



BOARD OF DIRECTORS NOMINATION FORM

| | | | |
|--------------------------|--------------------------------|-----------------------------|--------------------------|
| Organization Name | | | |
| First Name | | Last Name | |
| Business Address | | Cell Number | |
| | | Current Position | |
| | | Email Address | |
| | | Year Company Founded | |
| Home Address | Business Markets Served | | |
| | | Local / GTHA | <input type="checkbox"/> |
| | | Provincial | <input type="checkbox"/> |
| | | National | <input type="checkbox"/> |
| | International | <input type="checkbox"/> | |

| Number of Employees | | | |
|----------------------------|------------|----------|--------|
| Mississauga | Provincial | National | Global |
| | | | |

| Type of Organization | | | | | | | |
|-----------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Sole Proprietorship | Partnership | LLC/LLP | Incorporated | Public | Private | NFP | Charity |
| <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Other (Explain) | | | | | | | |

| Which of the following categories would you place your business in (select all that apply) | |
|---|--------------------------|
| Category | |
| ICT | <input type="checkbox"/> |
| Food Processing | <input type="checkbox"/> |
| Real Estate Construction | <input type="checkbox"/> |
| Clean Tech | <input type="checkbox"/> |
| Manufacturing | <input type="checkbox"/> |
| Life Sciences | <input type="checkbox"/> |
| Transportation | <input type="checkbox"/> |
| Supply Chain/ Logistics | <input type="checkbox"/> |
| Hospitality/Tourism/Entertainment | <input type="checkbox"/> |
| Education | <input type="checkbox"/> |
| Not for Profit | <input type="checkbox"/> |
| Retail | <input type="checkbox"/> |
| Finance | <input type="checkbox"/> |
| Legal | <input type="checkbox"/> |
| Professional Services | <input type="checkbox"/> |
| Other | |



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|-----------------------------------|-----------------------------|--------------------------|
| Highest Level of Education | Secondary School | <input type="checkbox"/> |
| | Some College | <input type="checkbox"/> |
| | College Diploma | <input type="checkbox"/> |
| | Some University | <input type="checkbox"/> |
| | University Undergrad Degree | <input type="checkbox"/> |
| | University Graduate Degree | <input type="checkbox"/> |
| | PhD | <input type="checkbox"/> |

| |
|---|
| Work Experience (Please attach resume / executive biography) |
| |

| Professional Leadership | | | | | | |
|--------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Nominee's Position | | | | | | |
| Organization Name | Manager | Director | Vice Pres. | SVP / EVP | Pres / CEO | Partner |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| Board of Director Experience | | | | | | |
|-------------------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Nominee's Position | | | | | | |
| Organization Name | Member | Secretary | Treasurer | Executive Committee | Vice Chair | Chair |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

| Other Associations or Community Connections | |
|--|----------------|
| Organization Name | Nominee's Role |
| | |
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**Please rate the Nominee's Experience in the following categories
with 1 being very little experience and
6 being very experienced**

| Category | 1 | 2 | 3 | 4 | 5 | 6 |
|----------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|--------------------------|
| Management | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Strategic Planning | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Accounting / Finance | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Marketing | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Communications | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Technology | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Government Relations | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| International Trade | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Human Resources | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Legal | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Events | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Training | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Public Relations | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Business Development | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| | | | | | | |
| | | | | | | |

| Other Associations or Community Connections | |
|--|-----------|
| Organization Name | Your Role |
| | |
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BOARD OF DIRECTORS NOMINATION FORM

Please read and fully consider the following List of Expectations:

- Be viewed and conduct oneself as a responsible corporate citizen.
- Be at least 18 years of age.
- Declare any conflicts of interest.
- Have the support of their employer to hold the position of Director for a 3-year term to a maximum of 6 years.
- Attend 5 Board meetings per year and 10 as a member of the Executive Committee.
- Every year MBOT hosts many events. The attendance of directors, especially at signature events such as the Business Awards of Excellence, Mayor's Annual Address, and Politicians Reception is critically important not just for MBOT but for the member companies that our directors represent.
Event sponsorships also provide opportunities to showcase corporate logos and extend brand reach. On average, each director company contributes \$5,000 annually in sponsorships or other support.
- Often on short notice, politicians and dignitaries will offer to meet with MBOT Directors. Make best efforts to attend such events.
- Participate in or lead a task force to advance committee work or MBOT's strategic plan.
- Assist with efforts to help MBOT grow. For example, identify and visit with potential new members.
- Consider a future opportunity to hold a position on the Executive Committee, including the position of Chair.
- On acceptance of your application by the Nominating Committee, you will be required to sign the Board of Directors Code of Conduct which is outlined below.



