

BOARD NOMINATION PACKAGE



Updated November 2018

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1) MESSAGE FROM THE BOARD CHAIR

Dear Prospective Board Candidate:

Thank you for your interest in serving as a Director of Discover Halifax. We value the dedication and commitment of our members and appreciate those who choose to participate in our nomination and election process.

Discover Halifax's mission is to maximize regional wealth and economic growth through the promotion of Halifax as the preferred visitor destination to our highest ROI markets with the ultimate vision of having Halifax recognized globally as the favourite city in Canada.

This Director Nomination Package is provided to assist you in understanding Discover Halifax, the role of the Board as well as to support your completion of the nomination process. Our goal is to ensure a fair and transparent process that enables our members to be fully informed when casting their vote for their preferred candidate(s).

I hope you find the information helpful. Should you have any questions about the enclosed information, please contact

Again, thank you for your interest in this important process.

Sincerely,

Jeff Ransome, Chair
Board of Directors

2) OVERVIEW OF DISCOVER HALIFAX

Discover Halifax was established in 2001 and is provincially incorporated. The company was formed as Destination Halifax by the *Halifax Regional Municipality Marketing Levy Act* and the *Memorandum of Understanding between Halifax Regional Municipality and the Hotel Association of Nova Scotia*. These documents form for basis for the focus and accountability of the company.

3) OVERVIEW OF BOARD

The DH Board is a governing board and has the fiduciary responsibility to:

- ▶ act honestly;
- ▶ act in good faith;
- ▶ give loyalty;
- ▶ exercise authority within the parameters of the position;
- ▶ disclose conflict of interest;
- ▶ avoid breach of confidence; and,
- ▶ hold in strict confidence all transactions and business affairs of transactions affecting Discover Halifax and its members.

The standard required is that a Director use reasonable care, diligence and skill that a reasonably prudent person would have exercised in comparable circumstances. Duties of care, skill and diligence consist of the following characteristics:

- ▶ exercise reasonable care;
- ▶ attend meetings;
- ▶ keep informed;
- ▶ act intelligently;
- ▶ avoid imprudent judgement by applying appropriate due diligence in decision making;
- ▶ provide adequate supervision; and,
- ▶ question things that are not clear or not understandable.

In addition to these responsibilities, the Board fulfills its oversight role in the following overarching areas:

1. Provide strategic stewardship, including the approval of the Strategic Plan.
2. Approve the annual Business Plan and monitor performance.
3. Ensure effective risk management through an appropriate risk management policy, system and reporting mechanisms.
4. Monitor the performance of the President & CEO and provide direction, as well as support as required.
5. Ensure its own effectiveness through a comprehensive Board policy framework and evaluation process.

Pursuant to the Charter of By-Laws, the minimum number of directors is 12 and the maximum is 15. There is a maximum of 10 Directors on the Discover Halifax Board elected by the membership at the Annual General Meeting (AGM), which is held in the Spring of each year. The additional five positions on the Board are prescribed by the Bylaws. The maximum timeframe on the Board is the lesser of nine years or three terms. Board terms are typically three years in duration.

Overview of Board Proceedings

- All directors must be able to commit time and effort throughout the year to Board meetings, committees and email correspondence.
- Regular Board meetings are held monthly with 7-8 regularly scheduled meetings annually. Meetings are typically 90 minutes in duration.
- In addition to the above meetings, directors sit on at least one of the following Committees of the Board: 1. Finance, Audit and Risk Committee; 2. Executive Committee; and, 3. Governance Committee. Each of these committees meets quarterly and typically these meetings are two – three hours in duration.
- Meetings will be held primarily in the corporate office boardroom of Discover Halifax in the CIBC Building, 1809 Barrington Street, Suite 708 with notice of location provided at least 5 days before the meeting.
- New directors participate in the Director Orientation Program within the first six months of their election. The Program entails components intended to enhance the director's knowledge of the organization and business in a timely manner. The total amount of time to complete the components is approximately 1.0 day over the six months period.

4) OVERVIEW OF THE DIRECTOR NOMINATION AND ELECTION PROCESS

For the annual Director election process, members will be electing a slate of Directors recommended by the current Board of Directors using guidance from the Governance Committee who encompass the role of nominations.

