

Review and Approval

The Committee reviews these terms of reference at the commencement of its specified timeline, as set by the Board, and submits them to the Board for approval.

Table 4.4 - 1. The Plan Framework

A strategic plan usually encompasses the following:

Mission	<i>A statement about the mandate and ultimate "reason for being" of the organization, as confirmed by its Constitution and Purposes</i>
Vision	<i>An aspirational statement that sets direction for the impact the organization would like to have on its beneficiaries, community, and the world</i>
Culture and Values	<i>Core values and guiding principles for the culture of the organization including the Board; encompasses commitments to Diversity, Equity and Inclusion, human rights, justice, Truth and Reconciliation, Safe Sport, and equine welfare</i>
Background Information	<i>A summary of key information, influences and factors considered in setting the strategic direction</i>
Goals	<i>The measurable objectives toward which the organization's work and resource allocations are directed for the period of the strategic plan</i>
Priorities and Strategies	<i>The multi-year high-level initiatives and projects which move the organization towards the strategic goals</i>
Monitoring	<i>The high-level outcomes and milestones that will be used to track progress toward strategic goals</i>

4.5 Finance and Audit Committee

Purpose and Authority

The Finance and Audit Committee is a standing committee of the Board responsible for supporting the directors in fulfilling their obligations and responsibilities for financial oversight, audit, financial reporting, and risk management.

The Committee is appointed annually by the Board of Directors. The Committee fulfills its functions as needed, and then consults with and/or discusses with the Board any proposed actions, as appropriate. The Committee may make recommendations to the Board for approval, but may not make actions, resolutions, or binding commitments without Board approval.

The Committee is not authorized to make expenditures or to direct the Staff of the organization, unless specifically delegated such authority by the Board through resolution.

Subject to the powers and duties of the Board, the Committee has the following mandate, function, and terms of reference.

Mandate

The Board has established the Finance and Audit Committee for the purpose of providing advice to the Board and Executive Director in the organization's achievement of strategic goals related to financial stability including reviewing the annual budget, and overseeing the audit, financial risk, banking, and investment functions of the Society.

Composition

The Committee is comprised of a minimum of three (3) persons and a maximum of five (5), one of whom is a director. It may include additional current directors, former directors, and/or HCBC members, ideally with expertise and interest in finance and accounting. At least one member shall have an accounting designation or related financial expertise.

The Board Chair and Executive Director are ex-officio, non-voting members of the Committee. They may attend all meetings.

A Committee member who does not uphold their responsibilities or misses meetings without a reasonable explanation may be asked by the Chair to resign from the Committee. If the member refuses to resign, a vote will be taken by the Committee members present on the removal of the member from the Committee.

Responsibilities

The work of the Committee revolves around the following major areas:

- Ensure that management has in place adequate internal financial controls and procedures for reporting to the Board and members.

- Ensure financial controls are consistently applied by staff and officers of the Society.
- Oversee the development and implementation of policies to safeguard the Society's assets and revenue streams.
- Review the draft annual budget with the Executive Director and make recommendations to the Board for acceptance and/or required changes; and ensure that the budget aligns with the Strategic Plan.
- Monitor the allocation and distribution of Society funds to ensure they are within acceptable accounting principles.
- Recommend appointment of the Auditor to the Board and to the Annual General Meeting.
- Meet annually with the Auditor to examine the audited annual financial statements in conjunction with the Auditor reports.
- Ensure that any problems, issues, or concerns raised by the Auditor are promptly and satisfactorily addressed by the Board and management.
- Recommend to the Board approval of the annual audited financial statements and any significant financial reports.
- Review and recommend changes relating to risk management policies and programs as required.
- Oversee the investment strategy of the Society in accordance with investment goals established by the Board.
- Periodically review contracts, leases and agreements that affect revenue and expense streams that bind the Society for periods greater than one year.
- Review and consider recommendations from the Human Resources Committee relative to compensation levels of management and staff, and their effect on the financial well being of the Society.
- Receive from management monthly financial results and variance analysis for operating budgets and quarterly financial results for capital budgets. Review results and report findings to the Board and management.

Relationship to Other Committees and Staff

The Committee acts as a resource to the Board and other Committees, and works closely with the Executive Director regarding any administrative and/or operational implications of its deliberations and recommendations.

Appointment

The Board annually appoints the Chair of the Finance and Audit Committee, who is the Treasurer or Secretary-Treasurer, for a one-year term at the first Board meeting after the Annual General Meeting. The remaining Committee members are recommended by the Committee Chair in consultation with the Board Chair, and are appointed by the Board for a one-year term at a subsequent Board meeting.

Committee members who are directors may be reappointed for additional terms, not to exceed their term as a director. Committee members who are not directors may be reappointed for additional terms, not to exceed a total of nine (9) years.

Should a vacancy occur on the Committee, the Board may appoint a qualified person to fill that vacancy for the remainder of the vacant position's term. The Committee Chair may recommend a qualified person to the Board.

Meetings

The Committee meets by teleconference, virtual meeting technology, or in-person as required. Meetings are called by the Committee Chair. The Committee meets as often as required to complete its work plan for the year.

If the Committee requires an in-person meeting, approval must be requested in advance from the Board Chair and the Executive Director.

Quorum is a majority of the Committee voting members. Agendas are set by the Chair of the Committee in consultation with the Executive Director. The Committee may invite guests to its regular meetings.

If a member is not able to participate in a meeting, the member may speak with the Committee Chair in advance to provide their perspective. The member may also submit written comments and/or documentation in advance of the meeting.

Other Duties and Responsibilities

Work Plan

The Committee reviews and approves its goals and annual work plan at its first meeting of the year. The work plan is provided to the following Board meeting for information.

Reporting

The Treasurer's written report to each Board meeting is considered as the Committee's report to the Board. As well, the Committee must provide any recommendations in writing to the Board. The Committee provides a written report to Society members at the Annual General Meeting.

Evaluation

The Committee reviews its performance and provides a written report on the accomplishment of its goals and work plan at a Board meeting, one month prior to the Annual General Meeting.

Administrative Support

The Committee is expected to provide its own administrative support or request staff support from the Executive Director; and to ensure appropriate documentation is provided to the Executive Director, including maintaining records of meetings and supporting materials. Minutes are not required to be filed unless they are required as briefing notes for Board resolutions.

Review and approval

The Committee reviews these terms of reference annually and submits them to the Board for approval.

4.6 Member Engagement Committee

Purpose and Authority

The Member Engagement Committee is a committee of the Board responsible to ensure a close connection between the members HCBC and its Board of Directors, and to oversee the organization's fulfillment of its accountabilities to its members.

The Committee is appointed annually by the Board of Directors. The Committee fulfills its functions as needed, and then consults with and/or discusses with the Board any proposed actions, as appropriate. The Committee may make recommendations to the Board for approval, but may not make actions, resolutions, or binding commitments without Board approval.

The Committee is not authorized to make expenditures or to direct the Staff of the organization, unless specifically delegated such authority by the Board through resolution.

Subject to the powers and duties of the Board, the Committee has the following mandate, function, and terms of reference.

Mandate

The Board has established the Member Engagement Committee for the purpose of providing advice to the Board and Executive Director in the organization's achievement of strategic goals related to member growth, engagement, and advocacy.

Composition

The Committee is comprised of a minimum of six (6) persons and a maximum of eight (8), one of whom is a director. It may include additional current directors, former directors, and/or HCBC members, ideally with expertise and interest in not-for-profit association member services and engagement. The Committee's composition reflects the geographic areas of the province, and the equine and equestrian sectors and activities found in HCBC's membership, to the largest extent possible, as follows:

- two (2) directors, one of whom is the Committee Chair, or both as Co-Chairs
- four (4) HCBC members drawn from throughout the province, and
- two (2) members drawn from Affiliates.

The Board Chair and Executive Director are ex-officio (non-voting) members of the Committee. They may attend all meetings.

A Committee member who does not uphold their responsibilities or misses meetings without a reasonable explanation may be asked by the Committee Chair to resign from the Committee. If the member refuses to resign, a vote will be taken by the Committee members present on the removal of the member from the Committee.

Responsibilities

The work of the Committee revolves around the following major areas:

1. Providing input into member feedback and engagement surveys, and working with staff to identify and recommend program and service changes to meet identified needs.
2. Developing and ensuring equitable mechanisms for two-way engagement with members from throughout the province, and from all equine sectors and equestrian activities, for input to programs and services, resource allocations, community support initiatives, and other existing and new programs for the benefit of members.
3. Acting as a 'sounding board' as to how strategic directions, key decisions and changes might affect members, as well as how and when advocacy on behalf of all members might be appropriate.
4. Fostering a sense of community among equestrians and those involved in all aspects of equine activities, at the local, regional, and provincial levels.
5. Being available to assist at member engagement events when requested by the Board Chair or the Executive Director.

Relationship to Other Committees and Staff

The Committee acts as a resource to Board members and other Board Committees. It seeks advice from the Executive Director regarding the administrative and/or operational

implications of changes to the Board structure, and of implementing new policy and revising existing policies or documentation.

