

TOURISM SUN PEAKS

BOARD OF DIRECTORS' GOVERNANCE POLICY

PREAMBLE:

Tourism Sun Peaks (TSP) exists to represent and serve the best interests of its members in a fair, equitable manner. Its primary role is the marketing and promotion of Sun Peaks Resort worldwide. The governing body of the organization is the Board of Directors, an elected and representative body, which is accountable to the membership-at-large for the development of all TSP policy. The Executive Director, a Board member with voice but without vote, is responsible for the execution of Board policies, and neither develops nor alters such policies independently. The Management Branch of the organization, led by the Executive Director, is supported and held accountable by the Executive Committee of the Board of Directors.

POLICY:

- (1) The Board of Directors of TSP is responsible for the development of all governance policy within the Organization.
- (2) All committees of TSP are responsible to and report to the Board of Directors, which bears ultimate accountability for all actions of the Organization.
- (3) The Executive Director is responsible to the Board of Directors for the efficient operation of all aspects of TSP within the confines of the policies determined and approved by the Board of Directors. The Executive Director reports to the Executive Committee.

- (4) The direct reporting relationship between the Board of Directors and the Executive Director of TSP is the Executive Committee of the Board of Directors. All matters relating to governance policy must be channeled through this committee, the membership of which is the Executive Director, the Chairperson of the Board of Directors, the Vice Chairperson and one Director.
- (5) While decisions of the Board of Directors and its Committees are public, its deliberations are confidential unless states otherwise.
- (6) The Board of Directors is sanctioned to discipline any individual member who breaches Board policy or the ethical guidelines of TSP. The addressing of any discipline issue is the responsibility of the Executive Committee.
- (7) A Board or Committee member who is in a potential conflict of interest position on any matter under consideration must declare such conflict immediately. For example, a Director who is involved in a business relationship with TSP is not at arms length and is therefore in conflict.
- (8) The Standing Committees of the Board are as follows:
 - (a) Executive Committee, incorporating
 - (i) Compensation
 - (ii) Planning and Development
 - (b) Marketing Committee
 - (c) Audit Committee, incorporating Finance
 - (d) Membership Committee
 - (e) Ad hoc Committees as deemed necessary by the Board of Directors