



BC LAND SUMMIT SOCIETY – POLICY MANUAL

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ADMINISTRATIVE POLICY 1 – DEFINITIONS & INTERPRETATIONS:

The following definitions and interpretations shall apply in consideration of the Administrative Policies of the Board of Directors of the BC Land Summit Society. In the event of any conflict between these definitions or interpretations and those found in the bylaws, the bylaws shall take precedence.

1. Act – means the Societies Act;
2. AGM – means an annual general meeting;
3. Board – means the directors of the Society for the time being, acting as a body;
4. Committee – means a subsidiary group established by the Board, as contemplated in the bylaws, charged with undertaking specific duties and responsibilities with specific terms of reference and which is accountable to the Board;
5. Conference – means an organized gathering of land and land-use professionals for the purpose of education, professional development, training and networking;
6. Constitution, bylaws, special resolution, and ordinary resolution have the meaning given to them in the act, The singular includes the plural and vice versa, unless the context requires otherwise;
7. Director – means a director of the Society;
8. General Meeting – includes an AGM and/or a special general meeting;
9. Member – means a member of the Society
10. Member organization – means an incorporated organization that is a member of the Society as defined in the bylaws;
11. Registered Address – means a member’s address as recorded in the register of members;
12. Society – means BC Land Summit Society;



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13. Written – means any mode of representing or reproducing words in written form including printing, lithography, typewriting, photography, email, fax, and other electronic means
14. Summit – means the principal interdisciplinary land and land use conference organized and hosted by the society, normally every five years.



ADMINISTRATIVE POLICY 2 – MEMBERSHIP REPRESENTATION & ACCOUNTABILITY:

The purpose of this policy is provide clarity, guidance and structure to the relationship(s) between the Society and its member organizations, including the expectations, rights and responsibilities associated with participation in the Society.

1. Summit Participation: Every member organization shall commit to and participate in each Summit in accordance with the following:
 - a. Participation Resolution: Within 6 months following each completed Summit, each member organization shall provide in writing to the Society it's re-affirmed commitment to participate fully in the next Summit;
 - b. Member Organization Representation: Each member organization shall appoint an authorized representative in accordance with the bylaws of the Society, and such a representative shall normally be the chief staff person of the member organization. Additionally, each member organization shall normally enumerate their respective chief staff person's role and participation in the Society as part of their respective employment terms;
 - c. Conference / Event Insurance: As part of each Summit the Society shall (in accordance with its risk management policies) obtain and maintain any appropriate supplemental insurance coverage for the Summit, or any other conference or similar event hosted by the Society.
2. Accountability & Commitment: Every member organization shall commit and contribute to each Summit in accordance with the following:
 - a. Resources & Capacity: Each member organization shall contribute appropriate resources and capacity to the work of the Society at a level equivalent to that normally contributed by the member organization to their own respective conference activities. Such contributions may include some or all of the following:
 - i. Employee time and work;
 - ii. Administrative and logistical support;
 - iii. Governance and management support; and
 - iv. Other in-kind contributions and support as may be appropriate from time to time.



ADMINISTRATIVE POLICY 3 – REPORTING & ACCOUNTABILITY:

The purpose of this policy is provide simple clarity, guidance and structure to the minimum reporting requirements between the Society and its member organizations, as well as between Society committees and the Board.

1. Reporting to Society Members: The Chair, working with the Secretary, shall ensure appropriate, regular (quarterly) reporting of Society activities to the members organizations;
2. Committee Reporting: All Committees, Task Forces, Working Groups and other subsidiary bodies of the Society shall report regularly in accordance with their respective terms of reference.
3. Other Reporting Requirements: The Board may, as it may deem appropriate and from time to time, establish and mandate additional, specific reporting requirements for individual directors, officers, Committees or other individuals through terms of reference, position descriptions, or other similar policy means.



ADMINISTRATIVE POLICY 4 – RISK MANAGEMENT:

The purpose of this policy is to establish minimum requirements and guidelines for the prudent and good management of potential risks and liabilities for the Society.

1. Insurance: The Board shall ensure the Society obtains and maintains appropriate insurance for the Society and its activities in accordance with the following:
 - a. Directors & Officers Liability: The Society shall obtain and maintain appropriate directors and officers liability insurance coverage;
 - b. General Liability Insurance: The Society shall obtain and maintain appropriate commercial general liability insurance coverage for the Society's ongoing operations and activities;
 - c. Conference / Event Insurance: The Society shall obtain and maintain any appropriate supplemental insurance coverage for each Summit, as well as any other conference or similar event hosted by the Society.



