

CHAMBER OF COMMERCE
BOARD OF DIRECTOR
NOMINATION PACKAGE
2026-2027

A stylized, light gray flame logo consisting of several overlapping, teardrop-shaped elements that resemble flames, positioned behind the main text.

the
Chamber

This is your opportunity be part of a leading advocacy organization for business and a catalyst for growth and prosperity in Southeast Alberta, helping to empower and support our business community through our connections, support and influence

In accordance with the Governance policies of the Chamber of Commerce, Nominations are now open for the Southeast Alberta Chamber of Commerce Board of Directors.

Bylaws can be viewed online at www.Southeastalbertachamber.ca under [Board of Directors' page](#).

Timeline:

1. Nominations open Wednesday, April 1, 2026.
2. The completed nomination form, 200 word profile and candidate photo must be received by the Chamber of Commerce office prior to 12:00 PM (noon) on Friday, May 1, 2026 to be considered by the Board Leadership Development Committee.
3. Nomination forms will then be reviewed by the Board Leadership Development Committee.
4. Interviews with candidates will be held during May.
5. Ballots with your candidate profile will be sent to each voting delegate, which is the primary representative of each member company, no later than June 1, 2026.
6. The ballots will be counted no later than Wednesday, June 17, 2026.
7. The slate of new Directors will be invited to attend the fall Board of Director meetings.
8. A slate of elected candidates will be presented for ratification at the Annual General Meeting in November.
9. New Directors of the Board will assume their positions following the November Annual General Meeting.
10. Board Directors are required to attend Board orientation and strategic planning set by the Board and are required to serve on at least one committee of the Chamber.

WHAT IS EXPECTED OF DIRECTORS?

Any board director shall be a member in good standing for a minimum of two years, free of any conflict of interest and be willing and able to attend board meetings. In addition, it is highly desirable that candidates demonstrate familiarity with the Chamber of Commerce's activities and a level of involvement that reflects an ongoing commitment to its goals and objectives.

We encourage nominees to attend any of the Chamber's external committee meetings to gain knowledge and experience of the Chamber's role prior to becoming involved on the Board of Directors.

Current involvement in a Southeast Alberta Chamber of Commerce committee or a task group is an excellent way for a candidate to gain experience and demonstrate commitment. In addition, the Board recognizes that, to be effective, it should represent as broad a range of industries and competencies, and have the ability to provide worthwhile input to municipal, provincial, and federal regulators on a variety of issues.

To provide you with insight into the responsibilities and commitments of an individual member of the Southeast Alberta Chamber of Commerce Board of Directors, we are including information on the responsibilities of Directors of the Southeast Alberta Chamber of Commerce in this package.

When you have completed the enclosed information, please e-mail the nomination form, 200-word profile and a recent photo or personally deliver your information to the Southeast Alberta Chamber of Commerce:

Attention: Chair of the Board Leadership Development Committee
Southeast Alberta Chamber of Commerce
413 6th Avenue SE, Medicine Hat AB, T1A 2S7
Phone: 403-527-5214 Fax: 403-527-5182
E-Mail: president@southeastalbertachamber.ca

<p>EXPECTATIONS FOR DIRECTORS OF THE CHAMBER OF COMMERCE</p>

<ul style="list-style-type: none"> • Allow a <u>minimum</u> of 10 hours a month to involve yourself in Chamber of Commerce work.
<ul style="list-style-type: none"> • Review the content and information provided in the Board manual and the detailed duties and responsibilities required.
<ul style="list-style-type: none"> • Know and understand the roles and responsibilities of Board, committees and staff.
<ul style="list-style-type: none"> • Review your board package before board meetings to discuss issues responsibly with an informed perspective.
<ul style="list-style-type: none"> • Attend and actively and positively participate in the <u>10 monthly</u> Board Meetings, which begin at 4:00pm, typically on the 3rd Wednesday of each month, at the Chamber of Commerce Board Room.
<ul style="list-style-type: none"> • Attend <u>all annual</u> Strategic Planning and Orientation meetings.
<ul style="list-style-type: none"> • Attend as many Chamber of Commerce luncheons, dinners, and other events as possible.
<ul style="list-style-type: none"> • Attend the Annual General Meeting and special meetings of the Members
<ul style="list-style-type: none"> • Represent the members' views and interests at large, honestly and accurately, to advise and act in the best interest of the Chamber and its members
<ul style="list-style-type: none"> • Be aware of local, provincial and federal decisions that affect the business climate in Southeast Alberta and be able to react to them in a fair and discreet manner.
<ul style="list-style-type: none"> • Avail oneself of opportunities for self-development to enhance contributions as a member of the Board of Directors.
<ul style="list-style-type: none"> • Play an active role in the fundraising process (where applicable) and promotion of the Chamber.
<ul style="list-style-type: none"> • Endorse the collective decision of the Board publicly.
<ul style="list-style-type: none"> • Maintain Board business, client and member confidentiality, and sign the confidentiality agreement and commitment to office.
<ul style="list-style-type: none"> • Be involved in one or more Chamber of Commerce committees or teams.
<ul style="list-style-type: none"> • Have experience/knowledge as a volunteer and board and/or committee member
<ul style="list-style-type: none"> • Ensure that all business of the Chamber is conducted in a transparent, legal and ethical manner.

