



BOARD OF DIRECTORS NOMINATION PACKAGE

December 2023

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1) MESSAGE FROM THE CHAIR

Dear prospective candidate:

Thank you for your interest in serving on the Board of Directors of Discover Halifax. We value the dedication and commitment of our members and appreciate those who choose to participate in our nomination and election process.

Discover Halifax's mission is to seek to maximize economic and social benefits derived from the tourism industry for the benefit of the people who live, visit, and invest in our region. Discover Halifax does this by showcasing the best of our region to the world, and through collective impact, we seek to shape the future of our industry through good planning, investment, and design. This aligns with the ultimate vision of having Halifax recognized globally as the favourite city in Canada.

This package is provided to assist you in understanding Discover Halifax, the role of the Board of Directors, and to support completion of the nomination process. Our goal is to ensure a fair and transparent process that enables our members to be fully informed throughout process.

I hope you find the information helpful. Should you have any questions about the enclosed information, please contact Angela Petry at apetry@discoverhalifaxns.com.

Again, thank you for your interest in this important process.

Sincerely,

Doug Townsend

Chair, Board of Directors

2) OVERVIEW OF DISCOVER HALIFAX

Discover Halifax is a non-profit, membership-based marketing and sales organization. Founded by the Halifax regional government and the Hotel Association of Nova Scotia, membership has expanded across all parts of the Halifax Regional Municipality with over 700 participating industry members.

Since its inception in 2002, Discover Halifax's goal is to promote Halifax as a destination of choice for leisure and business travellers. The company was formed as Destination Halifax by the Halifax Regional Municipality Marketing Levy Act and the Memorandum of Understanding between Halifax Regional Municipality and the Hotel Association of Nova Scotia. These documents form the basis for the focus and accountability of the company.

3) OVERVIEW OF BOARD

The Discover Halifax Board of Directors is a governing body and has the fiduciary responsibility to:

- ▶ act honestly
- ▶ act in good faith
- ▶ give loyalty
- ▶ exercise authority within the parameters of the position
- ▶ disclose conflict of interest
- ▶ avoid breach of confidence
- ▶ hold in strict confidence all transactions and business affairs of transactions affecting Discover Halifax and its members

In addition to these responsibilities, the Board fulfills its oversight role in the following overarching areas:

1. Provide strategic stewardship, including the approval of the Strategic Plan.
2. Approve the annual Business Plan and monitor performance.
3. Ensure effective risk management through an appropriate risk management policy, system, and reporting mechanisms.
4. Monitor the performance of the President & CEO, providing direction and support as required.
5. Ensure its own effectiveness through a comprehensive Board policy framework and evaluation process.

The standard required is that a Director use reasonable care, diligence, and skill that a reasonably prudent person would have exercised in comparable circumstances. Duties of care, diligence, and skill consist of the following characteristics:

- ▶ exercise reasonable care
- ▶ attend meetings
- ▶ keep informed
- ▶ act intelligently
- ▶ treat people from all backgrounds with dignity and respect
- ▶ avoid imprudent judgement by applying appropriate due diligence in decision making

- ▶ provide adequate supervision
- ▶ question things that are not clear or not understandable

In accordance with the Charter of By-Laws, the minimum number of Directors is 12 and the maximum is 15. There is a maximum of 10 Directors elected by the membership at the Annual General Meeting (AGM), which is held in the spring of each year. The additional five positions on the Board are prescribed by the Bylaws. Board terms are typically two years in duration, with additional term extensions.

OVERVIEW OF BOARD PROCEEDINGS

- All Directors must be able to commit time and effort throughout the year to Board meetings, committees, and email correspondence.
- Regular Board meetings are held quarterly with four regularly scheduled meetings, typically 2-3 hours in length, and one half-day session in early fall.
- In addition to the above meetings, Directors sit on at least one of the following Committees of the Board: 1. Finance, Audit and Risk Committee; 2. Executive Committee; and 3. Governance Committee. Each of these committees meets at a minimum quarterly, typically 2-3 hours in duration.
- Meetings will be held primarily in the corporate office boardroom of Discover Halifax in the CIBC Building, 1809 Barrington Street, Suite 1004, with notice of location provided at least five days before the meeting.
- New Directors participate in the Director Orientation Program within the first six months of their election. The program entails components intended to enhance knowledge of the organization and business in a timely manner. The total amount of time to complete the components is approximately one day over a six-month period.

