



BOARD NOMINATION FORM

ITEM	PROVIDED (Y / N)
1. Cover letter (required)	
2. Resume (required)	
3. Nomination Form (required – below)	
4. Board Competency (optional – below)	
5. Terms of Reference Signature (required – below)	
6. Code of Conduct Policy Signature (required – below)	

NOMINEE INFORMATION (REQUIRED)

PLEASE PRINT	NOMINEE
NAME	
ADDRESS	
PHONE	
E-MAIL	
RATEPAYER BUSINESS	
DATE	
SIGNATURE	



NOMINATOR INFORMATION (REQUIRED)

PLEASE PRINT	SPONSOR RATEPAYER (if an Associate Member)	RATEPAYER #1	RATEPAYER #2
NAME			
RATEPAYER BUSINESS NAME			
ADDRESS			
PHONE			
E-MAIL			
DATE			
SIGNATURE			

COMPETENCY MATRIX (OPTIONAL)

Knowledge, Skills and Experiences (Please indicate all that apply by marking with an X)

	None	Little (concept knowledge)	Moderate (good understanding)	Significant (degree, etc.)
Financial Management / Accounting / Audit				
Advocacy/Community Relations/ Public Relations				
HR / Performance Management, Compensation				
Urban Planning/Development				
Marketing / Communications / Sales				
Legal / Regulatory				
Operational / Administrative				
Strategic Planning				
Resource / Project Management / Risk Management				
CEO / Enterprise Leadership				
Board Governance				
Policy Development				



TERMS OF REFERENCE

Standard of Performance expected from members of the BIA Board of Directors.

1. Demonstrates dedication to their responsibilities to the Board and membership by attending all board meetings, arriving promptly and not leaving until they are over (three (3) consecutive absences or a total of five (5) absences per year may be grounds for dismissal).
2. Demonstrates commitment to the Board and may have an interest in volunteering on Committees. Liaises with the Executive Director and/or BIA Administrator and reports on a regular basis to the Board on activities and programs.
3. Supports Board decisions, even when they may differ personally with the majority decision.
4. Demonstrates respect and loyalty to other Board members by being discreet in discussions that require consensus building.
5. Opts out of discussions and voting on "conflict of interest" topics.
6. Understands the mission of the BIA and promotes and communicates the goals and activities of it to the ratepayers and to the community as a whole.
7. Contributes knowledge, talent and technical resources to the BIA Board and management.
8. Promotes unity within the organization and seeks to resolve internal and/or external conflicts.
9. Encourages orderly, systematic, and incremental implementation of the BIA's work plans and goals, discouraging the Board from being distracted by secondary issues or projects not included in the agenda.
10. Encourages staff and other Board members to express their opinions openly in Board meetings.
11. Offers constructive opinions honestly, without fear of reprisals.
12. Does not interfere with the day-to-day management of the BIA, respecting the Executive Director and/or BIA Administrator by reporting to one representative only, in most cases the Chair.



Terms of Reference Acceptance (Required)

*I, the undersigned, have read this **Section 19 Appendix B – Terms of Reference** carefully before signing, and that I understand and accept all of its contents. I execute it voluntarily and with full knowledge of its significance. I understand that it will be binding, not only by me, but also by my heirs, next of kin, personal representatives and assigns.*

DATED at the city of Calgary in the province of Alberta this _____ day of _____, 20__.

Print Name/Signature/Date

Witness

CONFIRMED by the Members this _____ day of _____, 20__.

SECRETARY



Directors' Code of Conduct Policy

1. A "conflict of interest" is any situation where your personal interests (or those of a close friend, family member, business associate, corporation or partnership in which you hold a significant interest or a person to whom you owe an obligation) could influence your decisions and impair your ability to act in the BIA's best interests or represent the BIA fairly, impartially and without bias.

It is important to note that a "conflict of interest" exists if the decision could be, or could appear to be influenced; it is not necessary that influence takes place.

2. General Duties - Unless authorized by the Board, you may not act on behalf of the BIA, or deal with the BIA, in any matter where you are in a conflict of interest or appear to be in a conflict of interest, nor use your position, office, or affiliation with the BIA to pursue or advance your personal interests or those of a person/entity described above.

The "appearance of a conflict of interest" occurs when a reasonably well informed person properly could have a reasonable perception that you are making decisions on behalf of the BIA that promote your personal interests or those of a person described above.