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Mississauga Board of Trade Board - Conflict of Interest Policy

1.0 Purpose

a. All Directors have a duty to ensure that the integrity of the decision-making processes of the Board are maintained by ensuring that they and other members of the Board are free from conflict or potential conflict in their decision-making. It is inherent in a Director's fiduciary duty that conflicts of interest be avoided. It is important that all Directors and Officers understand their obligations when a conflict of interest or potential conflict of interest arises.

b. The provisions of this Policy are intended to complement and enhance in a consistent manner, the requirements that arise at law and in the By-laws of the Mississauga Board of Trade ("MBOT"). The Board may adopt such other policies or prescribe such other rules and regulations not inconsistent with the provisions of MBOT's By-laws or applicable law relating to conflicts of interest and not-for-profit corporations.

2.0 Application

This policy applies to all Directors and Officers, including ex-officio Directors, and all non-Board members of committees.

"Officers" means Officers appointed by the Board including the Chair, Vice-Chairs, Secretary, Treasurer, and others who perform functions for MBOT similar to those normally performed by such Officers.

3.0 Policy

Directors, Officers and non-Board committee members shall avoid situations in which they may be in a position of conflict of interest or perceived conflict of interest. The bylaws contain provisions with respect to conflict of interest that must be strictly adhered to.

In addition to the bylaws, the process set out in this policy shall be followed when a conflict or potential conflict arises.

4.0 Description of Conflict of Interest

a. A conflict of interest arises in any situation where a Director's duty

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to act solely in the best interests of MBOT and to adhere to the Director's fiduciary duties is compromised or impeded by any other interest, relationship or duty of the Director. A conflict of interest also includes circumstances where the Director's duties to MBOT are in conflict with other duties owed by the Director such that the Director is not able to fully discharge the fiduciary duties owed to MBOT.

- b. A conflict of interest may be real, potential or perceived in nature.
- c. A real conflict of interest arises where a Director has a private or personal interest, for example, a close family connection or financial interest.
- d. A potential conflict of interest may arise when a Director has a private or personal interest such as an identified future commitment.
- e. A perceived or apparent conflict of interest may exist when a reasonable, well informed person has a reasonable belief that a Director has a conflict of interest, even if there is no real conflict.
- f. Full disclosure, in itself, does not remove a conflict of interest.

The situations in which potential conflict of interest may arise cannot be exhaustively set out. Conflicts generally arise in the following situations:

1. **Transacting with MBOT**

When a Director transacts with MBOT directly or indirectly. When a Director has a material, direct or indirect, interest in a transaction or contract with MBOT.

2. **Interest of a Relative**

When MBOT conducts business with suppliers of goods or services or any other party of which a family member of a Director is a principal, officer or representative.

3. **Gifts**

When a Director or a family member of the Director or any other person or entity designated by the Director, accepts gifts, payments, services or anything else of more than a token or nominal value from a party with whom MBOT may transact business (including a supplier of goods or services) for the purposes of (or that may be perceived to be for the purposes of)

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influencing an act or decision of the Board.

4. **Acting for an Improper Purpose**

When Directors exercise their powers motivated by self-interest or other improper purposes. Directors must act solely in the best interest of MBOT. Directors who are nominees of a particular group must act in the best interest of MBOT even if this conflicts with the interests of the nominating party.

5. **Appropriation of Organization Opportunity**

When a Director diverts to the Director's own use, an opportunity or advantage that belongs to MBOT.

6. **Duty to Disclose Information of Value to MBOT**

When Directors fail to disclose information that is relevant to a vital aspect of MBOT's affairs.

7. **Serving on the Board of Other Organizations**

A Director may be in a position where there is a conflict of "duty and duty". This may arise where the Director serves as a Director of two organizations that are competing or transacting with one another. It may also arise where a Director has an association or relationship with another entity. For example, if two organizations are both seeking to take advantage of the same opportunity. A Director may be in possession of confidential

information received in one boardroom or related to the matter that is of importance to a decision being made in the other boardroom. The Director cannot discharge the duty to maintain such information in confidence while at the same time discharging the duty to make disclosure. The Director cannot act to advance any interests other than those of MBOT.

