



DIRECTOR'S SUITCASE

TMAC LEADERSHIP

TMAC
TRAVEL MEDIA ASSOCIATION OF CANADA
We Are Going Places

CURRENT BOD SITUATION

What it looks like we do

Being a TMAC board member is so much fun! It's all fun and games with a few meetings here and there.

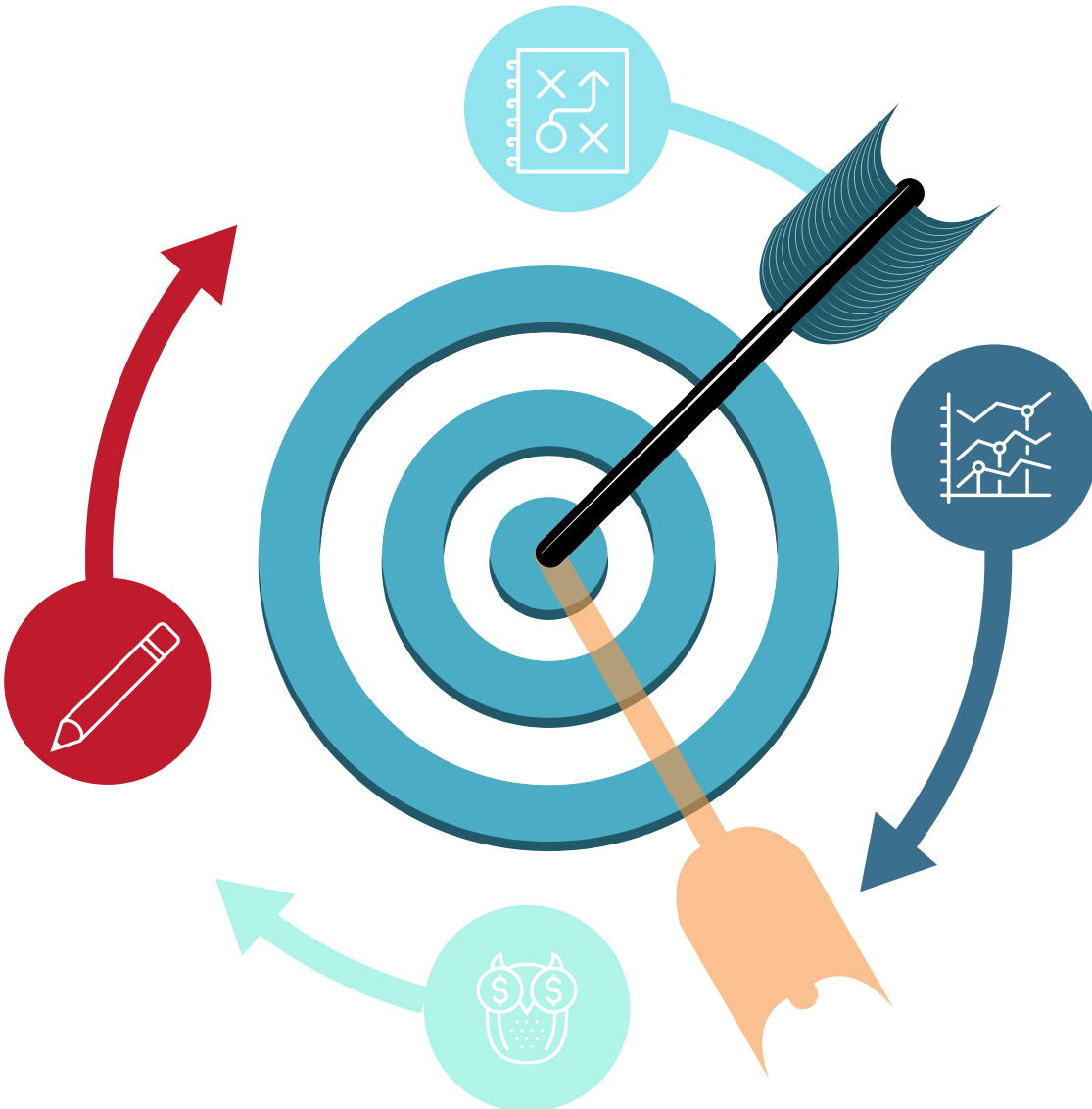


What actually happens behind the scenes

Being a TMAC Board Member is a rewarding volunteer experience that requires a lot of leadership, expertise, work, and commitment.