Chamber of Commerce By-laws are available online at: <https://www.southeastalbertachamber.ca/about/board/>

DUTIES OF BOARD DIRECTORS OF THE CHAMBER OF COMMERCE

Managerial Duty

The Southeast Alberta Chamber of Commerce is a non-profit organization. The Board of Directors has sole responsibility for the policy management and governance of the Chamber. This includes the duty to supervise the Executive Director, who in turn manages the staff. The Board has the duty to provide guidance, develop policies, and acquire adequate knowledge of the business and the organization's functioning. In particular, the directors have a duty to ensure compliance with various legal requirements, such as properly maintaining books, records, and minutes; enacting bylaws; ensuring the proper election of officers; and appointing an accounting firm to perform audits.

Fiduciary Duty

A fiduciary is any person who maintains a position of trust. Common examples of fiduciaries are agents, lawyers, and doctors. The fiduciary duty of a director is an obligation to act honestly, in good faith and in the best interest of the organization, and to be loyal to the organization. This duty reduces the risk that a director will exercise their authority in a self-serving manner.

Honesty

The first component of the fiduciary duty is honesty. This is an obligation placed on the director to disclose the entire truth to avoid fraudulent transactions in matters pertaining to his or her office. Examples of a director's breach of the duty of honesty would be misuse of the organization's funds, misappropriation of the organization's property, and improper loans to directors.

Good Faith

The director of an incorporated non-profit organization must pursue the organization's best interests and must demonstrate good faith in doing so. This means that a director may not pursue any "improper" purpose while acting on behalf of the corporation. A director's activities are restricted by the corporation's objects as set out in the bylaws. A prudent director will attempt to remain within the boundaries of his or her legitimate authority. Several factors are relevant in determining whether a director is acting in the corporation's best interests. First, something more than a mere assertion of good faith is required. Second, everyone involved in a specific transaction must believe that it is being conducted in good faith. Finally, the Director's assertions of good faith must be reasonable under the circumstances.

Loyalty and Conflict of Interest

A director must act in the best interests of the organization, meaning he or she agrees to subordinate all personal interests to those of the organization. Although directors are generally well-meaning, they may, at times, have difficulty separating their duties from their personal business interests. If this happens, the incorporated non-profit organization and its beneficiaries may suffer.

A conflict of interest may arise in many circumstances. It could occur if a director contracts with the organization and uses his or her office to negotiate terms that are unfair to the organization but personally advantageous to the director. Or conflict could occur when a director acts on the Board of two or more non-profit corporations that have contractual dealings with each other. The director owes a fiduciary duty to each corporation and must act in each corporation's best interests. It would be wise for the director to avoid this situation since conflicts may be inevitable.

If a director negotiates a contract between two non-profit corporations, his or her performance may be influenced by conflicting loyalties. Since only one organization may benefit from the director's actions, the director should disclose all relevant facts to each organization to avoid any impropriety. Indeed, a director would be wise not to place himself or herself in this position.

This does not mean that a person cannot sit on more than one Board. However, such a position demands that the director act within the scope of authority and not favour any non-profit corporation to the detriment of another and not act in such a case.

Even when contracts do not exist, it is important to understand that the board's decisions may affect a director's business or property. Instances of social and political gain may also violate the fiduciary duty. Direct or indirect benefits to relatives, friends, and associates may also be avoided.

Another example of conflict of interest is corporate opportunity, which happens when a director profits from his or her office. A director may not receive compensation for acting as such but may receive compensation or reimbursement for services or goods provided to the organization. The organization's bylaws may set rules governing the provision of such services.

A director is required to disclose to the Chamber the nature and extent of his or her conflict or potential conflict of interest. Where there is a conflict of interest that director must abstain from voting.

Duty of Care

Directors must demonstrate a minimum standard of care in performing their activities on behalf of the non-profit organization. This standard of care is what a "reasonable director" would do under the same circumstances. This "reasonable director" must act honestly, exercise some degree of skill and diligence, and ensure that he or she has the authority to act in compliance with the provisions of the organization's constitutions and bylaws.