Appointment

The Board annually appoints the Committee Chair (or Co-Chairs) who is a director, to serve a one-year term, at the first Board meeting after the Annual General Meeting. The remaining Committee members are recommended by the Committee Chair in consultation with the Board Chair, and appointed by the Board at a subsequent Board meeting, to serve a one-year term. Committee members who are directors may be reappointed for additional terms, not to exceed their term as a director. Committee members who are not directors may be reappointed for additional terms, not to exceed a total of nine (9) years.

Should a vacancy occur on the Committee, for whatever reason, the Board may appoint a qualified person to fill that vacancy for the remainder of the vacant position's term.

Meetings

The Committee meets by teleconference and/or virtual meeting technology, as required. Meetings are called by the Committee Chair. The Committee meets as often as required to complete its work plan for the year. If the Committee requires an in-person meeting, approval must be requested from the Board Chair and the Executive Director in advance.

Quorum is a majority of the Committee's voting members. Agendas are set by the Chair in consultation with the Executive Director. The Committee may invite guests to its regular meetings.

If a member is not able to participate in a meeting, the member may speak with the Committee Chair in advance to provide their perspective. The member may also submit written comments and/or documentation in advance of the meeting.

Other Duties and Responsibilities

Work Plan

The Committee reviews and approves its goals and work plan for the year's activities at its first meeting of the year. The work plan is provided at the following Board meeting for information.

Reporting

The Committee reports to the Board, in writing, at each meeting of the Board as needed, and is required to provide recommendations in writing to the Board. The Committee provides a written report to Society members at the Annual General Meeting.

Evaluation

The Committee reviews its performance and provides a written report on the accomplishment of its goals and work plan at the Board meeting one month prior to the Annual General Meeting.

Administrative Support

The Committee is expected to provide its own administrative support or request staff support from the Executive Director; and to ensure appropriate documentation is provided to the Executive Director, including maintaining records of meetings and supporting materials. Minutes are not required to be filed unless they are required as briefing notes for Board resolutions.

Review and Approval

The Committee reviews these terms of reference annually and submits them to the Board for approval.

4.7 Human Resources Committee

Purpose and Authority

The Human Resources Committee is a Committee of the Board generally comprised of three (3) members: the Chair of the Board, a Vice Chair, and the Treasurer. This Committee is active at the times required for it to perform its duties.

The Committee is responsible for supporting the Board in fulfilling its responsibilities for the employment and performance management of the Executive Director, and for overseeing human resources to ensure the health, safety and wellbeing of staff and volunteers of the Society.

The Committee is appointed annually by the Board of Directors. The Committee fulfills its functions as needed, and then consults with and/or advises the Board of its actions, as appropriate. The Committee may make recommendations to the Board for approval, but may not make actions, resolutions, or binding commitments without Board approval.

The Committee is not authorized to make expenditures or to direct the Staff of the organization, unless specifically delegated such authority by the Board through resolution.

Subject to the powers and duties of the Board, the Committee has the following mandate, function, and terms of reference.

Mandate

The Committee recommends and leads the process for the Executive Director's annual performance review, as well as for succession planning and recruitment to fill the Executive Director position when needed. The Committee oversees, through the Executive Director, the overall organizational structure; advice and counsel on individual personnel matters that may arise; and the overall compliance of the organization with legislative requirements for labour and employment practices.

By virtue of the sensitive and confidential nature of the subject matter involved, the Committee keeps the Board informed of its deliberations and decisions, and may exercise delegated authority to approve and make decisions regarding critical personnel matters.

Composition

The Committee is generally comprised of the Chair, a Vice Chair, and Treasurer or Secretary-Treasurer.

Responsibilities

The work of the Human Resources Committee revolves around the following major areas:

- a. Lead a recruitment process when required to identify and appoint an Executive Director for the organization;
- b. Establish a position description for the Executive Director, which is reviewed and updated as required, and communicated to the Board of Directors to ensure clarity and consistency of expectations;
- c. Collaborate with the Executive Director to ensure an organizational structure that enables the organization to undertake the work required to meet the Society's goals as set out in the strategic plan;
- d. Collaborate with the Executive Director to anticipate, plan for, prevent and mitigate risks relating to human resources including potential legal matters;
- e. In collaboration with the Executive Director and input from the Board, establish the Executive Director's annual performance criteria and goals in alignment with the strategic goals of the Society;
- f. Conduct the annual performance review for the Executive Director, seeking input from each director to make an objective assessment of the Executive Director against established performance criteria;
- g. Be available to advise and consult on urgent or challenging staff issues, grievances, and complaints, WorkSafe claims, or other employment standards matters, particularly those that may have reputational impact.
- h. With the Executive Director, review and ensure the adequacy of operating policies and the employee manual.
- i. Perform such additional tasks as may be delegated to the Committee by the Board from time to time.

Appointment

The Board appoints the Committee Chair and members annually to serve a one-year term, at the first meeting of the Board following the Annual General Meeting. Committee members may be reappointed for additional terms, not to exceed their term as a director.

Should a vacancy occur on the Committee, for whatever reason, the Board may appoint a qualified person to fill that vacancy for the remainder of the vacant position's term.

Meetings

The Committee meets by teleconference, virtual meeting technology, or in-person, as required. Meetings are called by the Chair. The Committee meets as often as required to complete its work plan for the year. If the Committee requires an in-person meeting, approval must be requested in advance from the Board Chair and the Executive Director.

Quorum is a majority of the Committee voting members. Agendas are set by the Chair of the Committee in consultation with the Executive Director. The Committee may invite guests to its regular meetings.

If a member is not able to participate in a meeting, the member may speak with the Chair in advance to provide their perspective. The member may also submit written comments and/or documentation in advance of the meeting.

Other Duties and Responsibilities

Work Plan

The Committee reviews and approves its goals and work plan for the year's activities at its first meeting of the year. The work plan is provided to the following Board meeting for information.

Reporting

The Committee reports its deliberations to the Board verbally, when appropriate. For compliance with the BC Personal Information Protection Act, only the legally required documentation is retained by the Committee Chair and the Executive Director in a secure location.

Administrative Support

The Committee is expected to provide its own administrative support or request staff support from the Executive Director; and to ensure appropriate documentation is provided to the Executive Director, including maintaining records of meetings and supporting materials. Minutes are not required to be filed unless they are required as briefing notes for Board resolutions.

Review and approval

The Committee reviews these terms of reference annually and submits them to the Board for approval.

5 Board Policies

Policies

To ensure each director and committee member acknowledges and adheres to their fiduciary obligations, the following four policies are reviewed and signed by each director and committee member annually:

- 5.1 Code of Conduct
- 5.2 Conflict of Interest
- 5.3 Confidentiality, and
- 5.4 Communications

Each director or a member who has been appointed to a committee is required to read, comprehend, and agree to abide by these policies upon their election to the Board or appointment to a committee, and annually thereafter, through their signature on the form below.

Certification

I have read the Board's Policies on Code of Conduct, Conflict of Interest, Confidentiality and Communications as listed above. I agree to abide by the requirements of these policies and to inform the Board Chair immediately if I believe any violation (unintentional or otherwise) of these policies has occurred.

Signature _____

Name (please print) _____

Date _____

5.1 Code of Conduct

The Board believes that it is the right and responsibility of HCBC to set standards in matters of ethics, sportsmanship, the welfare of equines, and in all matters under its jurisdiction.

HCBC is committed to conducting its affairs openly, ethically and in compliance with all applicable laws. It strives to protect all Board members from any illegal or damaging actions committed by individuals either knowingly or unknowingly. HCBC does not tolerate any wrongdoing or impropriety and immediately takes appropriate disciplinary action to correct the problem.

It is the responsibility of every Board member and committee member to build and maintain this code of conduct by supporting and actively participating in its implementation.

Expected Behaviour of Board Members and Committee Members

- Never engage in any form of violence, harassment, discrimination, inequitable or disrespectful treatment of any individual.
- Respect the confidentiality of information on sensitive issues, especially in personnel matters.
- Conduct themselves in a manner which reflects the values and ethics of Horse Council BC.
- Be an advocate for the organization and its mission wherever and whenever the opportunity arises in their own personal and professional networks.
- Be trustworthy and exhibit honesty, loyalty, and respect in all equine and equestrian related activities.
- Uphold issues of safety and fairness in all aspects of equine and equestrian sport, recreation, and business.

Board and Committee Meetings

The Board is committed to teamwork and effective decision-making. To this end Board and committee members will:

- Seek to balance their contribution as both an advisor and learner.
- Be honest with others and true to themselves.
- Refrain from trying to influence other Board members or committee members outside of Board or committee meetings that might have the effect of creating factions and limiting free and open discussion.
- Never engage in any form of harassment, discrimination, inequitable or disrespectful treatment of any individual.

- Be willing to be a dissenting voice, endeavor to build on other's' ideas, offer alternative points of view as options to be considered and invite others to do so too.
- Be balanced in one's effort to understand other Board and committee members and to make oneself understood.
- Develop and advocate for policies and procedures that foster fair, consistent, and equitable treatment for all directors, staff, and members.
- Be responsible for fulfilling the commitments they make while on the Board or Committee.
- Support the decisions of the Board, even if they are contrary to one's own view.
- Not disclose or discuss differences of opinion on the Board with those who are not on the Board. The Board will communicate externally with 'one voice'.
- Respect the confidentiality of information on sensitive issues, especially in personnel matters.
- Disclose one's involvement with other organizations, businesses, or individuals where such a relationship might be viewed as a conflict of interest (see Conflict of Interest Policy).
- Refrain from speaking on behalf of the Board or Horse Council BC without Board authorization.