FUNDAMENTAL WORK OF THE BOARD

Understand the current framework that has been built for TMAC, identify what is serving us well and what needs to be updated.



The board is accountable for all aspects of the NFP. In choosing a governance framework, an NFP should focus its attention on the board's oversight work. That work consists of:

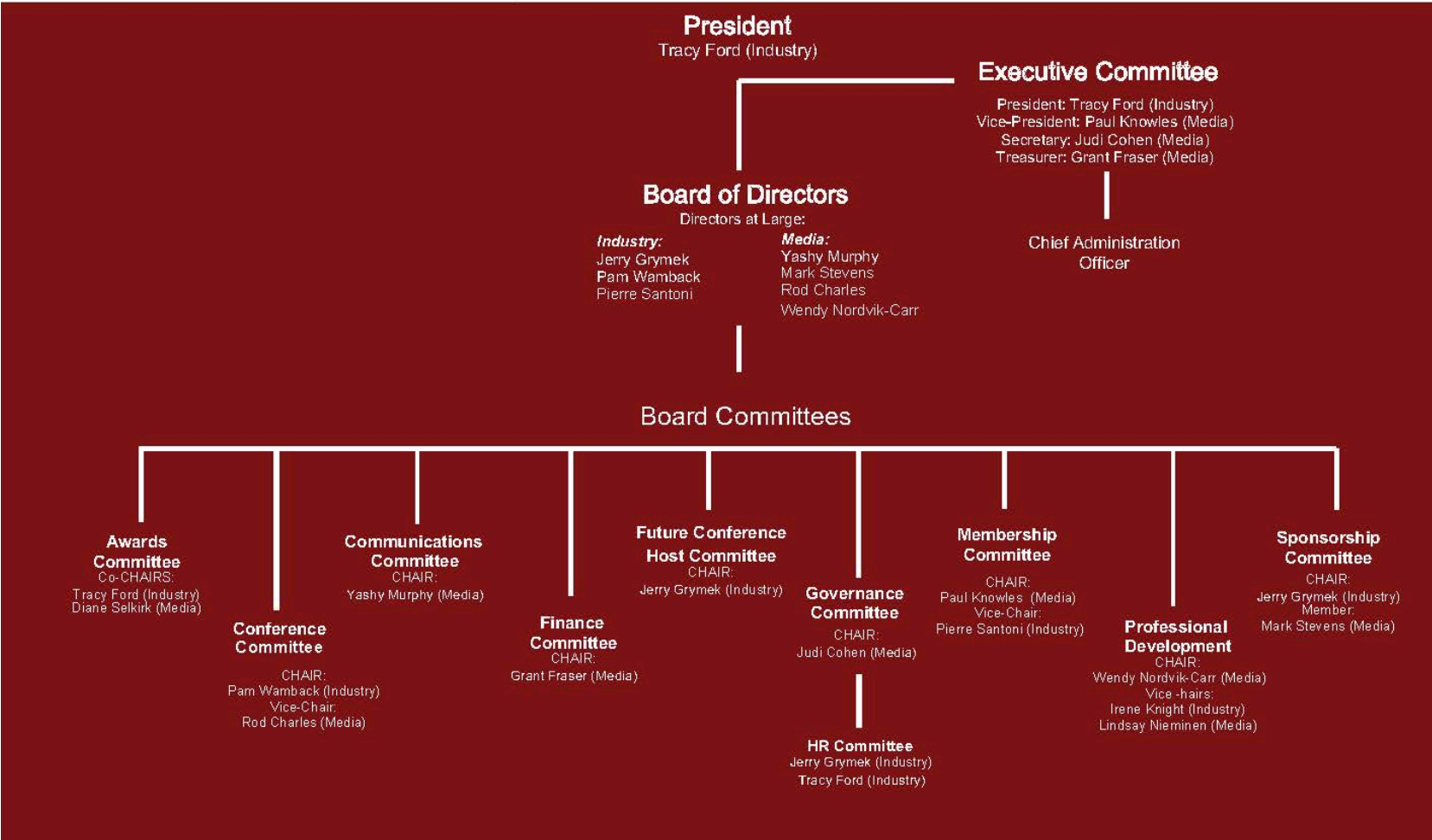
- Approving the mission, vision, values and strategic directions.
- Monitoring organizational performance.
- Overseeing the financial affairs of the organization.
- Selecting, supervising, evaluating and compensating the CEO/ED.
- Assessing organizational risks and opportunities.
- Developing the board's governance framework and processes, and managing board dynamics.