A professional who acts as a director faces a higher standard of care than other directors who lack specific expertise. A lawyer, for example, is required to provide competent legal advice to the Board. In other matters over which the director has no special expertise, however, the professional is not required to attain a higher level of performance.

A director who acts honestly and who has met the standards of conduct required by the fiduciary duty and standard of care is not responsible for errors of judgment that occur while performing his or her duties.

Duty of Diligence

The duty of diligence means that a director must become acquainted with all aspects of the organization, including the transaction of business (usually by attending Board meetings), organizational policies and the delegation of tasks.

While an elected director is not legally bound to attend Board meetings, he or she does have the duty to stay informed of all events that transpire at meetings, which can be achieved largely by reviewing the organization's minutes and financial statements. When a director attends a meeting, he or she must exercise the level of judgment and care that an "ordinary person" would take in the same circumstances.

It is prudent for a director to attend as many Board meetings as possible. Not attending may be interpreted as a failure to exercise the proper degree of diligence.

If a director attends a meeting where an illegal act is planned, that director is liable unless he or she immediately registers dissent. Liability can also arise if the director fails to properly notify the members and other interested parties of all illegal acts of which they are aware. On the other hand, a director may not be liable for an illegal act if he or she has no knowledge about it and has fulfilled the other duties required. Liability for illegal acts committed by the Board prior to a director's election is not passed on to the new director.

If a director does not attend meetings due to a long-term illness, he or she should consider relinquishing the office if unable to fulfil his or her duties. Because all Board members are obliged to ensure the effective management of the organization, a director who is not adequately fulfilling his or her role may be removed from office if the organization's bylaws so provide.

While the directors may not have the expertise for certain aspects of management, they often rely on the services of experts (for example, accountants and lawyers) who are not officers of the organization. In this case, it is the directors' duty to ensure that the experts' qualifications are appropriate.

Investment Powers

A director of an incorporated non-profit organization faces great potential liability for the investment of corporate funds. All non-profit organizations retain the power to invest. The director must consider whether the board possesses sufficient expertise to invest funds without outside consultation. However, certain responsibilities should never be delegated. These include establishing corporate policy, appointing financial officers, enacting bylaws concerning corporate affairs, reviewing reports at frequent intervals, and establishing the details of employment for employees.

Duty of Skills

In most jurisdictions, the law does not specify the skill levels required of a director of an incorporated non-profit organization. However, a director is under no obligation to exercise skills beyond his or her competence, and directors are not liable for errors of business judgment.

The level of skill required by each director will vary, therefore, according to individual qualifications and experience, as well as the range of organizational demands placed upon the director. However, if a director does possess specific expertise, he or she is required to use it in the organization's affairs.

Duty of Prudence

A prudent person exercises sound and practical judgement and is cautious and discreet in conduct. Therefore, a director must act in a manner that is both practical and cautious with a view to anticipating the probable consequences of any course of action that the organization might take.

A director's level of knowledge is not relevant to his or her duty of prudence. Prudence must be exercised with practicality in mind, not expertise.

Continuing Duty

A director cannot necessarily avoid liability through resigning from office.

A director is responsible for acts already done and neglected while he or she held office. Further, the director may remain bound by a continuing duty to the corporation, which will vary in duration according to the circumstances.

In some situations, a director's resignation intended to avoid liability may constitute a breach of duty. Resignation in such circumstances may violate the duties of care, diligence, prudence, loyalty and the best interests of the corporation. Even if the

organization dissolves, liability continues during the winding-up process.

The preceding information was adapted from the booklet: "Duties and Responsibilities of directors of Non-Profit corporations," written by Steven Kreiger, BA, LL.B. 1989/Canadian Society of Association Executives.

Southeast Alberta Chamber of Commerce adopted this material from the Surrey Board of Trade.

BOARD DIRECTOR NOMINATION FORM

NOMINEE

- I have read and fully understand the preceding pages of the nomination package outlining my responsibilities and obligations as a Director of the Southeast Alberta Chamber of Commerce and confirm that I have reviewed the by-laws of the Chamber of Commerce.
- I am a member in good standing of the Southeast Alberta Chamber of Commerce and have been a member for at least two years.
- I have attached a one-page summary of my background, professional experience and my community involvement (candidate profile sheet-see next page).

I, _____ [Print Nominee Name] am prepared to let my name be considered by the Board Leadership Development Committee for the 2026 Southeast Alberta Chamber of Commerce Director Election, for a term of 1 year, and will commit to carry out my responsibilities should I be nominated and elected.

Nominee's signature

One nominator, of whom must be a member in good standing of the Southeast Alberta Chamber of Commerce, has signed below in support of my nomination.