Conduct with Executive Director

Individual Board and committee members do not give direction to the Executive Director.

Individual Board members do not discuss or investigate the performance of the Executive Director.

Violations

If any Board or Committee member violates this policy, HCBC employs disciplinary measures that reflect the severity of the offence, up to and including immediate revocation of duties and removal from the Board of Directors or Committee. Some violations may indelibly harm HCBC's business and reputation. In this case, HCBC may pursue punitive measures, including legal action.

5.2 Conflict Of Interest

Directors and committee members have an obligation to conduct business within guidelines that prohibit actual or potential conflicts of interest. The purpose of these guidelines is to provide general direction so that directors and committee members can seek further clarification on issues related to potential, perceived or actual conflict of interest. The directors and committee members exercise the utmost good faith in all transactions

involved in their duties, and not use their positions with HCBC or knowledge gained therefrom for their personal benefit. No director or committee member may be a member of the Board and a paid member of the staff of HCBC at the same time. The interests of the Society and the public it serves must have priority in all decisions and actions.

An actual or potential conflict of interest occurs when a Board member or committee member derives or appears to derive a personal benefit or financial gain or similar gain for another person with a connection to that Board member or committee member (e.g., immediate family member, or person with recent or current intimate relationship with the Board member) as a result of, or in connection with, their role as a member of the Board or Committee.

Areas of conflict of interest

Conflicts of interest may arise in the relations of directors or committee members, with any of the following third parties but is not limited only to these:

- Persons and firms supplying goods and services to HCBC
- Persons and firms from whom HCBC leases property and equipment
- Persons and firms with whom HCBC is dealing or planning to deal in connection with the gift, purchase or sale of real estate, securities, or other property
- Recipients of funds from HCBC
- Agencies, organizations, and associations that affect the operations of HCBC
- Family members, friends, and other employees.

Disclosure Procedure

It is the responsibility of the directors and committee members to regularly scrutinize their transactions, personal employment, and outside business interests and relationships for potential conflicts.

Any director or committee member who believes there may be or knows of the existence of a potential conflict of interest discloses it as soon as possible to the Board or Committee. The Board or Committee determines whether a conflict exists and is material. If there is a material conflict the director or committee member must abstain from participation in discussion or voting on the matter; and refrain from influencing the voting in any way, either before or during the meeting. The minutes of the Board or Committee records the existence of a conflict of interest and the actions taken to address it.

Failure to disclose a conflict of interest or potential for a perceived conflict of interest is subject to disciplinary action up to and including immediate removal of the Board or Committee member.

5.3 Confidentiality

One of a director's or committee member's fiduciary obligations is a duty to maintain the confidentiality of information that they acquire by virtue of their position. This policy describes how directors and committee members are expected to deal with confidentiality while on the HCBC Board or a Committee. This policy is not intended to prevent disclosure where it is required by law.

Requirements

1. Directors and committee members use confidential information only for performing services as an HCBC director or committee member. Directors or committee members may not disclose, use for their own purpose, or make accessible confidential information regarding HCBC's affairs received in their capacity as directors or committee members, or confidential information belonging to or obtained through their affiliation with HCBC, to any person other than to those to whom HCBC has expressly authorized such disclosure.
2. Directors and committee members do not make any statement on behalf of HCBC to the news media, social media or the public unless authorized to do so by the Board or Executive Director (see 5.4 Communications Policy).
3. Directors and committee members exercise professionalism, good judgement, and care at all times in handling any HCBC information to avoid unauthorized or improper disclosures of confidential information.
4. A director's or committee member's confidentiality obligations remain in place indefinitely following the end of their term or their departure.
5. At the end of a director's or committee member's term in office or departure, they return, at the HCBC's request, all documents, papers, and other materials regardless of medium that may contain or be derived from confidential information, in their possession.

Breaches of confidential information are subject to disciplinary action up to and including immediate removal from the Board or Committee.

5.4 Communications Policy

The purpose of this policy is to guide Board members in the management of traditional and social media, to ensure that it accurately reflects HCBC's mandate and maintains the integrity and values of the organization. It addresses all formats of communication used by a Board director regarding HCBC.

The Board recognizes the value in having consistent messaging to ensure a cohesive public profile. To this end, the Chair of the Board is the official spokesperson for the Board. The Chair or Board may appoint a Board director as a delegated spokesperson for specific matters.

The Board Chair or delegate speaks on behalf of the HCBC Board, ensuring that all statements reflect the current strategy, plans and policies approved by the Board.

Unless so appointed, no Board director is authorized to speak publicly or respond to media or public inquiries on behalf of HCBC on any matter.

Social Media

Only HCBC employees designated by the Executive Director are authorized to post content on HCBC's social media channels. Retweeting or forwarding original content posted by HCBC is acceptable.

HCBC does not regulate, restrict, or direct the private or personal views or opinions of directors. HCBC directors and Committee members who have a social media presence in a personal capacity, or on behalf of another organization outside of their role with HCBC, manage the way they post to ensure that the content is not perceived as an official act or representation of the HCBC (unless they are posting as part of an HCBC sanctioned activity), nor post any confidential HCBC information as outlined in the Confidentiality Policy. When making a public comment, it is the responsibility of the director to clearly indicate when the comments are personal or private views and opinions.

All Board directors and committee members representing HCBC at HCBC sanctioned activities ensure their social media communications are appropriate and professional. They do not upload content, or participate in social media activities in the following situations:

- Post images, videos or text that are false, misleading, obscene, defamatory, profane, discriminatory, libelous, threatening, harassing, abusive, hateful, or embarrassing to another person or entity.
- Share any other person's private personal information.
- Share strategic, tactical, medical, or otherwise confidential information.
- Criticize any provincial or national equine or equestrian association, coaches, athletes, officials, other team staff, volunteers, participants and/or parents.
- Post opinions on social media on behalf of HCBC.
- Post anonymously or under false screen names.
- Post copyrighted materials owned by others. Logos and trademarks may only be used with prior written consent.
- Quote more than short excerpts of someone else's work. They must attribute such work to the original author and/or source, or provide link to others' work rather than reproduce it.
- Post on social media on behalf of HCBC without authorization to do so.

- Refer to, cite, or identify association customers, partners, or suppliers without their express approval to do so.
- Post or comment on discipline issues, legal issues, media related issues or potential crisis issues without authorization to do so.

Whether tweeting, blogging, or posting content on the internet, social media is permanent; even if quickly removed, it could already be too late. Posts on social media may be viewed all around the world instantly. One 'retweet' by someone else could mean a comment is suddenly communicated to a far wider audience. Deleting an inappropriate post, while advisable, does not necessarily prevent potential disciplinary action being taken.

Any director or committee member representing or doing work for HCBC who views content on a website, blog, or social media channel that is inappropriate and may require a response from HCBC, should inform the Executive Director immediately.

Social media channels include but are not limited to:

- HCBC's website
- Twitter
- Facebook
- TikTok
- Blogs
- YouTube
- Instagram.

Traditional Media

Media Inquiries

Media inquiries made to the Board are directed by the Executive Director to the Chair, the appointed Board spokesperson, or answered by the Executive Officer as authorized. The appointed Board spokesperson consults with the Board prior to responding to media requests for interviews on significant or sensitive matters.

The Board spokesperson is careful to only speak on matters within the jurisdiction and mandate of the Board, and the subject areas for which they are appointed spokesperson. The Board spokesperson must also be cognizant of the confidentiality and process provisions under the Board's Confidentiality Policy as well as the *Freedom of Information and Protection of Privacy Act*.

Release of HCBC Information

Board media releases and information to media outlets are published on HCBC's website.

5.5 Privacy Policy

Purpose

HCBC values its relationships with members, employees, volunteers, and those from partner organizations (referred to collectively as constituents) and is committed to respecting and protecting their personal information. These people place their trust in the Society and the Society recognises that maintaining this confidence requires transparency and accountability in the treatment of the personal information entrusted to it.

This Privacy Policy serves to outline the rules for the collection, use, disclosure, and retention of personal information of any of the Society's constituents. The Society complies with the BC Personal Information Protection Act (PIPA), and where applicable, the federal Personal Information Protection and Electronic Documents Act (PIPEDA).

The Society takes the necessary actions to ensure that personal information in any format (paper or electronic) is protected so that the relationship of trust between the constituent and the Society is upheld.

"Personal information" for this purpose is defined as being any information that can be used to distinguish, identify, or contact a specific individual. Business contact information and certain publicly available information (such as names, addresses and telephone numbers as published in telephone directories, including on-line public databases) are not considered personal information.

HCBC is responsible for ensuring that its directors, employees, and volunteers comply with this Policy and with all applicable legislation. The Society designates the Executive Director as the Privacy Officer who is responsible for co-ordinating HCBC's compliance with this policy and with HCBC's obligations under PIPA and PIPEDA.

Collection of Personal Information

When the Society collects personal information directly from its constituents, the Society identifies the purposes for which personal information is collected at or before the time of collection.