ADMINISTRATIVE POLICY 5 – FINANCIAL:

The purpose of this policy is to establish minimum requirements and guidelines for the prudent and good management of the financial affairs of the Society.

1. Fiscal Year: The fiscal year of the Society shall be January 1st to December 31st;
2. Financial Signing Authority: The signing authorities of the Society shall be: the Chair of the Board; the Treasurer; and the Secretary;
3. Society Annual Budget: Each September the Treasurer shall prepare a proposed draft annual budget for the Society covering the upcoming fiscal year, to be presented to the Board at a meeting no later than November 30th each year (See also Appendix X).
 - a. The Board shall consider and approve the annual budget for the Society for the upcoming fiscal year no later than November 30th each year;
 - b. Any amendment to the Society annual budget, or allocation of funds outside the budget as approved, must be reviewed and approved by the Board;
4. Summit Budget: Each January two years prior to any planned Society Summit the Treasurer shall prepare a proposed detailed draft conference budget for the upcoming Summit, to be presented to the Board at a meeting no later than March 31st of that year (See Appendix X).
 - a. The Board shall consider and approve the Summit budget no later than March 31st two years prior to the upcoming conference;
 - b. Any amendment to the Summit budget, or allocation of funds outside the budget as approved, must be reviewed and approved by the Board;
5. Financial Monitoring & Reporting: The Treasurer shall monitor and supervise the keeping of all Society financial records, and provide detailed reports of the Society's finances and accounts to the Board on a regular basis in a clear and consistent manner satisfactory Board (See also Appendix X);



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6. Annual Financial Report: The Treasurer shall prepare and provide a detailed annual report of the Society's finances and accounts for the most recently completed fiscal year to each Annual General Meeting (See also Appendix X);
7. Financial Audit: The Board may, at its discretion and as it may see fit from time to time, recommend to the Annual General Meeting the appointment of auditors for the purpose of conducting an annual financial audit;
8. Investment and Management of Funds: The Society shall, under the direction and supervision of the Board and the Treasurer, invest and maintain the funds and financial assets of the Society in a prudent and effective manner and in accordance with the following:
 - a. All Society funds shall be invested in low-risk, secure investment instruments backed by either the federal or provincial government(s), the Canadian Deposit Insurance Corporation (CDIC), or the Credit Union Deposit Insurance Corporation of British Columbia (CUDIC);
 - b. CDIC and CUDIC insurance limitations should be considered with all eligible investments;
 - c. Investment terms will be determined by Society operational and cash-flow needs and prevailing trends and current interest rates. Notwithstanding the foregoing the term of any investment shall not exceed two years;
 - d. Any decisions or actions related to the management of the Society's investments shall be made in accordance with this policy, upon the agreement and approval of the Treasurer and one other signing authority;
9. Procurement of Goods & Services: For the procurement of any good or service in excess of \$1,000 the Society shall seek and consider at least three potential vendors prior to making a final procurement decision. All procurement shall be in accordance with established budget parameters;
10. Expenses: All reasonable expenses incurred by Directors, representatives, and authorized volunteers of the Society shall be reimbursed (where such reasonable expenses are incurred in the course of the legitimate business of the Society) in accordance with the following:
 - a. Accommodations shall, where possible, normally be booked by the Society and billed directly, and in all cases shall be limited to that of a



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moderate or reasonable category of accommodation at the least-cost normal rates available;

- b. Travel shall, where possible, normally be booked by the Society and billed directly, and in all cases shall be limited to that of the least-cost normal fares or reasonable rates available for the most direct required itinerary;
- c. Expenses for meals, outside any meals provided by the Society, shall be reimbursed based on the actual reasonable cost incurred, subject to the following general guidelines:
 - i. Breakfast: up to \$20
 - ii. Lunch: up to \$30
 - iii. Dinner: up to \$40
- d. Expenses for personal vehicle travel shall be reimbursed at a rate equal to the current Government of Canada/Canada Revenue Agency maximum, based on the most direct required itinerary, up to a maximum of 500 kilometers for any given trip. For distances in excess of 500 km consideration should be given to obtaining a rental vehicle or taking another means of transportation other than driving;
- e. All claims for reimbursement shall be made in writing within 60 days using the applicable expense form (See Appendix X), and shall include all appropriate original supporting documentation, including but limited to: receipts, invoices, and statements.