4) OVERVIEW OF THE BOARD OF DIRECTORS NOMINATION AND ELECTION PROCESS

For this annual process, members elect a candidate, or slate of candidates, that are recommended by the current Board of Directors, using guidance from the Governance Committee who encompass the role of nominations.

The key activities and timing for the process are as follows:

#	Key Activity	Completion Date
1	Board of Directors Nomination Package reviewed and approved	December 2023
2	Call for nominations opens	December 20, 2023
3	Call for nominations closes, and all completed forms are submitted	February 2, 2024
4	Governance Committee reviews the completed nomination forms, and holds candidate interview and information sessions	February 27, 2024
5	Governance Committee recommends a candidate, or slate of candidates, to the Board	March 6, 2024
6	All candidates are contacted and advised of their status	March 27, 2024
7	The candidate, or slate of candidates, for the Board is distributed to Discover Halifax membership	April 24, 2024
8	The candidate, or slate of candidates for the Board is ratified at the Discover Halifax Annual General Meeting	May 2024

5) DIRECTOR ELIGIBILITY AND REQUIREMENTS

Discover Halifax Directors must be compliant with [Bylaw 5.02 holding a membership in good standing or Bylaw 5.04 for those appointed](#).

6) DIRECTOR COMPETENCIES

Discover Halifax is developing a strong corporate governance framework intended to facilitate the effective conduct and operation of the Board of Directors. As part of this framework, the Board considers the individual and collective competencies required to fulfill its mandate, and reviews this information on an annual basis. In addition to meeting the Director Eligibility Requirements (**presented in Section V of this Package**), Directors are expected to have the ability to act in the best interest of Discover Halifax, to operate as a team at the Board level, and to be able to speak with one voice once a full discussion has been undertaken and a decision has been made by the Board, in accordance with its governance framework.

Each year, and in advance of the nomination and election process, the Board identifies the specific skills, experience, and competencies that are required overall on the Board. In identifying these areas, the Board assesses the environmental landscape in which Discover Halifax operates as well as considers the future strategic direction of the organization. It then reviews the current skills on the Board and determines if there are any gaps that should be filled in the upcoming director election process.

The following competencies have been identified as providing the best complement to the existing skill sets on the Board (in alphabetical order):

1. Business Leadership
2. Financial/Auditing

In addition to skills-based competencies, the Board seeks to ensure diversity from the Halifax Regional Municipalities regions and types of businesses as represented in the tourism industry.

This information is being provided to prospective candidates as well as to the membership to ensure these skills are known as part of the process. Discover Halifax values the diversity of the communities it serves and encourages nomination from all qualified candidates including women, Indigenous persons, visible minorities, people with disabilities and/or people from underrepresented groups. Although voluntary, we encourage applicants to self-identify using the provided Self-Declaration Form.

7) NOMINATION FORM

This form must be completed by February 2, 2024 and emailed to Angela Petry apetry@discoverhalifaxns.com, or provided in hard copy at Discover Halifax's office location, CIBC Building, 1809 Barrington Street, Suite 1004, Halifax, NS, B3J 3K8.

PERSONAL INFORMATION

Discover Halifax will use this information to contact you and verify your eligibility to stand as a candidate.

Last name: _____ First name: _____

(Optional) Pronouns: _____

Employer name & address: _____

Phone number: _____ Work: _____ Mobile: _____

Email address: _____

What is the best way for us to contact you? _____

VOLUNTARY SELF-DECLARATION FORM

We encourage applications from African Nova Scotians, Indigenous people, and other racially visible persons, members of the 2SLGBTQIA+ community, and persons with disabilities. If you are a member of one of these equity groups, you are encouraged to self-identify below. We are committed to accommodating applicants with disabilities at any stage of the process.

EMPLOYMENT AND COMMUNITY INVOLVEMENT

The Governance Committee will use this information to ensure no conflicts of interest exist and to identify areas of interest to Discover Halifax.

Current employer: _____

Position held: _____

Previous employers:
(last five years)

Current Boards:
(include length of service)

Previous Boards:
(include timeframe)

Community/
volunteer roles:

COMPETENCIES, SKILLS AND EXPERIENCE ASSESSMENT

The information gathered in this section will be used by the Governance Committee to identify the competencies, skills, and experience that you believe you possess and would bring to the Board. These listed areas have been identified by the Board as important to ensure proper oversight of Discover Halifax on behalf of the membership.