In accordance with PIPA, the Society limits the collection of personal information to that which is necessary for the purposes identified. Information is collected by fair and lawful means. The Society does not collect any personal health information, other than that which is volunteered directly by the constituent to the Society.

Personal information is not used or disclosed for purposes other than those for which it was collected, except with the consent of the person or as required by law. Personal information is retained only as long as necessary for the fulfillment of those purposes. The Society does not trade, rent, or sell any personal information to third parties.

Obtaining Consent for the Collection, Use or Disclosure of Personal Information

The knowledge and consent of a person is required for the direct collection, use or disclosure of personal information except where mandated by law.

This consent may be either express or implied. Express consent can be given verbally, electronically or in writing. Implied consent is consent that can reasonably be inferred from an individual's action or inaction.

At any time, an individual may opt out of receiving communications (printed and/or electronic) from the Society by contacting the Society.

Ensuring Accuracy of Personal Information

The Society is required to make every reasonable effort to ensure that any personal information in its possession is accurate, complete, and up to date as necessary for the purposes for which it is to be used.

Upon request, a person is informed of the existence, use and disclosure of their personal information and is given access to that information. An individual may ask HCBC to correct any errors or omissions in their personal information by directing the request to the Privacy Officer.

Openness Concerning Policies and Practices

This Policy is available on HCBC's website; a print version of the Privacy Policy may be requested from the Society.

Record Retention and Disposal

HCBC retains and disposes of all records containing personal information in accordance with PIPA.

The Board and Executive Director are responsible for staying abreast of and complying with PIPA including amendments to the Act, its requirements for the protection of privacy, and the disclosure and retention of personal information. The Board may request a privacy impact assessment or data transfer impact assessment from legal counsel from time to time to confirm compliance.

Physical and System Security

Directors are required to keep all information related to HCBC matters confidential. Directors may only access HCBC records that are necessary for the performance of their duties. Access to HCBC's electronic and physical records is protected by appropriate security measures.

Privacy Breach Response

Directors, employees, and volunteers are required to immediately report any breach of privacy, or suspected breach of privacy, to the Privacy Officer. A breach of privacy includes

unauthorized external or internal access to HCBC's physical records or electronic records, misdirected communications, including mail, fax, and electronic communications, and the loss or theft of physical records and electronic records stored on portable data storage devices.

If required, the Privacy Officer co-ordinates a review of the matter with HCBC's external legal counsel and Board of Directors as applicable, and investigates all reported privacy breaches or suspected privacy breaches. Where a privacy breach has occurred, HCBC may notify the affected individual(s) and may report the breach to the Office of the Information and Privacy Commissioner and/or to the police.

Complaints

HCBC is committed to having an accessible and responsible process for dealing with complaints, should it receive concerns about HCBC's compliance with PIPA. Concerns or complaints regarding HCBC's collection, use or disclosure of an individual's personal information, or a breach or potential breach of an individual's privacy, is referred to the Privacy Officer.

If HCBC is unable to resolve a privacy concern, it may refer the concern to the Office of the Information and Privacy Commissioner of British Columbia.

Website Privacy

HCBC develops and reviews its policy regarding privacy for those using its website, and posts the policy on the website.

5.6 Expenditures Authorization and Signing Authority

1. Purpose

The Board ensures that signing authorities are designated for all situations that result in a commitment being made on behalf of HCBC, including both monetary and non-monetary commitments.

2. Procedure

The overall framework for the authorization of expenditures is the annual budget that is approved by the Board of Directors. Once the budget is approved, expenditures and commitments may be approved by the Executive Director or their designate as long as the expenditures remain within the limits of the overall budget.

3. Unbudgeted Expenditures

Unbudgeted expenditures over \$10,000, but below \$25,000 require approval and authorization from the Finance Committee. Unbudgeted expenditures above \$25,000 require approval and authorization from the Board of Directors.

4. Contracts

A contract is a written agreement between two parties that results in a legal obligation. All contracts must be reviewed by the Executive Director or their designate.

For contracts with a value greater than \$30,000, HCBC issues a Request for Quotation (RFQ) or Request for Proposal (RFP). Ideally three vendor bids are received. Exceptions may include vendor specific service contracts on specialized services or equipment. The Finance Committee must approve any request to have a purchase exempted from RFQ or RFP requirements.

No contract, or extension of existing contracts, is to exceed a period of five (5) years. Automatic renewals (evergreen clauses) are not acceptable. Exceptions would be considered in the case of long-term capital, real estate, and land leases. These exceptions must be authorized by the Finance Committee and reported to the Board of Directors.

All contracts are stored at 27336 Fraser Highway, Aldergrove, BC., in an appropriate manner, adhering to all laws and requirements. Digital copies are also stored on HCBC's server system and subject to regular digital backups and security measures.

5. Real Estate

The Executive Director shall not acquire or dispose of real property without prior authorization and approval from the Board of Directors.

6. Labour Dispute Settlements

All labour settlements are case dependent and settlement estimates are determined on a case-by-case basis. The Executive Director has the authority to negotiate and approve settlements up to \$15,000, with further approval being required from the Human Resources Committee for settlements that would exceed this amount.

7. Salaries and Benefits

Salaries and benefits are authorized each year through the budgeting process. The Executive Director or the Human Resources Committee through the Board Chair or their designate are the only ones authorized to issue an employment agreement on behalf of HCBC.

8. Contract and Banking Signing Authorities

Any two of the designated signing officers may be utilized:

- Chair, Board of Directors
- Vice-Chair, Board of Directors
- Treasurer, Board of Directors
- Executive Director
- Other Board Members Authorized
- Other Staff Members Authorized

9. Credit/Financing

Board of Directors approval is required for the following types of transactions: credit arrangement and agreements (lines of credit and other borrowing vehicles); bond issues; selling, mortgaging or pledging real property, and similar credit or financing arrangements.

10. Documentation of Authorized Signatories

A list of authorized signatories will be maintained by the Executive Director or their designate and updated annually. This list can be found below in Appendix 5.6-1.

5.7 Safe Disclosure Policy

HCBC is committed to integrity and ethical behaviour in a positive, supportive environment. The Society fosters and maintains an environment where Board directors, employees, volunteers, members, athletes, parents, coaches, and officials can work safely and anyone can seek advice on or make a disclosure of wrongdoing without fear of retaliation. The Society is committed to protecting the identity of anyone making a disclosure and to protecting them from reprisal for making a disclosure.

Purpose

This Policy sets out the duty of all Board directors, employees, and volunteers to report misconduct or suspected misconduct of any kind, including but not limited to fraud, financial impropriety, unethical or inappropriate behaviours, the investigation procedures, and to ensure that anyone who makes a report in good faith is protected from retaliation.

Scope

This Policy applies to all Board directors, employees, volunteers, members, athletes, parents, coaches, and officials.

Duty to Report Misconduct

It is the duty of all Board directors, employees, and volunteers to report as soon as possible any reasonable belief of misconduct or suspected misconduct of any kind, including fraud, financial impropriety, unethical or inappropriate behaviours. This duty includes misconducts such as but not limited to:

- Providing false or misleading information, or withholding material information on the Society's financial statements, tax returns or other public documents
- Pursuit of material benefit or advantage in violation of the Society's Conflict of Interest Policy
- Misappropriation or misuse of Society resources such as funds or assets
- Unauthorized alteration or manipulation of electronic records
- Harassment, discrimination, physical, psychological, or emotional abuse or threats.

Acting in Good Faith

Anyone filing a complaint alleging misconduct acts in good faith and has reasonable grounds for believing the information disclosed indicates wrongdoing. Making allegations which prove to have been made maliciously or knowingly to be false could result in disciplinary action up to and including termination or removal.

No Retaliation

Regardless of outcome, it is the policy of HCBC to support the complainants and their right to express concerns in good faith. No individual who makes a report in good faith suffers retaliation. Retaliation means any direct or indirect detrimental action threatened or taken against an individual. Anyone who is found to have retaliated against someone who has made a report in good faith is subject to discipline up to and including termination or removal.

Reporting of Misconduct

Employees or volunteers who wish to make a report of suspected misconduct bring the matter to the attention of their direct supervisor. However, if the employee or volunteer is not comfortable speaking with their supervisor, the individual may approach anyone in management or the Society's Executive Director. Individuals who are not comfortable speaking with either management or the Executive Director may contact the Chair of the Board. In circumstances that involve the Executive Director or a director of the Board, the Chair of the Board is responsible for the procedures outlined in this Policy. In circumstances that involve the Chair of the Board, the Governance Committee Chair is responsible for receiving the report and following the procedures outlined in this Policy.

Supervisors and management are required to report all suspected misconduct involving employees or volunteers of the Society in writing to the Executive Director. Reports involving directors are reported in writing to the Board Chair, and reports involving the Board Chair are reported in writing to the Governance Committee Chair. All such complaints are kept confidential, and information is shared strictly on a need-to-know basis or as required by law.

Investigation Procedures

The Executive Director, Board Chair or Governance Committee Chair (known as the Responsible Party) is accountable for investigating and resolving all reported complaints and allegations concerning misconduct, and for determining if a third-party investigator should be engaged.

The Responsible Party responds to the complainant to acknowledge receipt of the reported misconduct within ten business days. All reports are investigated within 30 business days except for extenuating circumstances. The complainant(s) and respondent(s) have the right to present relevant information during the investigation and to receive a copy of the report at the conclusion of the investigation.