ADMINISTRATIVE POLICY 6 – CONFLICT OF INTEREST:

The purpose of this policy is to establish minimum requirements and guidelines for the prudent and good management of potential risks and circumstances that may arise related to any conflict of interest, potential conflict of interest, or appearance of conflict of interest, for directors, officers or other designated individuals acting on behalf of the Society.

1. **Personal Profit or Gain:** No director, officer, volunteer, or other designated representative of the society shall derive any personal profit or gain, directly or indirectly, by reason of her/his participation with the society. No employee, contractor or vendor shall derive any personal profit or gain beyond normal contractual work or compensation arrangements;
2. **Conflict of Interest Definition:** A conflict of interest exists where an individual, a partner, a business associate, or a close family member:
 - a. Is a party to a material contract or a proposed material contract with the society;
 - b. Is a director or officer of another organization or has a material interest in any company or person who is a party to a material contract or proposed material contract with the society;
 - c. Is directly involved in any issue under discussion or associate with an issue under discussion in a substantive way and stands to personally benefit from the decision made;
 - d. Assists a third party in its dealings with the society where such assistance could result in favourable or preferential treatment being accorded to that third party by the society;
3. **Conflict of Interest Management:** All directors, officers, volunteers, employees or other designated representatives of the society shall arrange their affairs in public or private, to prevent any real, perceived or potential conflict of interest.
 - a. **Directors & Officers Liability:** The Society shall obtain and maintain appropriate directors and officers liability insurance coverage;



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- b. **General Liability Insurance:** The Society shall obtain and maintain appropriate commercial general liability insurance coverage for the Society's ongoing operations and activities;
 - c. **Summit / Event Insurance:** As part of each Summit, or conference, or other similar event hosted by the Society, the Society shall obtain and maintain any appropriate supplemental insurance coverage for the conference (in accordance with its risk management policies);
4. **Declaration of Conflict:** Upon becoming aware that a conflict or potential conflict exists, the conflict or potential conflict shall be immediately reported to the Board;
5. **Resolution of Conflict of Interest:** In all cases the underlying principle is that any conflict of interest shall be resolved in favour of the society, and otherwise as resolved and directed by the Board.



ADMINISTRATIVE POLICY 7 – DISPUTES, HARASSMENT & BULLYING:

The purpose of this policy is to establish minimum requirements and guidelines for the prudent and good management of potential conflicts or interpersonal matters that may arise for directors, officers or other designated individuals acting on behalf of the Society, to ensure a comfortable, professional, and harassment-free environment for all concerned.

1. Purpose & Values: The society recognizes the dignity and value of every person and will not tolerate bullying or harassment of any kind in the workplace or any other place or environment related to the operations of the Society;
2. Definition: The society defines bullying and harassment to include any inappropriate conduct or comment by a person towards a person that they knew or reasonably ought to have known would cause that person to be humiliated or intimidated, but excludes any reasonable action taken by the society relating to the management and governance of the society. Harassment and bullying includes but is not limited to actions, comments, or displays such as the following:
 - a. Unwelcome, inappropriate, or insulting remarks, gestures, jokes, innuendos, or taunting about a person's body, attire, gender, sexual orientation, disability, racial or ethnic background, colour, place of birth, citizenship or ancestry;
 - b. The display of pornographic pictures, racist, derogatory or other offensive materials;
 - c. Unnecessary or unwanted physical contact, such as touching, patting, or pinching;
 - d. Sexual solicitation or advances with implied consequences if rejected;
 - e. Refusal to work with or share facilities with other persons because of any discriminatory grounds;
3. Complaints & Resolution: Any complaint of alleged harassment or bullying shall be made in writing to the Board. The Board shall exercise due diligence to resolve any such complaint in manner consistent with the principles of fairness and natural justice. The Board may, at its discretion, seek the assistance and



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- involvement of an appropriate external expert to resolve any such complaint as may be required from time to time;
4. Other Disputes: Any other complaint or dispute within the operations of the Society shall be forwarded in writing to the Board for consideration. The Board shall exercise due diligence to resolve any such complaint in manner consistent with the principles of fairness and natural justice. The Board may, at its discretion, seek the assistance and involvement of an appropriate external expert to resolve any such complaint as may be required from time to time.