5.0 Disclosure of Conflicts

A Director, Officer or committee member who is in a position of conflict or potential conflict shall immediately disclose such conflict to the Board by notification to the Chair or a Vice-chair of the Board. Where the Chair has a conflict, notice shall be given to a Vice-chair. The disclosure shall be sufficient to disclose the nature and extent of the interest. Disclosure shall be made at



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the earliest possible time and, where possible, prior to any discussion and vote on the matter. Such disclosure shall be reflected in the minutes of the meeting.

Where a Director or committee member plans not to attend a meeting at which he or she has reason to believe that the Board or committee will act on a matter in which the person has a conflict of interest, he or she shall disclose to the Chair all facts material to the conflict of interest. The Chair shall report the disclosure at the meeting and the disclosure shall be reflected in the minutes of the meeting.

Where (i) a conflict arises for a Director after a matter has been discussed but not yet voted upon by the Board, or (ii) a Director becomes conflicted after a matter has been approved, the Director shall make the declaration of the conflict to the Chair or Vice-chair as soon as possible and at the next meeting of the Board. The disclosure shall be reflected in the minutes of the meeting.

A Director may make a general declaration of the Director's relationships and interests in entities or persons that give rise to conflicts.

6.0 Abstain from Discussions

A Director who has a conflict of interest with respect to a matter that will be voted on at a meeting shall not be counted in determining the presence of a quorum for purposes of the vote. The Director who has declared a conflict shall not be present during the discussion or vote (unless the vote is by secret ballot) in respect of the matter in which the Director or Officer has a conflict and shall not attempt in any way to influence the voting. Such person's ineligibility to vote shall be reflected in the minutes of the meeting.

7.0 Process for Resolution of Conflicts and Addressing Breaches of Duty

All Directors shall comply with the requirements of the bylaws.

A Director may be referred to the process outlined below in any of the following circumstances:

1. Circumstances for Referral

Where any Director believes that that Director or another Director:

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- a. Has breached the Director's duties to MBOT;
- b. Is in a position where there is a potential breach of duty to MBOT;
- c. Is in a situation of actual or potential conflict of interest; or
- d. Has behaved or is likely to behave in a manner that is not consistent with the highest standards of trust and integrity and such behaviour may have an adverse impact on MBOT.

2. Process for Resolution

The matter shall be referred to the following process:

- a. Refer matter to Chair or where the issue may involve the Chair, to a Vice-chair, with notice to the President and CEO.
- b. Chair (or Vice-chair as the case may be) may either (i) attempt to resolve the matter informally, or (ii) refer the matter to either the Executive Committee or to an ad hoc sub-committee of the Board established by the Chair (or Vice-chair, as the case may be) which sub-committee shall report to the Board.
- c. If the Chair or Vice-chair elects to attempt to resolve the matter informally and the matter cannot be informally resolved to the satisfaction of the Chair (or Vice-chair as the case may be), the Director referring the matter, and the Director involved, then the Chair or Vice-chair shall refer the matter to be dealt with in accordance with the process in (b) (ii) above.
- d. A decision of the Board by majority resolution shall be determinative of the matter.

It is recognized that if a conflict, or other matter referred cannot be resolved to the satisfaction of the Board (by simple majority resolution) or if a breach of duty has occurred, a Director may be asked to resign or may be subject to removal pursuant to the bylaws and applicable legislation.

8.0 Perceived Conflicts

It is acknowledged that not all conflicts or potential conflicts may be satisfactorily resolved by strict compliance with the bylaws. There may be cases where the perception of a conflict of interest or breach of duty (even where no conflict exists or breach has occurred) may be harmful to MBOT notwithstanding that there has been compliance with the bylaws. In such circumstances, the process set out in this policy for addressing conflicts and breaches of duty shall be followed.

It is recognized that the perception of conflict or breach of duty may be harmful to MBOT even where no conflict exists or breach has occurred and it may be in the best interests of the organization that the Director be asked to resign.

9.0 Review and Amendment

- a. Each new Director shall be required to review a copy of this Policy and to acknowledge in writing that he or she has done so.
- b. Each Director is expected to disclose potential conflicts, if anticipated, prior to their nomination or election. Otherwise they are obliged to disclose them in the manner set out in this policy. Such relationships, positions, or circumstances might include service as a director of or consultant to a not-for-profit organization, or ownership of a business that might provide goods or services to MBOT. Any such information regarding business interests of a Director shall be treated as confidential and shall generally be made available only to the Chair, the President and CEO, and any committee appointed to address Conflicts of Interest, except to the extent additional disclosure is necessary in connection with the implementation of this Policy.
- c. This policy shall be reviewed annually by each Director.
- d. This policy may be amended by the Board.
- e. Any changes to the Policy shall be communicated immediately to all Directors.