The Responsible Party determines the appropriate action to be taken at the completion of the investigation. Possible actions may result in suspension of duties, termination of employment, removal, and/or possible legal action depending on the severity of the action.

The Board is informed by the Executive Director of all reports involving employees and volunteers. Reports are retained by the Executive Director or Board Secretary according to the Society's Privacy Policy and record management and in accordance with all applicable laws.

Respect and Confidentiality

The Society does everything it can to protect the privacy of the individuals involved, and to ensure that the complainant and the respondent are treated fairly and respectfully. The Society protects this privacy including all records so long as doing so remains consistent with the enforcement of this Policy, the Society's Privacy Policy, and adherence to the law.

Reporting of Retaliation

Individuals who believe that retaliatory action has been taken against them, because they have reported misconduct, forwards all information and documentation to support their complaint to the Responsible Party. Reports of retaliation are kept confidential to the extent possible, consistent with the need to conduct an adequate investigation within 30 days of receiving the report.

If the result of the investigation indicates that there is a credible case of retaliation or threat of retaliation, the Responsible Party refers the findings to the Board and recommends measures to safeguard the interests of the complainant. The Responsible Party may recommend disciplinary actions to be taken against the retaliator. The Board decides on the appropriate action to be taken.

If the investigation reveals no credible case of retaliation or threat of retaliation, the complainant is advised of other informal mechanisms for conflict resolution. Regardless of the outcome, the complainant receives the outcome of the investigation in writing from the Responsible Party. The Board is informed of the outcome.

5.8 Director Expense Reimbursement Policy and Process

Directors are reimbursed for all reasonable travel expenses necessary for attending meetings or travelling on HCBC business. Travel is planned and carried out in an efficient and cost-effective manner. When possible, HCBC staff makes travel arrangements for directors.

Unless otherwise provided, reimbursement covers meal and other out-of-pocket travel expenses within BC and other provinces. International travel is not covered by this policy; international travel for HCBC purposes must be arranged and approved in advance by the Board.

Directors are reimbursed expenses as described below.

Meal and Per Diem Allowances

Reimbursement for meals are the allowance rates set by the Finance and Audit Committee as part of the annual budget review process.

Meal and/or per diem reimbursements when traveling on HCBC business are the rates as shown in Appendix 5.10-1.

When travel is for a full day, the total reimbursement for meals does not exceed the Full Day rate, even though each meal may be more or less than the individual meal allocations.

Where travel is for a partial day, only meals that are applicable to that portion of the day spent on travel status may be claimed.

Where a meal is provided without charge to the Director or is paid by HCBC, no claim for that meal may be made.

Private Vehicle

Where a director's private vehicle is used for HCBC business, reimbursement is based on the mileage allowance rate set by the Finance and Audit Committee, as part of the annual budget review process (see Appendix 5.10-1 below).

An additional amount is added to the mileage rate for towing a trailer related to HCBC business and requires prior approval from the Executive Director or their designate.

The mileage allowance rate does not apply when using rental vehicles. Rental vehicles are arranged through the staff, if required by a director.

Parking and Transportation Costs

Parking fees and transportation charges including ferry costs are reimbursed when a director's private vehicle is used. Other transportation costs such as taxis, shuttles, passenger trains, and public transit are also reimbursed. Receipts are required in all cases.

Accommodation

For Board meetings, the Executive Director and staff make accommodation arrangements for Directors attending the meeting. If a director requests double occupancy, the difference in costs must be paid by the director.

When travelling for other HCBC business, accommodation should be obtained at hotels offering corporate rates, or with whom HCBC has a special rate.

If a director secures accommodation in a private residence, when attending a Board meeting or other authorized meeting, an allowance is provided up to \$50.00 for a gift or a meal for the host. A receipt for a gift or meal is required for reimbursement.

Social Events

Directors must receive authorization from the Executive Director in advance for reimbursement of expenses anticipated for attending social events including, without limitation, networking events and receptions related to HCBC matters.

Professional Dues and Membership Fees

Professional dues and membership fees are not reimbursed unless previously authorized by the Finance and Audit Committee and the Executive Director.

Expense Administration

All claims for expenses submitted by Directors, other than the Chair, are reviewed by the Executive Director or designated staff to ensure consistency with these guidelines, and signed by a Signing Officer to indicate approval for payment. All claims for expenses submitted by the Chair are similarly reviewed and signed by the Chair of the Finance and Audit Committee or their designate.

Any questions about expenses are referred to the Finance and Audit Committee for resolution.

Directors submit expense claim forms, receipts, mileage, and other applicable information to the assigned finance staff member, who is available to assist the Director in preparing an expense claim form for the Director's review and signature. Expense claim forms are required to document expenses, and are supported by appropriate documentary evidence of the expenses, normally receipts.

Appendix 5.10-1 – Director Reimbursement - Meal and Mileage Rates

Effective 2024	
Full Day	\$80
Breakfast Only	\$20
Lunch Only	\$22.50
Dinner Only	\$37.50
Mileage (basic per km)	\$0.55
Additional (towing trailer)	\$0.15

5.9 Director Development and Education Policy

Director Education

Investment in director development and education enhances individual skills and knowledge and increases overall Board effectiveness. Horse Council BC (HCBC) is committed to providing opportunities for continuous learning for directors.

HCBC provides an orientation for all new directors. The orientation helps new directors gain an understanding of HCBC's mandate, strategy, operations, and Board responsibilities, and is implemented over several months.

In addition, learning opportunities are frequently part of Board meetings (for example, overview of risk management). Topics may be selected based on Board self-assessment, governance review, special requests from directors, or other reasons such as emerging issues. Complex topics which may require more time for discussion may be incorporated into a Board retreat, in-person Board meetings, or other special meetings.

Directors are also encouraged to engage in continuous learning using external board governance resources, industry news, and other relevant news and information sources. Some useful board governance resources include the following:

CPA Canada: <https://www.cpacanada.ca/en/business-and-accounting-resources/strategy-risk-and-governance/not-for-profit-governance>

Institute of Corporate Directors: www.icd.ca

Savvy Director: <https://savvy.directorprep.com/>

Muttart Foundation: <https://muttart.org/publications/board-development-workbooks/>

5.10 Safe Sport Policy

Safe Sport aims to address maltreatment in sport and calls for all sporting environments to be free from physical, sexual, and psychological abuse.

HCBC is a Provincial/Territorial Sport Organization (PSO) and is an accredited partner with viaSport. As well, HCBC is a member of Equestrian Canada, which falls under the jurisdiction of the national Office of the Sport Integrity Commissioner (OSIC). Both organizations require HCBC to ensure Safe Sport practices are adhered to and requirements for implementation are delivered.

Safe Sport requires all Sport Leaders to be screened under a vulnerable sector check and undergo advanced training to enhance child and youth safety. These requirements ensure Sport Leaders have the tools and knowledge required to promote athletes' physical and mental wellbeing, and empower organizations to foster a culture that contributes to athlete success.

The HCBC's Executive Director ensures that all those in leadership positions and members of the Board undergo the most up to date and required training.

6 Board Procedures and Processes

6.1 Board Orientation Procedure

New directors are provided an orientation to ensure they can be effective contributors to Board discussions and deliberations. An initial orientation is provided by the Executive Director and the Chair. The orientation provides information about the directors' role, fiduciary accountabilities, governance framework and Board responsibilities. It also provides an overview of HCBC's purposes and structure to ensure the director understands the mandate, values, vision, and strategic directions of the organization. The orientation requires new directors to read this Board Manual. As well, a new director may request mentoring with an experienced director, to be arranged through the Board Chair and/or the Executive Director.

After being elected, new Directors are required to sign several documents including: 1) the Conflict of Interest, Confidentiality, Communications and Code of Conduct Policies (see Sec 5.0); and 2) the Consent to Act as a Director, and return these documents to the Executive Director prior to or at their first Board meeting. These documents are part of the orientation process as well as meeting legal requirements. Current directors may also be invited to attend the orientation sessions as a refresher.

Orientation Plan

The following table presents the orientation process for new directors, which may be reviewed and adjusted as needed.