The key activities and timing for the process are as follows:

#	Key Activity	Completion Date
1	Director Nomination Package is released	January
2	Call for nominations opens	January
3	Call for nominations closes and all completed Nomination Forms are submitted	March 15
4	Governance Committee reviews the completed Nomination Forms and holds candidate interview and information sessions	April 15
5	Governance Committee recommends to the Board the slate of recommended candidates	April Board Meeting
6	All candidates are contacted and advised of their status	April
7	Board Slate is distributed to DH membership	May
8	Board Slate is ratified at DH Annual General Meeting	May

5) DIRECTOR ELIGIBILITY AND REQUIREMENTS

Directors of Discover Halifax must be compliant with Bylaw 5.02 holding a membership in good standing or Bylaw 5.04 for appointed Directors.

6) DIRECTOR COMPETENCIES

Discover Halifax is developing a strong corporate governance framework intended to facilitate the effective conduct and operation of the Board. As part of this framework, the Board considers the individual and collective competencies required to fulfill its mandate and reviews this information on an annual basis. In addition to meeting the Director Eligibility Requirements (presented in Section V of this Package), directors are expected to have the ability to act in the best interest of Discover Halifax, to operate “as a team” at the Board level and to be able to “speak with one voice” once a full discussion has been undertaken and a decision has been made by the Board in accordance with its governance framework.

Each year and in advance of the nomination and election process, the Board identifies the specific skills, experience and competencies required on the Board as a whole. In identifying these areas, the Board assesses the environmental landscape in which Discover Halifax operates as well as considers the future strategic direction of the organization. It then reviews the current skills on the Board and determines if there are any gaps that should be filled in the upcoming director election process.

The following competencies have been identified as providing the best complement to the existing skill sets on the Board (in alphabetical order):

1. General Business Leadership (governance);
2. Financial
3. Human Resources
4. Marketing
5. Risk Management

This information is being provided to prospective candidates as well as to the membership to ensure these skills are known as part of the process. DH values the diversity of the communities it serves and encourages nominations from all qualified candidates including women, indigenous persons, visible minorities and persons with disabilities.

7) NOMINATION FORM

This Form must be completed and emailed to Angela Petry <apetry@discoverhalifaxns.com> or provided in hard copy at Discover Halifax's office location.

PERSONAL INFORMATION:

Discover Halifax will use this information to contact you and verify your eligibility to stand as a candidate.

Last name: _____ First name: _____ Initial(s) _____

Address: _____

Home telephone: _____ Work telephone: _____ Mobile telephone: _____

Email address: _____

What is the best way for us to contact you? _____

EMPLOYMENT AND COMMUNITY INVOLVEMENT:

The Governance Committee will use this information to ensure no conflicts of interest exist and to identify areas of interest to Discover Halifax.

Current Employer: _____

Position Held: _____

Previous Employers: _____
(last 5 years)

Current Boards: _____
(include length of service)

Previous Boards: _____
(include timeframe)

Community /
Volunteer Roles: _____

COMPETENCIES, SKILLS AND EXPERIENCE ASSESSMENT:

The information gathered in this section will be used by the Governance Committee to identify the competencies, skills and experience that you believe you possess and would bring to the Board. These listed areas have been identified by the Board as important to ensuring proper oversight of Discover Halifax on behalf of the membership.

Please assess yourself in each of the 12 areas (listed in alphabetical order, by priority and other competencies), choose a rating using the 1-5 scale, and provide the rationale for the rating. The scale for the rating is as follows:

1. no experience
2. relevant training but no experience
3. relevant training and up to five years of work experience
4. in-depth training and work experience (at least 10 years)
5. expert knowledge and would be able to lead on or teach this subject area

Priority Competencies:

Area	Rating 1-5 No Experience ——— Expert	Rationale For Rating
Tourism Industry Experience <i>Experience at a leadership level in the tourism industry, with knowledge of the industry, including competitive and operating environments as well as the trends facing the sector.</i>	<p style="text-align: center;">1 2 3 4 5</p>	
Business Development <i>Experience in developing and executing business growth strategies in complex organizations, with strong familiarity of the analytics in assessing business opportunities.</i>	<p style="text-align: center;">1 2 3 4 5</p>	
General Business Leadership <i>Holding a leadership role in a company or non-profit organization; high ratings for current or recent CEO, senior executive or senior board roles with complex organizations as well as experience in the tourism and group travel sector.</i>	<p style="text-align: center;">1 2 3 4 5</p>	
Governance <i>Well-rounded knowledge of; and expertise in, board governance practices and the standards in which directors must adhere to in fulfilling their fiduciary and oversight responsibilities.</i>	<p style="text-align: center;">1 2 3 4 5</p>	-

