



## **INDIVIDUAL DIRECTOR NOMINATION PACKAGE**

### **Process and Nomination Form**

June 16, 2023

Horse Council BC (HCBC), in accordance with the organization's by-laws, is seeking candidates for four (4) positions of Directors each for three-year terms and four (4) positions of Directors each for a one-year term. We are pleased to provide this nomination package that outlines the expectations of Directors of Horse Council BC together with their role and responsibilities.

**IMPORTANT NOTE: Nominations close at 4:00 PM, Friday, August 18<sup>th</sup> 2023.**

Prospective candidates interested in serving on the Board of Directors are encouraged to review the Roles & Responsibilities, eligibility information, timelines, instructions and submit a completed the Nomination Form by the deadline.

Ideal candidates include dedicated individuals with the dynamic and relevant skills to take on a leadership role in the governance of the organization. Directors will have the opportunity to help HCBC effectively deliver on the mission, and vision of the organization.

### **NOMINATION CRITERIA**

All Directors represent and are accountable to the entire membership and are responsible for governing and overseeing the strategic direction of Horse Council BC. The effectiveness of HCBC is directly dependent on the leadership and enthusiasm of the Board of Directors.

As a member of the Board of Directors, each Director will:

- exercise good judgment and act with integrity;
- use their ability, experience and influence constructively;
- work on behalf of all members throughout the province;
- be available as a resource to members, the Executive Director, the Board of Directors and Committees;

- respect and preserve 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;
- advise 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;
- understand the difference between governing and managing, and not encroach on the Executive Director's and staff areas of responsibility;
- participate in the Society's strategic planning process and monitor the Society's progress in relation to the strategic plan;
- as necessary and appropriate, communicate with the Board Chair and Executive Director between meetings;
- demonstrate a willingness and availability for individual consultation with the Board Chair and Executive Director;
- participate in the hiring and performance evaluation of the Executive Director; and
- participate in the performance evaluation of the Board.

In addition, nominees must be HCBC members in good standing as of the date of record and must be supported by two HCBC members in good standing.

**Please note that all candidates will be reviewed using a skills matrix. The Nominations Committee will evaluate applicants and advance only candidates that meet the listed criteria for election. The Nominations Committee Terms of Reference have been included as an appendix to this package for your consideration.**

If you have any questions about the process and/or associated information, please contact the HCBC office at (1-800-345-8055 ext. 1008) or email: [administration@hcbc.ca](mailto:administration@hcbc.ca).

<b>Important Dates</b>	
<b>The timelines for application are as follows:</b>	
<b><i>Date</i></b>	<b><i>Details</i></b>
June 16, 2023	Date of Record for the election
June 19, 2023	Call for Nominations is issued
August 18, 2023	Nomination documents to be sent to: <a href="mailto:nomination@hcbc.ca">nomination@hcbc.ca</a> by 4:00 PM Pacific Time
August 19-September 8 <sup>th</sup> 2023	Interviews
October 22, 2023 @ 3pm	Elections Town Hall (If Required)
November 5, 2023	Voting takes place during the HCBC 2022 AGM
November 5, 2023	Announcement of voting results at the HCBC 2022 AGM

## ABOUT HORSE COUNCIL BC

### OUR VISION

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

### OUR MISSION

Horse Council BC 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.

### OUR 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 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 be a knowledgeable voice for our community.

***Inclusivity and Diversity:*** We welcome everybody and value a participant base that is reflective of our diverse community in BC. We recognize the need to be proactive in achieving this.

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## ***INDIVIDUAL DIRECTOR ROLES AND RESPONSIBILITIES***

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### **TERMS OF REFERENCE**

#### **INDIVIDUAL BOARD DIRECTORS**

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 Terms of Office
- Bylaws 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
- inquire 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.

Applications must include all of the following pages to be considered by the Nominations Committee.

The Code of Conduct, Conflict of Interest, Confidentiality and Communication Policies will be sent for electronic signature once you have completed the on-line application form.

- [Online Application Form](#)
- Code of Conduct Policy
- Conflict of Interest Policy
- Confidentiality Policy
- Communication Policy

## 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.

#### 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.

### 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.

### **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.