Unless otherwise directed, you must immediately take steps to resolve the conflict or remove the suspicion that it exists, by:

1. Immediately disclosing a conflict of interest to the Board either in writing, email, or as minuted at a Board meeting. Disclosure must be made when the conflict of interest first becomes known, even if you do not become aware of the conflict until after the matter is concluded.
 - Staff disclosures should be reported to the Executive Director and/or BIA Administrator (or if he or she is the one with the conflict, then the Chair, Vice Chair or Treasurer). Disclosure involving Board members should be made to the Chair, Vice Chair or Treasurer (or another member of the Board if the conflict involves one of these individuals), who will then bring the matter to the attention of the Board. The Board shall determine whether a conflict exists (and is material) and in the presence of an existing material interest, whether the contemplated transaction is in the best interests of the organization.
 - If you are in doubt about whether you are or may be in a conflict of interest, you must request the advice of the Board of Directors.
2. Excusing yourself from the portion of the meeting where the matter giving rise to the conflict of interest is being discussed.
3. Refraining from all discussion of the matter giving rise to the conflict of interest, at any meeting of the Board of Directors, or elsewhere
4. Refraining from voting on the matter giving rise to the conflict of interest, at any meeting of the Board of Directors.
4. Whistleblowing - It is the responsibility of all Board Members and staff to report any conflict or perceived conflict of interest to the Chair, Vice Chair, or Treasurer without fear of retribution and with the understanding that a frank and open Board discussion will take place if the Board officers deem the matter a material conflict.



5. More about Avoiding a Conflict of Interest - You must not use your relationship with the BIA to confer a benefit on a person/entity described above (this duty does not prevent you or anyone else from conducting business with other people connected with the BIA); personally benefit from any business activity involving the BIA; or indirectly benefit from any business activity involving the BIA. An "indirect benefit" is a benefit derived by a person/entity described above or a benefit which advances or protects your interests although it may not be measurable in money.

6. Using BIA Property and BIA Information - You must have authorization from the Board to use, for personal purposes, property owned by the BIA, or to purchase BIA property unless it is through channels of disposition equally available to the public. Even then you may not purchase the property without authorization if you are involved in some aspect of the sale.

You may not take personal advantage of an opportunity available to the BIA unless it is clear that the BIA has irrevocably decided against pursuing the opportunity and the opportunity is equally available to members of the public.

7. "BIA information" is information acquired solely by reason of involvement with the BIA and which the BIA is under obligation to keep confidential. It is to be used for BIA purposes only and not for personal benefit. To protect BIA information from improper disclosure, it should only be disclosed with Board approval to a person who has a lawful right to the information. You must report any abuse of information.

8. Rules about Gifts - You may accept a gift made to you because of your involvement in the BIA only if the gift has no more than token value, is the normal exchanges of hospitality between persons doing business together, is lawful and in accordance with ethical practices and standards and could not be construed by an impartial observer as a bribe, payoff or improper/ illegal payment.

You may not use BIA property to make a gift, charitable donation or political contribution to anyone on behalf of the BIA. Any gift must have the authorization of the Board.

9. Board members and employees owe a fiduciary duty to the membership of the BIA that carries with it a broad and unbending duty of loyalty and fidelity. Board members and employees have the responsibility of administering the affairs of the BIA honestly and prudently and exercising their best care, skill and judgment for the sole benefit of the BIA. Board members and employees shall not use their positions or their knowledge for personal benefit. The interests of the BIA must have the first priority in all decisions and actions.

10. Responsibility - It shall be the continuing responsibility of Board members, officers and employees to scrutinize their transactions, outside interests and relationships for potential conflicts and to report potential/conflicts of interest'.



Directors' Code of Conduct Acceptance (Required)

*I, the undersigned, have read this **Section 21 Appendix C – Directors' Code of Conduct** carefully before signing, and that I understand and accept all of its contents. I execute it voluntarily and with full knowledge of its significance. I understand that it will be binding, not only by me, but also by my heirs, next of kin, personal representatives and assigns.*

DATED at the city of Calgary in the province of Alberta this _____ day of _____, 20__.

Print Name/Signature/Date

Witness

CONFIRMED by the Members this _____ day of _____, 20__.

SECRETARY