

INTRODUCTION

The Board and management may appoint such committees it considers necessary and appropriate to assist Wine Growers BC (WGBC) in carrying out its work. WGBC may also establish task groups, advisory committees, or other temporary working groups to address time limited projects.

The Terms of Reference for each Committee define the role and responsibilities of each Committee and are set out separately. The following outlines the key guidelines governing how all committees and task groups operate to carry out their duties of stewardship and accountability.

TYPES OF COMMITTEES

Standing Committee of the Board of Directors

Board Committees directly support the work of the Board and are, composed of Directors reporting to the organization's Board. Currently these include:

- Finance and Risk Management Committee
- Governance Committee
- People & Culture Committee

Member Committee

Member Committees support the work of the organization and sometimes the Board and are composed of mainly members at large with a link to through to the Board or Management through a certain number of seats. They operate at the request of their reporting body (Board or management) and do not typically make decisions, but rather recommendations. Currently these include:

- Nominating Committee
- Advocacy Committee

Operational Committee

Operational Committees support the work of the organization, and work with (do not typically make decisions, but rather recommendations to) senior management. Currently these include:

- Marketing & Communications Committee
- Export Committee

Ad Hoc Task Groups

These can be Board or Member groups that have a specific deliverable and end date. Currently includes:

- CEO Search Task Group
- BC Wine Industry Recognition Awards Task Group

Joint Industry Committee

This committee is comprised of Wine Growers BC, BC Wine Grape Council, BC Grapegrowers' Association, BC Wine Authority and Wine Industry Advisory Council.

COMPOSITION

Membership is voluntary and Committee members are appointed by the Board annually, on the recommendation of the Nominations Committee.

The Board of Directors, Nominations Committee and Chair shall make best efforts to ensure diverse regional and size category representation.

A Director may belong to more than one committee at one time. Each committee member continues to be a member of the committee until a successor is appointed, unless the member resigns, is removed by the Board or otherwise ceases to be a Director.

Members are to act in the best interest of WGBC members and are required to sign (annually) and comply with the Board of Directors approved Code of Conduct.

DECISION MAKING & REPORTING

Member, operational committees and task groups only have the authority to make recommendations to the Board of Directors by majority vote.

Any member with a potential conflict of interest shall declare such conflict when they are appointed or at the start of any meeting at which they may be conflicted for a topic for discussion. An individual will recuse themselves from any discussion when in conflict.

At each Board meeting, the Committee Chair provides a report that summarizes what the Committee has been working on since it last reported to the Board, what the Committee is bringing forward for discussion or approval, and what is coming up on the Committee's agenda. The report should have sufficient detail to inform the Board about the Committee's work and enable a reasonable discussion of the matters being brought forward by the Committee for discussion or approval, including a reasonable analysis of the information, alternatives considered, risk considerations, recommendations, and impact to Wine Growers BC's strategic plan.

Each Committee makes periodic recommendations to the Board in respect of the subject on which it was created to provide advice and invites discussion and questions from the Board in respect of the Committee's report and recommendations. The Board takes into consideration but is not bound by Committee recommendations.

MEETINGS AND VIRTUAL PARTICIPATION

Committee meetings may be held in person or video conference or any other electronic means allowing all Committee members participating in the meeting to be heard. Committee members are expected to attend all meetings in the manner in which they are held, unless otherwise discussed with the Committee Chair. Committee members who participate in a meeting in such manner are deemed to be present and are counted in quorum.

Any member missing two meetings without advising WGBC will be asked to step down.

- **Wine Growers British Columbia** • 210-1628 Dickson Avenue, Kelowna, BC V1Y 9X1 •
- www.WineBC.com • Tel: 250-762-9744 • Fax: 250-762-9788

IN CAMERA MEETINGS

If desired by the Committee, each regular Committee meeting may include an *in camera* meeting of Committee members (without the WGBC staff or Observers present) at the beginning and/or end of each meeting. The purpose of such meetings is to meet with the committee as well as external advisors, service providers, or consultants where needed, address matters affecting the quality and effectiveness of the Committee meeting, address internal governance matters for the Committee, and discuss any other sensitive matter that the Committee or a Committee member may wish to address.

Following the *in camera* meeting, the Committee Chair provides any information and feedback to the Secretary and CEO for the meeting minutes as appropriate.

CONFIDENTIALITY OF MEETINGS

Deliberations and materials of Committee meetings are confidential. All participants and attendees must respect this confidentiality.

MEETING MINUTES

WGBC staff will be responsible for draft meeting minutes to be provided to members as soon as possible after each meeting and for formal approval at the following Committee meeting and posted in the virtual WGBC Board Binder as the official record of the meeting.

CODE OF CONDUCT

To effectively perform their role, each Committee member must have an understanding of the detailed responsibilities of Committee membership, as well as Wine Growers BC mission, vision, values and strategic plan and keep the best interests of the organization in mind.

Each member will prepare for the meeting by reading all materials before the meeting. Talk to the chair before the meeting to clarify anything.

During the meeting, members will participate fully in a professional and respectful manner. Any members who are unable to conduct themselves in a respectful manner may be asked to step down from the committee.

Uphold the decisions of the Committee/Task Group and Board of Directors and policies of the organization; not speak on behalf of the organization, unless authorized.

While some decisions may not be unanimous, remember to respect the decisions made through the democratic process, and proudly uphold these decisions with external stakeholders and members.

Do not engage in behaviour that undermines the reputation, effectiveness or financial viability of the organization and its members.

GUESTS & OBSERVERS

A Committee may invite, in consultation with the President & CEO, individuals as may be considered desirable to attend meetings and assist in the discussion and consideration of the business of the Committee.

EXTERNAL ADVISORS

In consultation with the President & CEO and with regard for Wine Growers BC internal resources and budget, and subject to Board approval, a Committee may be entitled to retain and rely on external professional services firms, consultants, advisors, and other experts as needed to fulfill its mandate.