ADMINISTRATIVE POLICY 8 – PRIVACY & CONFIDENTIALITY:

The purpose of this policy is to establish minimum requirements and guidelines for the maintenance of confidentiality and protection of privacy in the operations of the Society.

1. **Maintenance of Confidentiality:** Unless otherwise directed by the Board, or authorized by law, all directors, officers, volunteers, or other designated representative of the society shall protect and maintain the confidentiality of all materials, data and other information obtained or accessed by way of their involvement with the society;
2. **Use of Information for Benefit:** No director, officer, volunteer, or other designated representative of the society shall take advantage of, or use to their benefit any information not generally available to the public that has been obtained or accessed by way of their involvement with the society;
3. **Statutory Requirements:** The Board shall ensure that the Society maintains and adheres to all statutory obligations and requirements with respect to the protection of private or personal information, including but not limited to:
 - a. The Personal Information Protection and Electronic Documents Act (PIPEDA); and
 - b. Canada’s Anti-Spam Legislation (CASL)



ADMINISTRATIVE POLICY 9 – COMMUNICATIONS & EXTERNAL RELATIONS:

The purpose of this policy is to establish minimum requirements and guidelines for the prudent and good management of the Society's communications and relations with external organizations and individuals.

1. Purpose and Applicability: The purpose of this policy is to govern and guide persons communicating and acting on behalf of the society in public and all other settings, including but not limited to:
 - a. Public statements and speeches;
 - b. Written materials (including electronic materials);
 - c. Website content;
 - d. Social media and other online forums;
2. Official Spokesperson: In accordance with the applicable position description established by the Board, the Chair shall normally act as the principal spokesperson for the Board and the Society. It is understood that in certain circumstances and contexts other persons may otherwise publicly represent the Society;
3. Appropriate Representation: Any director, officer, volunteer or other designated representative of the society who is designated to speak for, publicly acts on behalf of, or otherwise represents the society in any capacity shall do so in accordance with the following:
 - a. Such persons shall speak for or represent the society in a manner consistent with the policies, direction, positions and messages established by the Board;
 - b. Such persons shall, at all times, act in a professional, ethical, and appropriate manner and not through her/his conduct or actions in any way reflect negatively upon the Society;
 - c. Such persons shall, at all times, act in accordance with the society's Code of Conduct (Appendix X).



ADMINISTRATIVE POLICY 10 – VOLUNTEERS:

The purpose of this policy is to govern and guide the participation and role of volunteers in the work and activities of the Society.

1. **Definition:** Volunteers are individuals (or groups of individuals) tasked or assigned to work on behalf of the Society or assist with Society activities on a temporary basis from time to time, and who are not directors, employees, or employed as contractors;
2. **Selection & Appointment:** Volunteers may be recruited from time to time to assist the Board and committee with the work of the society subject to the following:
 - a. Volunteers will be recruited through calls out to the individual membership of the member organizations as required from time to time;
 - b. The Board may, at its sole discretion, appoint and or designate persons to any particular volunteer role or position;
 - c. The Board may take into consideration: knowledge, skills, experience, and other factors as it may determine from time to time, when selecting and appointing volunteers for any particular role or position;
 - d. All volunteers shall serve at the sole discretion of the Board;
3. **Governing Policy:** All volunteers shall adhere to and be subject to the bylaws, and policies of the society, including but not limited to the Code of Conduct. In addition volunteers shall be subject to the decisions and direction of the Board and committees as may be made from time to time.



ROLE DESCRIPTION:

Board of Directors

Position Summary:

The Board of Directors is the legally constituted body with the fiduciary responsibility for the governance and management of the Society. As stipulated in the bylaws directors must act honestly and in good faith and in the best interests of the Society, and exercise the care, diligence, and skill of a reasonably prudent person, in exercising the powers and performing the functions of directors.

Appointment:

The Board of Directors is appointed in accordance with the Bylaws of the Society.