_____ <i>Please print nominator's name</i>	X _____ <i>Nominator's signature</i>
_____ <i>Please print nominator's company name</i>	
Describe why you feel this candidate would be a valuable contribution to the Board: _____ _____	

Any Member who is not an individual shall designate an individual as that Member's primary representative to exercise the rights and privileges of the Member in the Chamber. Such designation may be changed by the Member from time to time.

I, _____ [Print Authorized Company Representative Name] am the authorized representative/owner/decision making authority for the company and authorize the above representative to allow his/her name to stand as a representative of the company on the Southeast Alberta Chamber of Commerce Board of Directors, if elected.

X

Company Authorization Signature

Please print Company Name

**BOARD DIRECTOR
CANDIDATE PROFILE FORM**

Please complete the questionnaire below or provide responses on a separate sheet and return this along with the nomination form, professional photo and candidate profile to the Southeast Alberta Chamber of Commerce office by Friday, May 1, 2026 at 12:00 pm (noon). Absolutely no nominations will be accepted after this date and time.

ATTENTION: Chair of the Board Leadership Development Committee
413 6th Avenue SE, Medicine Hat, Alberta T1A 2S7
Email: president@southeastalbertachamber.ca

Please include an electronic professional photo and a candidate profile to the email address above. This photo and profile will be included in the election package provided to the membership for voting purposes if an election is required based on the number of nominations. The candidate profile should be no greater than 200 words. You may view current board profiles online at <https://www.southeastalbertachamber.ca/about/board/>. Submitted profiles may be subject to editing.

Name: _____

Company _____

Position: _____

Phone: _____ E-mail: _____

1. Please list all current and past board, committee or leadership involvement.

2. What other association memberships do you hold, if any?

3. What other community or business initiatives have you worked on?

4. What industry do you currently represent? Describe your knowledge, background, expertise and years of experience within this industry or other industries you have been involved in?

5. How long have you lived in our district area (Bassano, Brooks, Cypress County, Duchess, Medicine Hat, Newell County, Redcliff, or Rosemary)?

6. What do you think you can contribute as a Board Director and what would you like to see accomplished during your term in office?

7. Why do you wish to serve on the Board of Directors?

BOARD DIRECTOR COMMITTEE INTERESTS

Standing Committees and various appointed representations are how the Chamber board divides the governance workload. Rather than discuss all issues at regular board meetings, we task Board members with various external roles to divide the workload. Board members are required to serve on at least one committee. Below is a brief description the areas that board members are assigned to each year. Please indicate the committees you are most interested in participating on during your term in order of preference. (Use 1 for most interested).

Executive Committee: The Executive Committee consists of the President, the Immediate Past President, the 1st Vice President, the 2nd Vice President, the Treasurer & the Executive Director (non-voting). The Executive Committee serves as a filter for information and provides consultation to elected officials. The Executive Committee is responsible for human resources policies and serves as the media advisory committee. Additionally, they are tasked with recommending governing issues to the Board for decision.

Leadership Development Committee: The Leadership Development Committee consists of the Past President serving as committee Chair, the President and a minimum of one other non-member of the Chamber Board's executive committee. The Leadership Development Committee is responsible for ensuring membership is well represented on the Board. They are also responsible for recommending changes to bylaws and policies, as well as handling the nomination and election process for the Board of Directors. The Leadership Development Committee serves in a consultative capacity to ensure that governance practices and procedures are understood and followed, and to provide leadership development to the Board.

Business Advisory Committee: The Business Advisory Committee is responsible for identifying issues or barriers to growth for the business community, developing strategies and policies to resolve issues or barriers to business, researching and advocating on behalf of members, communicating with elected officials, as well as provincial and national chambers to provide input and direction on policies and recommendations.

Community Connections: The Community Connections Committee is responsible for assisting with the Board's strategic plan regarding membership and with the implementation of membership outreach programs established by the Chamber. Members of this committee are ambassadors to the Chamber of Commerce and identify trends and common concerns among dropped members, as well as assisting with recruitment and retention and opportunities.

Inclusion, Diversity, Equity, Accessibility (IDEA) Committee: The Diversity, Equity, Inclusion Representation and Belonging Committee has one board-appointed representative. The committee plays a role in informing, guiding, and collaborating with the Chamber and its members on various initiatives to increase representation, belonging, and inclusivity, and in developing, leading, and reviewing inclusive policies, practices, and initiatives.

Other Committees: The Southeast Alberta Chamber of Commerce represents its membership on matters of community economic development and industry support. Accordingly, the Chamber plays a key role in local and regional economic development Advisory Boards and other committees. As such, the Chamber appoints one representative from the Chamber of Commerce Board to serve as a representative on these committees. Please indicate which of these committees would be of interest:

Entre-Corp; **Sport & Event;** **Highway 3;** **Health & Wellness;** **Redcliff;** **UDI**