LEADERSHIP FRAMEWORK



TMAC 2022-23 Organizational Chart



PHASE TWO: DIRECTOR RESPONSIBILITIES

Understand the current framework that has been built for TMAC, identify what is serving us well and what needs to be updated.



Each individual director on the board has a fiduciary duty to the organization, which is comprised of two main duties.



DUTY OF CARE

to act with the competence and diligence that a reasonably prudent person with similar knowledge and expertise would exercise in comparable circumstances.



DUTY OF LOYALTY

to act honestly and in good faith in the best interests of the organization.



REQUEST FOR INFORMATION

These principles imply that directors are entitled to request any information they require to fulfill their fiduciary and duty of care obligations. While CEO/EDs may find such requests intrusive, they need to be sensitive to the information gap directors face in meeting their responsibilities under the governance principles.

A full-time manager or ED will spend 2,000, or more, hours a year on the work of the organization, whereas a director typically spends a small fraction of that time.



DIRECTORS SUITCASE

ONBOARDING PACKAGE

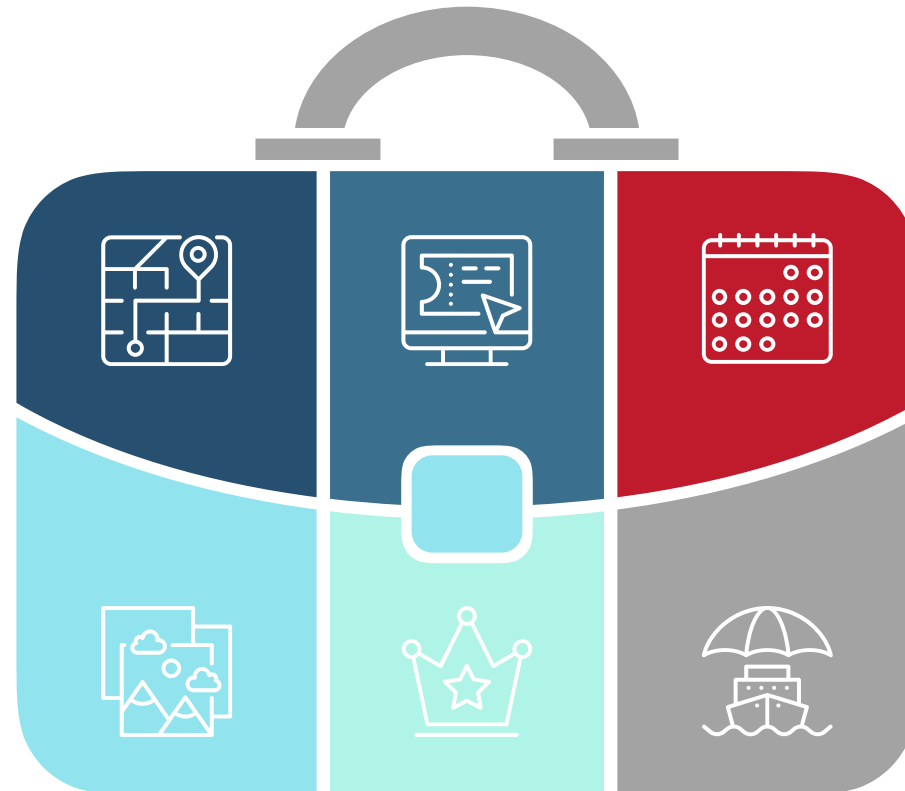
Each board member is presented with a high-quality professional suitcase to set them up for success.