Table 6.1 - 1. Director Orientation Process

Timing	What	Who	Notes
1. Recruitment (Nominations process)	Prior to election candidates will have received the following: <ul style="list-style-type: none"> • Director Posting • Constitution & Bylaws • Individual Director Terms of Reference • Strategic Plan 	Nominating Committee assisted by ED	
2. After election confirmed and before attendance at first Board Meeting	New director Welcome Package sent to Board member: <ul style="list-style-type: none"> • Welcome Letter from Chair • Board Manual - includes the following important items: • Board Terms of Reference • Code of Conduct Policy • Confidentiality Policy • Conflict of Interest Policy • Communications Policy 	Package prepared and sent by ED or designate (Board Secretary) Welcome letter signed by Chair	*New director to sign and send to ED: Consent to Act as a Director form, and form re: Code of Conduct, Conflict of Interest, Confidentiality, and Communications Policies

Timing	What	Who	Notes
	<ul style="list-style-type: none"> Board Planning Calendar ID&O Insurance and more Separate documents sent for signature: <ul style="list-style-type: none"> Consent to Act as a Director* Code of Conduct, Conflict of Interest, Confidentiality, and Communications Policies* Additional documents sent for info: <ul style="list-style-type: none"> Constitution & Bylaws List of Committees and members Current year Board Evaluation Access provided to Board portal. Include documents for first Board meeting if needed. Board Chair contacts new directors to review Board agenda	ED Chair	
3. After first Board meeting	<ul style="list-style-type: none"> Introduction to staff Introduction, access, and walkthrough of Board portal Check-in with Board Chair 	ED Chair	*Documents to be completed by Board member and returned to ED: <ul style="list-style-type: none"> Board composition skills matrix
4. Three months after Board election and ongoing	<ul style="list-style-type: none"> Follow-up and seek feedback from new director on orientation program and identify any gaps If requested, establish mentoring relationship Build an understanding of operations and programs 	Chair, ED, or Governance Chair ED	** Provide backgrounders on industry, positioning and other materials if needed
5. Six months after election	<ul style="list-style-type: none"> Check-in with Board Chair 	Chair	

6.2 Director Nominations Procedure

Each year the Nominations Committee determines the number of vacant Director positions that will need to be filled in anticipation of elections held at the Annual General Meeting (also see Section 4.3).

In addition to meeting statutory requirements set out in the Societies Act of BC for eligibility to stand for election and remain eligible to serve on the Board of Directors, Director nominees will be expected to bring a number of skills, competencies and experience, as determined by the Board from time-to-time (see Schedule 6.2-A). Nominees having demonstrated skills in board governance will be given priority as

HCBC's Board of Directors is a governing body.

As well as being a governance board, it is the intention of the Society that the composition of the Board reflects the diversity found among its members. The Board strives for a composition that reflects geographic distribution; affiliate categories; sport, recreation, and industry categories; and diversity of age, ethnicity, ability and gender.

Process

The Nominations Committee first establishes a timeline necessary to develop the process before the Annual General Meeting. It is recommended that the Nomination Committee begin the process at least five months beforehand. The Nomination Committee then follows the steps below:

- a. Determine the number of present Board members who wish to apply for a subsequent term
- b. Send out the call for nominees
- c. Evaluate the current Board's composition, gaps, and needs, based on the Board Skills and Experience Matrix (see Schedule 6.2-B)
- d. Receive submissions from nominees
- e. Hold interviews with nominees (see Schedule 6.2-C)
- f. Review and evaluate the nominees
- g. Present a list of final nominees to the Board for its approval, to be presented as the slate of nominees to the members at the Annual General Meeting.

The Attributes, Competencies, Skills and Experience guidelines can be considered appropriate indicators when considering the applications (see Schedule 6.2-A).

Schedule 6.2-A. Attributes, Competencies, Skills and Experience Profile for Directors

Personal Attributes

- a. **High Ethical Standards** – integrity in professional and personal dealings; trustworthy and conscientious; can be relied upon to act and speak with consistency and honesty
- b. **Adaptability** – flexible, responsive and willing to consider change; able to deal with uncertainty
- c. **Inclusivity** – respectful and encouraging of diverse experience, origins, culture, beliefs, race and other personal attributes; awareness and openness to the concepts of unconscious bias and systemic discrimination
- d. **Professional Profile** – demonstrated networks at the local, regional, provincial, and/or national level

- e. **Listening Skills** – actively listens and hears, seeks to understand; excellent awareness of balancing their contribution relative to others
- f. **Broad Perspective** – able to view issues from a broad range of viewpoints
- g. **Collaborative Approach** – team-oriented contributor to consensus development

Competencies

Directors should possess some level of the following competencies:

- a. **Understanding of Equine Sector and HCBC Context** – demonstrates an appreciation of the unique role of HCBC as a Provincial Sport Organization and member services society. A history of active engagement as a member in HCBC activities, programs and industry initiatives.
- b. **Strategic Planning and Thinking** – understands the process of determining strategic priorities, and the level of strategic management needed to achieve results and mitigate risk; able to distinguish between strategic and operational matters; and articulate penetrating strategic questions
- c. **Financial Literacy** – ability to read financial statements, operating and capital budgets; understands the use of financial ratios and other indices to measure performance
- d. **Critical Thinking** – well-developed faculty for critical analysis; ability and willingness to raise potentially controversial issues in a manner that encourages constructive discussion; independent thinker while maintaining positive support for Board decision-making processes and management towards consensus
- e. **Corporate Governance** – understands fiduciary and governance responsibilities, accountabilities and liabilities as a Director and Board member; ability to distinguish Board oversight role vs management role
- f. **Technical Competency** – able to read and comprehend complex documents, sufficient digital and administrative literacy to operate effectively in a digital Board environment.

Board Skills and Experience

In reviewing its composition, the Board will consider the skills and experience of the current Directors and the need for specific expertise to fill gaps or meet future priorities. In general, nominees will be sought who bring experience in one or more of the following areas (not listed in order of priority):

- a. **Equine/Equestrian Sector** - experience in the equine, equestrian, and/or agricultural sectors bringing knowledge of the needs of HCBC members, affiliates and stakeholders.
- b. **Organizational leadership** – general management or supervisory experience in a private sector, not for profit or public sector setting; an understanding of how businesses operate.
- c. **Accounting / Finance** – experience in finance, accounting, bookkeeping and/or business administration; financial acumen.
- d. **Legal** – a law degree and knowledge of business and labour relations law.
- e. **Human Resources Management** –experience performing or overseeing human resources in a private, public sector or not for profit setting.
- f. **Information Technology** – experience working in the information technology field with a demonstrated understanding of how IT and digital applications are applied to business processes; and an informed understanding of the risks, impacts and opportunities that current and emerging technology could have.
- g. **Government Relations** – political or senior level experience in directing or influencing public policy agendas; and/or knowledge of relevant local (municipalities and regional districts), First Nations, provincial and federal government jurisdiction and policy affecting the equine, equestrian and/or agricultural sector.
- h. **Communications** – experience working in the marketing or communication field; an understanding of communications approaches, messaging channels, and communication tools.
- i. **Board Service** – experience as a member of a board of directors of a not-for-profit association, provincial sport organization or other board of directors; an understanding of governance.

Diversity and Representation

The Board strives for a composition that reflects HCBC members including geographic distribution; affiliate categories; sport, recreation, and industry categories; and diversity of age, ethnicity, ability and gender.

Schedule 6.2-B. Director Recruiting and Development Matrix

Current Directors and nominees will be mapped on the following skills and experience matrix to identify gaps in Board composition.

	[Name]	[Name]	[Name]	[Name]	[Name]	[Name]
SKILLS AND EXPERIENCE						
Equine/Equestrian/Agric Sector						
Equine Business - Specific						
Agricultural Business						
Accounting/Finance						
General Management						
Legal						
Human Resources						
Information Technology/Digital						
Government Relations						
Marketing/Communications						
Fundraising						
Strategic Planning						
Advocacy						
Governance/board experience						
Other: [insert profession]						
EDUCATIONAL BACKGROUND						
Secondary						
University/College/Trade						
Postgraduate						
ATHLETIC / SPORT BACKGROUND						
Equine:						
Athlete/Coach/Official:						
Other:						
LOCATION – region of residence						

Schedule 6.2-C. Interview Guide for Director Nominees

(NOTE: example only; the actual interview guide will be developed each year by the Nominations Committee to emphasize the skills and experience being sought.)

Nominee Name: _____

Interviewer(s): _____

Date: _____

Scoring: Quality of answer / evidence that skill/experience is present:

None - **0**; Very Little - **1**; Some - **2-3**; Strong - **4**; Very Strong - **5**

<u>Questions</u>	<u>Comments</u>	<u>Score</u>
Chair welcomes and gives short context for interview		
1. Why are you interested in being a Director on the HCBC Board?		
2. Give us a quick overview of your work career and how your various roles have prepared you for serving as an HCBC Board Director.		
UNDERSTANDING OF HCBC MANDATE		
3. Summarize your understanding of the mission of HCBC and its role in the equine sector in BC.		
4. HCBC is a Provincial Sport Organization: what do you		

understand that designation to involve?		
<p>UNDERSTANDING of Equine sector and context</p> <p>5. What do you see as the top trends facing the equine sector as a sport and an industry?</p> <p>6. What do you see as the major issues facing our members as individuals?</p>		
<p>INVOLVEMENT WITH HCBC</p> <p>7. Have you been involved with the HCBC or one of its affiliated clubs/regions?</p> <p>- Length of association - Scope of involvement</p>		
<p>BOARD EXPERIENCE</p> <p>8. What is your previous experience on a Board of Directors of a voluntary organization?</p> <ul style="list-style-type: none"> • Was it a governance Board? • What were the duties and responsibilities of that Board? 		

UNDERSTANDING OF BOARD ROLE		
9. After reviewing the nominations package you received, how would you describe the role of an HCBC Board Director?		
10. Describe your knowledge of board governance and what it means to be a fiduciary.		
11. What is the difference between the role of the Board and the role of staff in the organization?		
12. What do you see as important strategic goals for HCBC and how do you see the Board supporting those?		
13. Which of our committees would you be most interested in?		

