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May 8, 2025

Travis-Dean Bradley

Chair, Board Governance Committee
Cranbrook Chamber of Commerce

Subject: Mandate Letter for the Board Governance Committee

Dear Travis-Dean,

We are pleased to formally assign you to the Board Governance Committee (the “Committee”) of the Cranbrook Chamber of Commerce, established by the Board to ensure compliance with governance best practices and to enhance the effectiveness of the Board’s duties. The Committee will work closely with the Executive Director to monitor governance practices and provide strategic recommendations to the Board of Directors.

1. Committee Purpose

The purpose of the Board Governance Committee is to annually monitor the Board’s duties to ensure compliance with governance best practices. You will play an instrumental role in reviewing bylaws, policies, and governance procedures, as well as educating directors on governance best practices.

2. Committee Mandate

As the Chair of the Board Governance Committee, your responsibilities will include, but are not limited to:

- **Conducting Annual Reviews:**
 - Review the Committee’s terms of reference, mandate, and purpose, and recommend any changes to the Board.
 - Review bylaws and board policies on an annual basis, recommending necessary amendments to ensure compliance with relevant Acts.

- **Strategic Planning and Monitoring:**
 - Hire a facilitator for strategic planning and monitor progress on strategic goals set by the Board.
 - **CEO Performance Review:**
 - Monitor the CEO's performance and lead the Board through the annual performance review and salary review process.
 - **Governance Education:**
 - Educate directors on governance best practices at board meetings throughout the year, as scheduled by the Committee.
 - **Recommendation on Procedures:**
 - Provide recommendations to streamline governance processes, including criteria for policy amendments and procedures for bylaw compliance.
 - **Supporting Strategic Goals:**
 - Support the Executive Director in strategic governance initiatives and ensure alignment with the Board's objectives.
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3. Committee Structure and Roles

The Board Governance Committee is composed of a minimum of three members, which may include:

- **Chair:** Must be a Board member, responsible for leading the Committee and liaising with the Board of Directors
- **Vice-Chair:** Supports the Chair and assumes responsibilities in their absence
- **Participants:**
 - Chamber Board Directors, Chamber members, President (ex-officio), Executive Director (ex-officio)
 - Other members as deemed necessary by the Committee

As the Chair of the Committee, you are expected to lead meetings, facilitate productive discussions, and ensure the Committee remains focused on its mandate. You will also uphold the principles of confidentiality and integrity while serving in this role.



4. Meeting Schedule

The Board Governance Committee will meet at least once per month on the last Tuesday of the month from 1:30 pm to 2:30 pm, or as otherwise needed. You are expected to attend and contribute to these meetings to ensure that the Committee achieves its strategic goals.

5. Reporting

The Board Governance Committee will report to the Board of Directors at each board meeting through the Consent Agenda by way of committee minutes. As the Committee Chair, you will deliver these reports and lead discussions to ensure that the Committee's recommendations are clearly communicated.

6. Term Length

Your term on the Committee is one year, with the possibility of reappointment for up to three years. Should you decide to resign or be unable to continue your term, kindly notify the Chamber President in writing as soon as possible.

7. Committee Decisions and Quorum

Decisions of the Committee will be made by a simple majority vote. A quorum of three members, which must include the Chair or Vice-Chair, is required for any meeting. If the Committee is unable to reach an agreement on a matter, the issue will be forwarded to the Board for input or decision.

8. Attendance and Code of Conduct

Committee members who miss two or more meetings, or 50% of meetings within a calendar year, may be asked to step down. All members are expected to conduct themselves in



accordance with the standards set by the Board of Directors, including maintaining confidentiality and respecting diverse opinions.

9. Acknowledgment

Please confirm your acceptance of this mandate by signing and returning a copy of this letter by **May 31, 2025**.

We trust that you will contribute your expertise and efforts to the success of the Committee and look forward to working with you to advance the interests of our membership and the broader community.

Yours sincerely,

A handwritten signature in black ink, appearing to be "Keri Sanderman", written over a horizontal line.

Keri Sanderman
President
Cranbrook Chamber of Commerce

Acknowledgment of Acceptance:

I, Travis-Dean Bradley, hereby acknowledge and accept the mandate as outlined above.

Signature:

A handwritten signature in black ink, appearing to be "Travis-Dean Bradley", written over a horizontal line.

Date: May 8th 2025