GOVERNANCE

The foundation of the organization is its governance and directors will be given the tools to understand our role and mandate.

POLICIES & PROCEDURES

Detailed and specific policies that Directors are responsible for executing which are easy to reference.



ONBOARDING PACKAGE
FOR BOARD MEMBERS

CONTRACTS & INSURANCE

Understanding what our obligations are, who they are to and when they need to be reviewed.

CONTACTS

Key contacts such as BOD members, Chapter Presidents, and out of organization allies and contracts.

CALENDAR OF EVENTS

A detailed calendar that outlines our meetings, AGM, Pro-D, as well as social events.



BYLAWS

Registered Bylaws which are the foundation for the organization.

The screenshot shows the TMAC website header with the logo 'TMAC TRAVEL MEDIA ASSOCIATION OF CANADA We Are Going Places' and social media icons for Instagram, Twitter, LinkedIn, and Facebook. Below the header is a navigation menu with links for HOME, ABOUT, MEMBERSHIP, CHAPTERS, EVENTS, NEWS, AWARDS, and CONFERENCE. The main content area is titled 'TMAC Bylaw No. 1' and contains the following text:

A bylaw relating generally to the conduct of the affairs of:

TRAVEL MEDIA ASSOCIATION OF CANADA
ASSOCIATION DES MÉDIAS DU VOYAGE DU CANADA

(Hereinafter called the "Association")

1. DEFINITIONS

1.1 In this Bylaw and all other Bylaws unless the context otherwise specifies or requires:

1. "Act" means the Canada Not-For-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
2. "Articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;
3. "Board" means the board of directors of the Association;
4. "Bylaw" means this bylaw and any other bylaw of the Association as amended and which are, from time to time, in force and effect;
5. "Director" means a member of the board;
6. "Member" means a member of the Corporation and "Members" or "Membership" means the collective membership of the Corporation;
7. "Meeting of Members" includes an annual meeting of members or a special meeting of members;
8. "Officer" means an officer of the Corporation;
9. "Operating Policies" means the operating policies approved by the Board in accordance with section 3.1 of this bylaw;
10. "Ordinary Resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
11. "Proposal" means a proposal submitted by a Member of the Corporation that meets the requirements of section 163 of the Act;
12. "Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time;