Other Competencies:

<u>Area</u>	Rating 1-5 No Experience ----- Expert	<u>Rationale For Rating</u>
<p>Communications <i>Experience in communications or public relations as either a consultant or management position, having dealt with sensitive and complex issues in a public forum.</i></p>	<p>1 2 3 4 5</p>	
<p>Financial and Audit <i>Understanding of the financial underpinnings of the organization, financial statements and their composition; high ratings for professional designation (e.g. CPA).</i></p>	<p>1 2 3 4 5</p>	
<p>Human Resources <i>Expertise in human resources (HR) field in a managerial capacity with strong familiarity of HR functions, including compensation, performance management models and organizational metrics.</i></p>	<p>1 2 3 4 5</p>	
<p>Marketing <i>Experience working with marketing and branding for a mid to large organization; high ratings for current or former marketing directors, executives or experts.</i></p>	<p>1 2 3 4 5</p>	
<p>Risk Management <i>Responsibility for risk management, understanding the work required put risk management processes/controls in place; high ratings for enterprise risk management designation.</i></p>	<p>1 2 3 4 5</p>	
<p>Strategic Thinking and Application <i>Experience leading strategy formation and implementation for a mid to large organization; ability to think broadly and “connect the dots” as it relates to the factors that impact the business.</i></p>	<p>1 2 3 4 5</p>	

8) BOARD DEVELOPMENT AND SUCCESSION PLANNING

To ensure continuity among the Board, please identify if you are interested and able to fill a role as part of the Board Executive. If you are interested in one or more of the positions on the executive in a future year. *(check all that apply)*

- Chairperson
- Vice Chairperson
- Corporate Secretary
- Finance and Audit Chairperson
- Governance Chairperson

As part of our Bylaws, several positions are prescribed for hotel representatives: If you are, please indicate the type property you represent:

- 20-99 rooms outside Districts 7 and 8
- 20 + rooms (location not specified, can be in any part of HRM)

To ensure a diverse mix of business types on the Discover Halifax Board, please identify which industry segment you are primarily involved:

- Accommodation
- Attraction / Activity
- Events
- Meetings and Conventions
- Restaurant / F&B
- Retail
- Travel Trade

9) CANDIDATE STATEMENT AND PHOTOGRAPH:

Your candidate statement and photograph may be made available to Discover Halifax's membership via the website and AGM/election-related electronic communications.

Candidate Statement

Please write and submit a candidate statement that includes biographical information, occupation, tourism or meeting and convention sector affiliations, experience and qualifications and how you will contribute to the advancement and governance of Discover Halifax. The statement must be written in the first-person voice (e.g. "I am a director with...").

The candidate statement must be no more than 250 words. If you exceed this maximum, your candidate statement may be rejected or edited for length at the Governance Committee's discretion.

Photograph

Please submit a recent colour "head shot" photograph of yourself in high resolution format.

10) CANDIDATE DECLARATION:

This Declaration is required as part of your submission to ensure that you verified all information provided and consent to the use of that information.

DECLARATION

I certify that I have read and understand the candidate eligibility requirements and the desired board competencies as outlined in this Director Nomination Package, and to the best of my knowledge, information and belief, I am qualified to be a candidate for election and, if elected, to serve as a Director of Discover Halifax. If elected, I will undertake to act honestly, in good faith and in the best interests of Discover Halifax. I certify that the information provided in my Nomination Form and any other information submitted is true and complete.

I acknowledge that the information I have provided in this Nomination Package is being collected by Discover Halifax for the purpose of the director election, which will be held in Spring 2018, and for the purpose of establishing a baseline profile of the competencies and personal attributes of the Discover Halifax Board. I hereby consent to the collection, use, and disclosure of my information by Discover Halifax for these stated purposes.

Name of Candidate _____

Signature of Candidate _____

Date _____