<p>SPECIFIC SKILLS</p> <p>14. HCBC is seeking specific skills in (Finance/Accounting; Legal/law; Human Resources; and Marketing/Public Relations -- Areas will change based on board composition)</p> <p>15. Please describe your skills in (area) and how you see them contributing to the work of the Board.</p> <p>16. What other special knowledge, skills or experience do you bring which will help you contribute to the work of the Board?</p>		
<p>COMMITMENT</p> <p>Discuss total time commitment: 6-8 meetings per year; 4 hours per meeting; 4 hours reading and preparation; Committees 4-6 meetings/year; 2 – 4 hours per meeting; other events 3-6 hours per quarter.</p> <p>17. Are you able to devote the time and effort necessary?</p>		
<p>18. What questions do you have for us?</p>		

6.3 Officer Elections Process

Overview

In accordance with the Bylaws, the Officers are the Chair, Vice Chair(s), and Secretary-Treasurer, or a Secretary and a Treasurer. The Officers are elected annually by the Board from among the Directors. This process outlines the approach used by the Board to ensure an equitable, fair, and transparent process for the selection, election, and/or appointment of Officers each year.

Procedure

The Officers are elected annually by a simple majority vote by the Directors, at the first Board meeting after the Annual General Meeting.

The Board:

- Selects the date of the first Board meeting following the Annual General Meeting, and notifies all Directors well in advance.

The Nominations Committee:

- Each year before the Annual General Meeting, contacts each Director to ascertain their interest in standing for a position as an Officer, and confirm their understanding, relevant experience, and capacity to perform the responsibilities of the role; and,
- Presents the names of all nominees for each Director position at a Board meeting before the Annual General Meeting.

The Chair of the Nominations Committee, or in their absence or ineligibility (for example, if standing for election as an Officer), a director designated by the Board:

- Organizes and conducts the election by ballot for those roles where there is more than one nominee.
- Announces the results without indication of actual vote counts.
- Destroys all ballots after a Board motion to destroy.

The Board approves the election or appointment of the Officers.

Term of Office

All Officers serve a one-year term, with the expectation that they may be re-elected for a subsequent term (see the Terms of Reference for the individual Officer positions). There is no limit on the number of times an Officer may be re-elected, as long they consent to stand, and it is within their term limit as a director.

Replacement of Officer

If an Officer is unable to serve their full term, the Board elects or appoints a replacement without delay for the remainder of the term. The equitable nominations and elections procedure described herein is followed to ensure a transparent process.

Removal of Officer

The Board may remove a director from an Officer position, by a resolution approved by majority vote of the directors. The Society sends the Officer written notice of the approved resolution including the reasons; and provides the Officer an opportunity to appeal the Board's decision.

6.4 Board Evaluation Procedure

The Board undertakes evaluations as a commitment to best practice and board effectiveness, and to foster healthy dynamics and continuous improvement. Each year, the Governance Committee discusses a potential evaluation, including possible topics or focus, methods, and general timeline. It initiates a process by recommending an evaluation, the focus, and method to the Board each year, as well as when the evaluation should proceed. The evaluation can include the Board as a group; and/or evaluations of the Chair, committees, committee chairs, and/or individual directors. The methods may be self-evaluation, peer evaluation (for individual directors) or third-party assessment, using surveys, interviews, in-camera discussions, or any combination of methods as recommended by the Governance Committee.

Board Effectiveness

This component is typically conducted on an annual or a biennial basis, as recommended by the Governance Committee. The purpose of the evaluation is for the Directors to reflect on the Board's composition, dynamics, operations, and structure with respect to its effectiveness in the short- and long-term. The subjects covered in the evaluation may include:

- overall Board functioning,
- strategic direction and strategic planning
- financial management and risk oversight
- Board skills, expertise, and gaps
- effectiveness of Board meetings, Committees, and the Chair.

This evaluation is typically conducted by an on-line survey but may also include interviews.

Director Self-Assessment and Peer Evaluation

This component may be conducted from time to time at the discretion of the Board. The purpose of this evaluation is for Directors to assess their own performance as a Board Director and to provide input on their peers' effectiveness as a director. Directors are evaluated not only on the knowledge and expertise that they bring to the Board, but also how well prepared they are at meetings and how well they interact with other Directors. The self-assessment process has the most impact when it results in Directors asking themselves how they can improve and what more they could be doing. This evaluation is typically conducted by an on-line survey.

The findings of the overall Board evaluation are presented at a Board meeting with an action plan for board development in the coming year. The individual peer evaluations are kept confidential and shared only between the individual Director and the Board Chair. Following the presentation of overall results, the Board Chair reviews individual results with each Director, and they set mutual expectations for the coming year.

6.5 Executive Director Annual Evaluation Procedure

Purpose:

The Executive Director is entitled to an annual review of their performance along with regular feedback as needed to ensure collaborative and transparent performance oversight. This procedure is one of the Board's most important governance responsibilities, led by the Human Resources Committee with active engagement of the Board. This section outlines the process to be followed, options for approaches, and the responsibilities for delivery of the evaluation each year.

Description:

The Executive Director Evaluation Procedure is led by the Human Resources Committee, of which the Board Chair is usually a member (see section 4.6 Human Resources Committee Terms of Reference). The annual performance review may be formal or informal, as recommended by the Human Resources Committee. Whether formal or informal, a performance review is separate from the regular feedback that occurs between the Executive Director and the Board Chair, on a weekly to monthly basis. The procedure described below focuses on a formal review; this policy does not apply to regular feedback.

The evaluation process is initiated by the Human Resources Committee, or may also be initiated by the Executive Director as required to ensure its timely delivery. The Human Resources Committee meets with the Executive Director at least one month prior to the assessment, to review this procedure and confirm the approach. The Human Resources Committee and the Executive Director may agree on an informal narrative approach or a more formal evaluation. An informal review may consist of a discussion between the Board Chair and the Executive Director, regarding progress toward the organization's overall goals and strategic plan. The Board Chair reports the results to the Board.

At the minimum, a formal review must take place at least every two years, in conjunction with a review of the compensation and the employment contract. The review process is managed by the Human Resources Committee. An external consultant may be used in the process, particularly if it is determined that a specific method is desired. In a formal evaluation process, the Human Resources Committee leads the following steps:

- Set the timetable for process
- Keep the Board informed throughout the process and progress
- Gather the appropriate information from the Board, staff and others who observe the Executive Director's performance, including a self-review by the Executive Director
- Distribute surveys and accompanying materials (following the privacy policy and ensuring confidentiality)
- Tabulate the results
- Review the results and key findings with the Board
- Board Chair and Committee Chair meet with the Executive Director to:
 - Review the results of the evaluation process
 - Discuss and establish future goals and action plan for addressing feedback
 - Discuss compensation if appropriate
 - Place a copy of the results, signed by the Board Chair and the Executive Director, in a sealed envelope and put the envelope in the Executive Director's confidential employee file. If digital technology is used, the evaluation results must be signed and stored using methods such as encrypted files to ensure privacy.

An Executive Director evaluation template or tool may be used, and if so, is appended to this policy, and updated as needed.

The Executive Director's review is based on performance criteria including:

- Leadership toward achieving Horse Council BC's vision and mission, the strategic goals and individual goals for the period under review
- Meeting the duties and responsibilities as detailed in the Board Policy Manual Terms of Reference for the Executive Director
- Meeting key performance indicators if these are in place for the specified period (e.g. financial results, budget management, human resources, employee satisfaction, member satisfaction)
- Implementation of or compliance with Board policies outlining financial, human resource management and operational principles
- Effectiveness in supporting the work of the Board and communicating with the Board
- Effectiveness in working with members and external stakeholders.

Other criteria may be added.

The annual evaluation does not take the place of regular feedback to the Executive Director from the Board through the Chair. Neither does it prevent the Executive Director from formally requesting and receiving more timely feedback on matters if required.

The Executive Director's reports to the Board throughout the year may be presented such that they document the Executive Director's performance on the above responsibilities and therefore can be used in the evaluation.

Compensation and Employment Contract:

The Human Resources Committee is responsible for researching and recommending adjustments to the Executive Director's compensation package and employment contract at least every other year in conjunction with the formal review process. It consults the Finance Committee as needed regarding potential changes to the compensation package. The Board approves any recommended adjustments to the Executive Director's compensation package, and material changes to the employment contract.

The Human Resources Committee reviews the Executive Director's total compensation (salary, benefits, vacation, incentives, etc.) upon completion of each formal performance review. The review involves a comparison of the Executive Director's salary and benefits with others in comparable positions and comparable organizations (external salary benchmarks). The Executive Director's assistance may be enlisted in determining what comparison data is used.

The Executive Director may be entitled to a cost-of-living or inflation adjustment to their salary when such adjustment is approved for all staff by the Finance Committee. The cost-of-living increase for all staff is annually reviewed and authorized by the Finance Committee through the budget process as outlined in the current year indexed salary grid. The Executive Director may make this adjustment for all staff including themselves once the annual budget has been passed by the Board of Directors, unless the Executive Director's employment contract excludes eligibility for cost-of-living increases or leaves it at the discretion of the Finance Committee.

Accountability:

The Human Resources Committee is responsible for reviewing this procedure as needed and recommending revisions to the Board for approval.