Please assess yourself in each of the 12 areas (listed in alphabetical order, by priority and other competencies), choose a rating using the 1-5 scale, and provide the rationale for the rating. The scale for the rating is as follows:

1. no experience
2. relevant training but no experience
3. relevant training and up to five years of work experience
4. in-depth training and work experience (at least 10 years)
5. expert knowledge and would be able to lead on or teach this subject area

Priority Competencies

Area	Rating 1-5 No Experience ——— Expert	Rationale for Rating
<u>Tourism Industry Experience</u> <i>Experience at a leadership level in the tourism industry, with knowledge of the industry, including competitive and operating environments, as well as the trends facing the sector.</i>		
<u>Business Development</u> <i>Experience in developing and executing business growth strategies in complex organizations, with strong familiarity of the analytics in assessing business opportunities.</i>		
<u>General Business Leadership</u> <i>Holding a leadership role in a company or non-profit organization. High ratings for current or recent CEO, senior executive, or senior Board roles with complex organizations, as well as experience in the tourism and group travel sector.</i>		
<u>Governance</u> <i>Well-rounded knowledge of, and expertise in, board governance practices and the standards in which directors must adhere to in fulfilling their fiduciary and oversight responsibilities.</i>		

Other Competencies

Area	Rating 1-5 No Experience ——— Expert	Rationale for Rating
<p><u>Communications</u> Experience in communications or public relations as either a consultant or management position, having dealt with sensitive and complex issues in a public forum.</p>		
<p><u>Financial and Audit</u> Understanding of the financial underpinnings of the organization, financial statements and their composition. High ratings for professional designation (i.e. CPA).</p>		
<p><u>Human Resources</u> Expertise in human resources (HR) field in a managerial capacity with strong familiarity of HR functions, including compensation, performance management models, and organizational metrics.</p>		
<p><u>Marketing</u> Experience working with marketing and branding for a mid-to-large organization. High ratings for current or former marketing directors, executives, or experts.</p>		
<p><u>Risk Management</u> Responsibility for risk management, understanding the work required put risk management processes/controls in place. High ratings for enterprise risk management designation.</p>		
<p><u>Strategic Thinking and Application</u> Experience leading strategy formation and implementation for a mid-to-large organization. Ability to think broadly and “connect the dots” as it relates to the factors that impact the business.</p>		

8) BOARD DEVELOPMENT AND SUCCESSION PLANNING

To ensure continuity among the Board, please identify if you are interested and able to fill a role as part of the Board of Directors Executive in the future. If you are interested in one or more of the positions on the Executive, check all that apply below.

- Chairperson
- Vice-Chairperson
- Corporate Secretary, and Chair of the Governance Committee
- Treasurer and Chair of Finance, Audit, and Risk Committee

As part of our Bylaws, several positions are prescribed for hotel representatives. If you are a candidate for one of those positions, please indicate the type of property you represent:

- 20-99 rooms outside Districts 7 and 8
- 20 + rooms (location not specified, can be in any part of HRM)

To ensure a diverse mix of business types on the Discover Halifax Board of Directors, please identify which industry segment you are primarily involved:

- Accommodation
- Attraction/Activity
- Events
- Meetings and Conventions
- Restaurant/F&B
- Retail
- Travel Trade

9) CANDIDATE STATEMENT

Your candidate statement may be made available to Discover Halifax's membership via the website and AGM/election-related electronic communications.

Please write and submit a candidate statement that includes biographical information, occupation, tourism or meeting and convention sector affiliations, experience and qualifications, and how you will contribute to the advancement and governance of Discover Halifax. The statement should be written in the first-person voice (i.e. "I am a Director with...") and no longer than 250 words.

10) CANDIDATE DECLARATION

This Declaration is required as part of your submission to ensure that you verified all information provided and consent to the use of that information.

DECLARATION

I certify that I have read and understand the candidate eligibility requirements and the desired board competencies as outlined in this Nomination Package, and to the best of my knowledge, information, and belief, I am qualified to be a candidate for election and, if elected, to serve as a Director of Discover Halifax. If elected, I will undertake to act honestly, in good faith and in the best interests of Discover Halifax. I certify that the information provided in my Nomination Form and any other information submitted is true and complete.

I acknowledge that the information I have provided in this Nomination Package is being collected by Discover Halifax for the purpose of the Director election, which will be held in spring 2023, and for the purpose of establishing a baseline profile of the competencies and personal attributes of the Discover Halifax Board. I hereby consent to the collection, use, and disclosure of my competencies, skills, and candidate statement by Discover Halifax for these stated purposes.

Name of Candidate _____

Signature of Candidate _____

Date _____