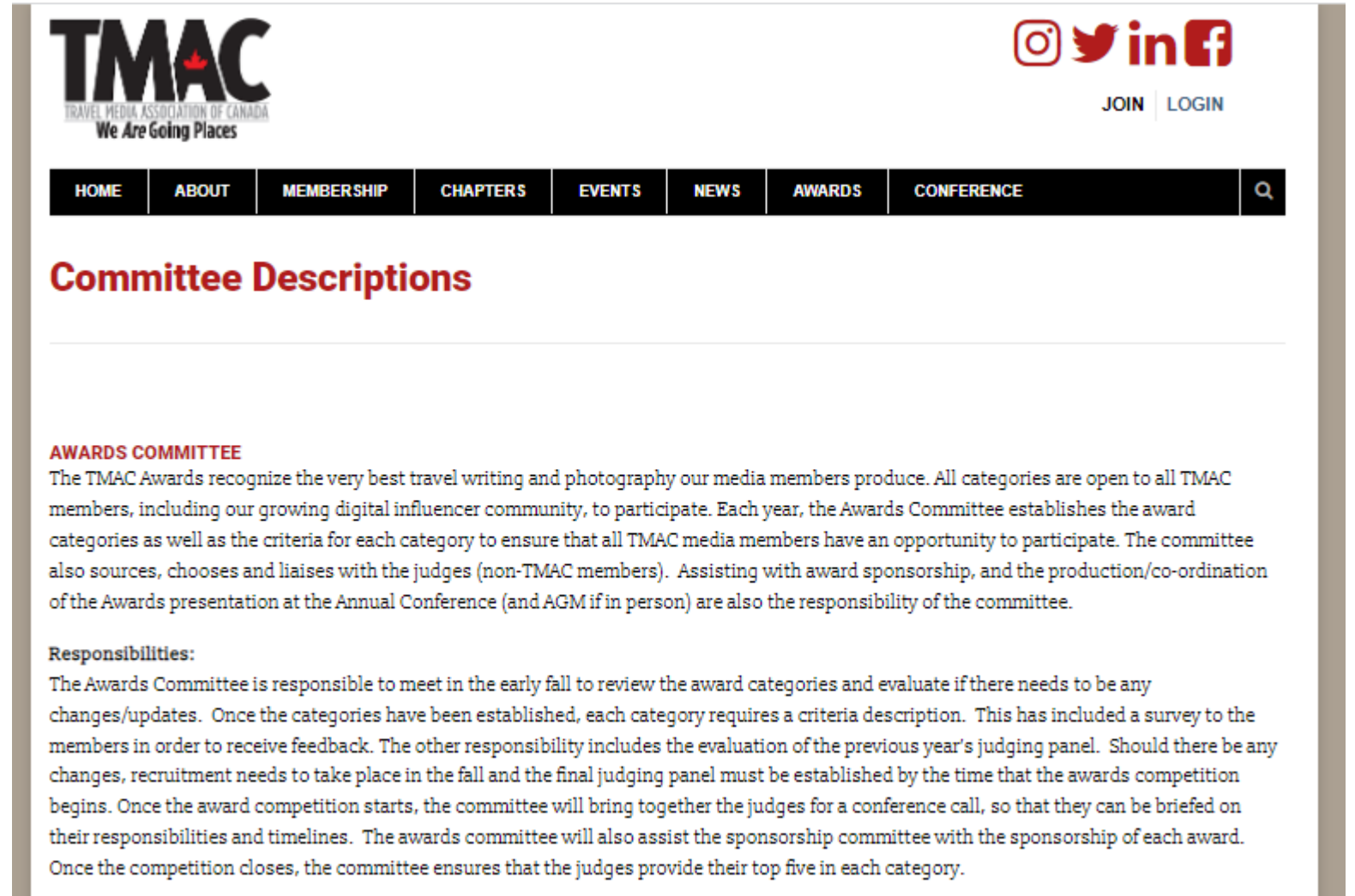
CURRENT GUIDING GOVERNANCE & POLICIES

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COMMITTEE DESCRIPTIONS

Updated in 2021 to reflect the new working committee model of our organization



The screenshot shows the TMAC (Travel Media Association of Canada) website. The header includes the TMAC logo with the tagline 'We Are Going Places', social media icons for Instagram, Twitter, LinkedIn, and Facebook, and 'JOIN' and 'LOGIN' buttons. A navigation menu contains links for HOME, ABOUT, MEMBERSHIP, CHAPTERS, EVENTS, NEWS, AWARDS, and CONFERENCE. The main content area is titled 'Committee Descriptions' and features a section for the 'AWARDS COMMITTEE'. The text describes the committee's role in recognizing the best travel writing and photography, establishing award categories, and managing the awards presentation at the Annual Conference. It also lists the committee's responsibilities, such as reviewing award categories, evaluating the judging panel, and assisting with sponsorship.

AWARDS COMMITTEE

The TMAC Awards recognize the very best travel writing and photography our media members produce. All categories are open to all TMAC members, including our growing digital influencer community, to participate. Each year, the Awards Committee establishes the award categories as well as the criteria for each category to ensure that all TMAC media members have an opportunity to participate. The committee also sources, chooses and liaises with the judges (non-TMAC members). Assisting with award sponsorship, and the production/co-ordination of the Awards presentation at the Annual Conference (and AGM if in person) are also the responsibility of the committee.

Responsibilities:

The Awards Committee is responsible to meet in the early fall to review the award categories and evaluate if there needs to be any changes/updates. Once the categories have been established, each category requires a criteria description. This has included a survey to the members in order to receive feedback. The other responsibility includes the evaluation of the previous year's judging panel. Should there be any changes, recruitment needs to take place in the fall and the final judging panel must be established by the time that the awards competition begins. Once the award competition starts, the committee will bring together the judges for a conference call, so that they can be briefed on their responsibilities and timelines. The awards committee will also assist the sponsorship committee with the sponsorship of each award. Once the competition closes, the committee ensures that the judges provide their top five in each category.