6.6 Executive Director Succession Planning Procedure

Purpose:

The Executive Director's leadership at Horse Council BC (HCBC) is a central element in the organization's success. This section outlines the Board's responsibility for the succession procedure to ensure organizational continuity in the event of a temporary absence or a permanent departure of the Executive Director.

Description:

- a. Planned temporary absence:** The Executive Director is responsible for obtaining the Board Chair's approval as far in advance as possible of a planned vacation or other temporary short-term absence. The Executive Director is also responsible for recommending the temporary staffing plan for the Board Chair's approval, and to communicate these procedures to the Board and all staff.
- b. Emergency temporary absence:** Upon learning of an emergency temporary absence of the Executive Director, the Board Chair is responsible for convening the Human Resources Committee to affirm and initiate the procedures prescribed in the Executive Director Continuity Plan , or to recommend modifications to the procedures for the Board's approval.
- c. Permanent departure:** The Board Chair is responsible for convening the Human Resources Committee to affirm and initiate the procedures prescribed in the Executive Director Succession Planning , or to recommend modifications to the procedures for the Board's approval.

Executive Director Continuity Plan - Temporary Absence

a. Temporary Staffing Strategy:

For temporary absences of 15 or fewer days, the Temporary Staffing Strategy described below comes into effect. (At the time of writing, the positions assigned in the Temporary Staffing Strategy are based on HCBC's structure as of November 2023.) In the event that this plan is implemented and the assigned positions are vacant or no longer exist, and/or staff are not available, the Board Chair or Human Resources Committee Chair identifies other senior staff members to support each of the key Executive Director functions.

The Executive Director position description is described in the Executive Director Terms of Reference in this manual. Among the duties listed in the position description, the following are considered to be the key functions of the Executive Director and have a corresponding temporary staffing strategy.

Key Executive Director Functions	Temporary Staffing Strategy
Leadership and Vision	Board Chair; Director, Industry and Programs
Board Administration & Support	Manager, Finance and Administration; Director, Industry and Programs
Financial Management	Manager, Finance and Administration; Board Treasurer
Community and Public Relations	Board Chair (or designate); Director, Industry and Programs

For temporary absences longer than 15 working days, the Human Resources Committee reviews the organization's needs and determines if an Acting Executive Director is required, and/or other resources to support staff.

b. Appointing an Acting Executive Director:

Based on the anticipated duration of the absence, the anticipated return date, and accessibility of the absent Executive Director, the Board Chair (or Board designated) may appoint an Acting Executive Director in accordance with the two scenarios below, as well as continue to implement the Temporary Staffing Strategy.

Standing Appointees to the Position of Acting Executive Director:

- **Scenario 1 – Internal Appointee:** The first position in line to be Acting Executive Director is the current Director, Industry and Programs. Other staff Directors or Senior Leadership Team members are considered by the Human Resources Committee if the Director, Industry and Programs is not willing or able to accept the position.

The Acting Executive Director takes a temporary leave from their current position, which is temporarily filled by existing staff and/or external consultants, as determined by the Human Resources Committee in consultation with the Acting Executive Director.

An Internal Appointee who remains in the role for longer than a one-month period may be compensated at a rate reflecting the increased responsibilities as Acting Executive Director. Depending on the circumstances, additional compensation may be initiated before the one-month period. At the end of the acting period, the staff member returns to their previous compensation.

- **Scenario 2 – External Appointee:** In the event there is no staff person available or suitable to fill the position, the Board Chair and/or Human Resources Committee recruits and hires an independent contractor as Acting Executive Director for the interim period. If the person contracted is new to the position or fairly inexperienced with HCBC, the Chair and Human Resources Committee may consider appointing staff to support the Acting Executive Director in performing certain specific duties.

The Board Chair and Human Resources Committee negotiate an independent contractor agreement with a defined scope of work based on an assessment of the organization's needs at the time, and the rate of compensation. The current HCBC wage and salary grid may be used as a reference.

Communication Plan: The Board Chair or Human Resources Committee designate, keeps the Board and staff informed of key decisions, including the confirmation of the Acting Executive Director and the timeline for implementing the communication plan in a timely manner.

The Board Chair, the Human Resources Committee Chair, and Acting Executive Director implement a communications plan to announce the organization's temporary leadership structure to members and stakeholders.

Limitations on Authority of Acting Executive Director: The Acting Executive Director must consult with the Board Chair (or Board designate) and staff Director(s), when making decisions regarding staff hiring and terminations, financial and legal issues, policy development, new program commitments, and financial commitments exceeding \$10,000.00. The Acting Executive Director must also consult with the Finance Committee when making decisions regarding financial commitments exceeding \$10,000.00.

Board Oversight and Support for the Acting Executive Director: The Acting Executive Director reports to the Board Chair, with support from the Human Resources Committee. The Human Resources Committee meets monthly when an Acting Executive Director has been appointed.

Executive Director Departure – Succession Planning

The following process is followed to ensure organizational readiness for the retirement, resignation or other permanent departure of the Executive Director. The Board Chair is responsible for ensuring this process is in place with the Human Resources Committee.

a. Timeline

Timing	Action
Annually	The Human Resources Committee reviews this succession procedure and recommends any revisions to the Board to ensure organizational readiness. The Human Resources Committee meets with the Executive Director to review potential internal successors and ensure leadership development plans are in place for those who may be eligible to succeed the Executive Director.
Six months before departure of Executive Director or immediately upon notification of departure	The Human Resources Committee meets to activate the Executive Director selection process; activates the Executive Director Continuity Plan if needed; determines the need for an external search and/or the process to assess internal successor(s). Committee makes recommendation to the Board including budget estimate to engage external search firm if required, a Request for Proposal process, appointment of search committee, and proposed timeline.
Monthly	Board Chair meets with staff regularly and provides written updates to inform them of the process and progress.
4 months before departure	Human Resources Committee appoints a search committee to manage search process, interviews, and contract negotiations with chosen successor. Search committee reviews and updates the job description for the Executive Director if needed.
During search process	Search Committee reports on progress to Board; recommends final candidate; prepares announcement plan.
1 month before start date	Human Resources Committee plans for on-boarding of new Executive Director.

Accountability:

The Human Resources Committee is responsible for reviewing and recommending revisions to this procedure to the Board for approval.

6.7 Chair Succession Planning Procedure

This section describes the succession planning procedures when the Board Chair position becomes vacant, whether suddenly or planned.

Sudden Vacancy Procedure

The following procedure applies in the event of an unexpected departure of the Chair due to resignation, termination, extended absence, or other cause.

The Board appoints a Vice Chair to serve as interim Chair immediately upon the announcement of the vacancy of the Chair position. Depending upon the length of the remaining term, the Board may appoint the Interim Chair as the new Chair. When appointing the Vice Chair(s) during the usual annual process, the Board is reminded that a Vice Chair may be selected to fill the Chair position should there be an unexpected vacancy.

Planned Chair Vacancy Procedure

According to the Bylaws, the Chair and all Officers are elected or re-elected by the Board each year. The Chair is expected to serve for a minimum of two years (two one-year terms) and a maximum of four years (four one-year terms). It is expected that the Chair provides the Board with notice of their intent to step down at least one year in advance.

- The Governance Committee is responsible for overseeing the Chair succession plan and submitting its recommendations to the Board for approval.
- The succession planning process starts at least six months prior to the end of the incumbent Chair's term.
- At the beginning of the process, the Governance Committee reviews the Chair Terms of Reference, which outlines the key competencies and attributes required for the Chair, and submits any recommended revisions to the Board for approval.
- Through the annual Board and Chair evaluation process, the Governance Committee determines whether the incumbent Chair wishes to stand for re-election to another term (if eligible), and whether there is Board support for the incumbent Chair to do so.
- If there is support, the Governance Committee recommends the incumbent Chair for another one-year term, to be elected by the Board.
- If there is not support, the Governance Committee recommends that a successor nomination process be initiated, as described in the following.
- The Board establishes a small ad-hoc task force to identify potential candidates from among Directors. The task force may be a subset of members of the Nomination Sub-Committee and/or Governance Committee, and are responsible for identifying and assessing potential candidates for the Chair position. No member of the task force may be a potential candidate.

- The task force develops a list of interested and eligible candidates for the Chair position from among the Directors.
- The task force evaluates the eligible candidates using the key competencies and attributes required for the Chair position; and identifies those most suitable.
- If there is more than one potential successor from the process, the Board elects a new Chair by majority vote. If only one successor emerges, the Board appoints the Chair-elect.
- The task force develops a transition plan for the new Chair, including a timeline, communication plan, and orientation.
- The outgoing Chair works closely with the incoming Chair to ensure a smooth transition of leadership and transfer of knowledge.
- If a new Chair has not been appointed prior to the departure of the current Chair, the Board appoints an interim Chair in accordance with the Sudden Vacancy Procedure.

Communication and Transparency

The Governance Committee informs the Board about the process to ensure transparency, fairness, and accountability. The Committee also provides regular updates to the Board on progress. The Board works with the Executive Director to establish a communication plan to inform staff, members, and the broader community, about the succession planning process and the selection of a new Chair.

Review and Evaluation

The Governance Committee periodically reviews the succession planning procedure for the Chair, to ensure its effectiveness and relevance; and provides recommendations for revisions to the Board for approval.