Duties & Responsibilities:

The Board of Directors shall act, at all times, in accordance with the Act, the bylaws, policies and Code of Conduct of the Society and any other legal or statutory obligations, and shall undertake the following specific duties and responsibilities:

- Operate and conduct business in accordance with Appendix II
- Safeguard the assets and resources of the Society;
- Review and update, as necessary, the Bylaws and policies of the Society at least every five years;
- Review and approve all formal policies of the Society;
- Undertake and ensure appropriate and regular reporting, representation and accountability in accordance with Society policies, including but not limited to facilitating quarterly reporting to member organizations;
- Undertake a comprehensive strategic and operational planning process for the Society at least once every five years;
- Undertake appropriate regular evaluation and monitoring of Board and Society operations;
- Undertake a comprehensive post-event review and evaluation following each Society conference;
- Undertake overall responsibility for the management, direction and implementation of each Society conference (see Appendix I);
- Each director shall lead and/or direct a Board Committee, or other significant responsible task as directed by the Board from time to time;
- Give direction and guidance to Society Officers, Committees and others as appropriate, to ensure the effective, efficient operations of the Society;
- Review and approve the budget of the Society each year, and review and approve the operational budget for each Society conference;



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- Come prepared for, attend, and actively participate in all meetings of the Board, and general meetings of the Society;
- Act, at all times, in a manner that promotes and upholds the goals and best interests of the Society;
- Actively serve as an “ambassador” for the Society to internal and external audiences;
- Commit appropriate time and resources to actively engage in the shared work of the Board;
- Ensure that all meetings of the Board and the Society are conducted in a respectful, open manner with appropriate due process and proper procedures;

Reporting & Accountability:

The Board of Directors shall be accountable to, and report regularly to the member organization.

APPENDIX I:

The Board shall serve as the operational management group responsible for each society conference, to ensure the effective, efficient, and successful delivery of each conference. This will include but not be limited to the following specific duties and responsibilities:

- General conference planning, preparation and implementation;
- Outreach, communications, marketing and promotions;
- Sponsor and partner outreach and development;
- Conference program planning and development;
- Venue and logistics;
- Registration;
- Scheduling;
- Vendors and suppliers;
- Volunteers;
- Food and beverage;
- Overall conference budget (including working groups and other conference-related activities or projects);
- Contracts, agreements and other substantial financial commitments;

In carrying out the above noted responsibilities, the Board may, at its discretion, delegate some functions to working groups, or otherwise engage the services of third-party contractors, vendors or other suppliers as appropriate.



APPENDIX II:

The Board shall conduct its ongoing business and affairs, and appropriately fulfill its duties and responsibilities in keeping with best governance practices, and in accordance the following specific procedural rules:

- The Board shall normally meet at least once per quarter every year, except in the period 15 months prior to a society conference during which period the Board shall normally meet at least once per month;
- The Board shall establish an annual schedule of Board meetings;
- The Board shall normally meet in person, but may otherwise meet by telephone teleconference (or other suitable electronic means) as it may decide from time to time;
- Notice of each Board meeting shall be given by the Chair to all directors at least one week prior to any board meeting and shall be accompanied by an agenda for that meeting;
- Any agenda item, business or material for consideration at a Board meeting shall be submitted in writing to the Chair at least ten days prior to any Board meeting;
- Except in the case of any emergency business, no item shall be discussed or considered at a board meeting if it has not been submitted in writing to the Chair in accordance with the foregoing;
- The Secretary shall prepare and distribute a draft set of minutes from each Board meeting and circulate such draft minutes to all directors not later than one week following each Board meeting;
- The Board shall elect the officers of the Society following each Annual General Meeting in accordance with the bylaws;

In carrying out the above noted responsibilities, the Board may, at its discretion, delegate some functions to working groups, or otherwise engage the services of third-party contractors, vendors or other suppliers as appropriate.



TERMS OF REFERENCE:

Conference Program Advisory Working Group

Mandate & Purpose:

- To assist the Board in constructing program;
- Helping to ensure each conference program meets the needs and goals of the professional members of the member organizations;
- Ensure a rich, diverse, vibrant relevant program
- Time Commitment: 6-10 hours a month; minimum of one meeting per month (some additional meetings at key times); time-span from 15 months out until post-event.

Appointment:

The Working Group is appointed by the Board.

Composition:

- Chair (or co-chairs) who shall be a directors;
- At least one volunteer professional member from each member organization, to a maximum of two from any particular member organization;
- Struck when so deemed by the Board, and terminating 90 days following each conference (or any such other time as the Board may decide);
- Ensure diversity (regional, gender, etc.)