<https://www.travelmedia.ca/committe-descriptions>



CURRENT GUIDING GOVERNANCE & POLICIES

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CODE OF CONDUCT (S)

Code of Conduct for:

- All Members
- Board Members
- Committee Members



JOIN | LOGIN

HOME ABOUT MEMBERSHIP CHAPTERS EVENTS NEWS AWARDS CONFERENCE



Code of Conduct

The Travel Media Association of Canada Code of Conduct has been established to set up guidelines for professional conduct amongst TMAC members. All TMAC members are expected to abide by this Code.

CODE OF CONDUCT: ALL MEMBERS
CODE OF CONDUCT: BOARD OF DIRECTORS
CODE OF CONDUCT: COMMITTEE MEMBERS
CODE OF CONDUCT: DISPUTE RESOLUTION
CODE OF CONDUCT: HARASSMENT

<https://www.travelmedia.ca/code-conduct>



CURRENT GUIDING GOVERNANCE & POLICIES



BOARD MANDATE & DIRECTOR MANDATE

Updated and approved as
of March 2022

Travel Media Association of Canada Mandate of the Board of Directors

The board of directors of the Travel Media Association of Canada (Board) has the oversight responsibilities and duties described below.

Composition

The Board will be composed of between five and 15 Directors, as annually determined by the Board. The Board will use its best efforts to find at least one suitable nominee from regions across Canada.

The Board will use its best efforts to ensure that the Board is composed of Directors who collectively have the skills and abilities necessary to fulfill the duties of the Board and can ensure the Board is capable of meeting its responsibilities to the TMAC membership and other stakeholders.

Except as may be provided for in the by-laws, Directors will be elected at the annual meeting of members each year and will serve until their successors are duly appointed or elected.

Responsibility and Accountability

The Board is responsible for:

- (i) The Board is accountable to the membership of TMAC and to executing the Association's Bylaws.
- (ii) Executing leadership as per the Board of Directors Code of Conduct.

Specific Duties

Leadership

1. Provide leadership and vision in the development of TMAC and its members as outlined in the Bylaws and Code of Conduct.
2. Develop and implement the mission statement, principles, values and strategic plan of TMAC.
3. To provide its membership with access to education, knowledge, tools and opportunities to develop the skills and expertise in their roles
4. Provide overall leadership to enhance the effectiveness of the Board and individual directors and assist them to carry out their duties and responsibilities effectively.
5. Lead the Board in monitoring and evaluating the performance of service providers.
6. Provide advice, counsel and mentorship to service providers.

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7. Ensure that the responsibilities of the Board and individual Directors, as set out in the Mandates or Position Descriptions, are well understood by the Board and individual Directors and such mandates are monitored and executed effectively.

Strategy

4. Annually review and approve a strategic plan for TMAC including opportunities and risks to TMAC.
5. Monitor the performance of TMAC in reference to the approved current strategic plan.

Governance

6. Oversee all aspects of Board direction and administration, managing the Board as a cohesive team and building a healthy governance culture and, together with the Board, be accountable for TMAC's governance practices.
7. Foster ethical and responsible decision making by the Board as per the Board of Director Code of Conduct.
8. Oversee all service providers including assisting with defining risks, reviewing strategy, maintaining accountability, building relationships and communicating concerns of the Board to service providers.

Service Providers (Contractors or Employees)

9. Select and appoint, and, if necessary, terminate service providers.
10. Receive, evaluate and approve employment terms and compensation of service providers.
11. Determine and convey the objectives of the service providers annually.
12. Discuss and approve interim initiatives of the service providers.
13. Annually evaluate the success of the service providers compared with the predetermined objectives and interim initiatives approved by the Board.
14. Become familiar with the service provider and their roles.
15. Be available to the service providers and the Board as a resource and use their abilities, knowledge and experience for the benefit of TMAC.

Conference

16. Board members are expected to attend the annual National Conference and take on key leadership roles and responsibilities for the duration of the conference. Doing so makes board members eligible to submit expenses for

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