Responsibilities of the Chair(s):

- Chair all meetings of the working group;
- Ensure regular reporting to Board;
- Manage and oversee the activities of the working group;
- Be in charge

Duties & Responsibilities:

The Working Group:

- Advise and recommend to the Board ideas and suggestions regarding content, speakers and format for the Society conference;
- Undertake appropriate research and information gathering of relevant program-related information as may be necessary;
- Assist and advise the Board in the planning and development of the Society conference program, where such program may include, but not be limited to the following elements:
 - Training or in-depth workshops;
 - Conference breakout sessions;



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- Off-site program elements (mobile workshops, tours or field trips); and
- Other unique or innovative program elements;

Reporting & Accountability:

The Working Group shall be accountable to, and report regularly, through the Chair, to the Board of Directors.



TERMS OF REFERENCE:

Conference Marketing & Communications Working Group

Mandate & Purpose:

- To assist the Board in outreach, promotion, marketing and communications activities for each conference;
- Helping to ensure effective and successful promotion and marketing of each conference to internal and external audiences;
- Time Commitment: 2-4 hours a month; minimum of one meeting per month (some additional meetings at key times); time-span from 24 months out until post-event.

Appointment:

The Working Group is appointed by the Board of Directors.

Composition:

- Chair who shall be a director;
- At least one appropriately qualified and skilled volunteer professional member from each member organization;
- Struck when so deemed so by the Board, and terminating 90 days following each conference (or any such other time as the Board may decide);
- Ensure diversity & skills (regional, gender, etc.)

Responsibilities of the Chair(s):

- Chair all meetings of the working group;
- Ensure regular reporting to Board;
- Manage and oversee the activities of the working group;
- Be in charge

Duties & Responsibilities:

The Working Group:

- Advise and recommend to the Board ideas and suggestions regarding conference communications and marketing, and related activities for the Society;
- Undertake appropriate research, outreach and information gathering of relevant marketing and communication-related information as may be necessary;
- Assist and advise the Board in the planning, development and implementation of the Society conference marketing and communications programs and activities, where such programs and activities may include, but not be limited to the following elements:
 - Conference website;



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- Conference social media and other electronic communications;
- Printed materials (e.g. signage, program materials, promotional pieces, sponsorship/partnership materials, etc.);
- Content development (electronic, printed and otherwise);
- Marketing and/or outreach events or activities; and
- Other unique or innovative marketing and communication elements;

Reporting & Accountability:

The Working Group shall be accountable to, and report regularly, through the Chair, to the Board of Directors.



TERMS OF REFERENCE:

Conference Sponsor & Partner Advisory Working Group

Mandate & Purpose:

- To assist the Board in seeking out, obtaining and securing financial and in-kind sponsors and strategic partners for each conference;
- Helping to ensure each conference program meets the financial goals of each conference;
- Time Commitment: 4-6 hours a month; minimum of one meeting per month (some additional meetings at key times); time-span from 12 months out until post-event.

Appointment:

The Working Group is appointed by the Board of Directors.

Composition:

- Chair who shall be a director;
- At least one appropriately qualified and skilled volunteer professional member from each member organization;
- Struck when so deemed so by the Board, and terminating 90 days following each conference (or any such other time as the Board may decide);
- Ensure diversity (regional, gender, etc.)

Responsibilities of the Chair(s):

- Chair all meetings of the working group;
- Ensure regular reporting to Board;
- Manage and oversee the activities of the working group;
- Be in charge

Duties & Responsibilities:

The Working Group:

- Advise and recommend to the Board ideas and suggestions regarding conference sponsorship and partnerships, and related programs and activities for the Society;
- Undertake appropriate research, outreach and information gathering of relevant sponsor and partner-related information as may be necessary;
- Assist and advise the Board in the planning and development of the Society conference sponsor and partner programs and activities, where such programs and activities may include, but not be limited to the following elements:
 - Financial sponsorship of program elements;



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- Financial sponsorship of social and meal activities;
- In-kind support of key conference resources;
- Conference exhibition/trade-show; and
- Other unique or innovative sponsor and partner program elements;

Reporting & Accountability:

The Working Group shall be accountable to, and report regularly, through the Chair, to the Board of Directors.