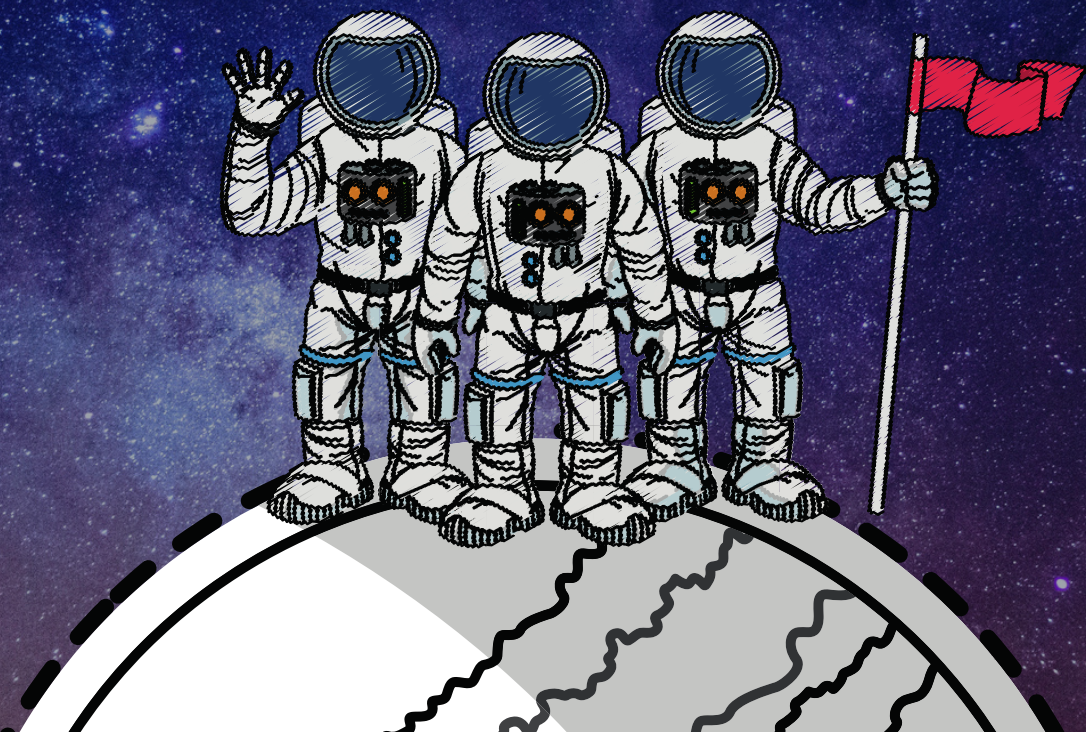


So you want to be a VIATEC Board Member?

Or, more accurately, you're thinking about possibly running for the VIATEC Board of Directors and want to learn more. This document is an overview of the process, expectations and responsibilities, but for more thorough information, [please follow this link to consult the Code of Conduct.](#)



VIATEC



What does VIATEC stand for?

It's the Victoria Innovation, Advanced Technology and Entrepreneurship Council. This is a mouthful, so you can see why we went with "VIATEC".

What's the organization's mission?

VIATEC's mission is to cultivate the most cohesive tech community in the world by providing resources to tackle shared opportunities and challenges while boosting a sense of belonging and shaping our region.

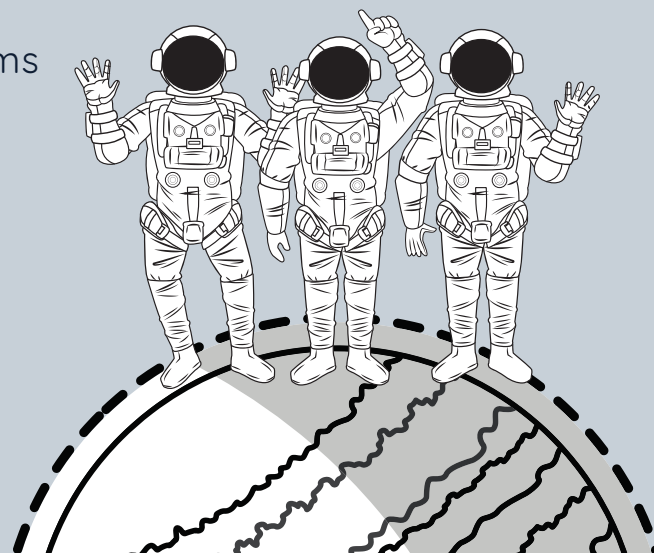
Our areas of focus are:

- Regional & sector promotion
- Networking & connections
- Talent awareness & promotion
- Education & mentoring

What is the commitment expected from me?

Engagement! At the very least we expect that you will:

- Act collectively as a member of the board on behalf of the organization and its members, with no expectation of individual benefit
- Read board meeting materials in advance of meetings
- Attend board meetings
- Attend VIATEC events
- Be familiar with our services and programs
- Be a VIATEC advocate in the community

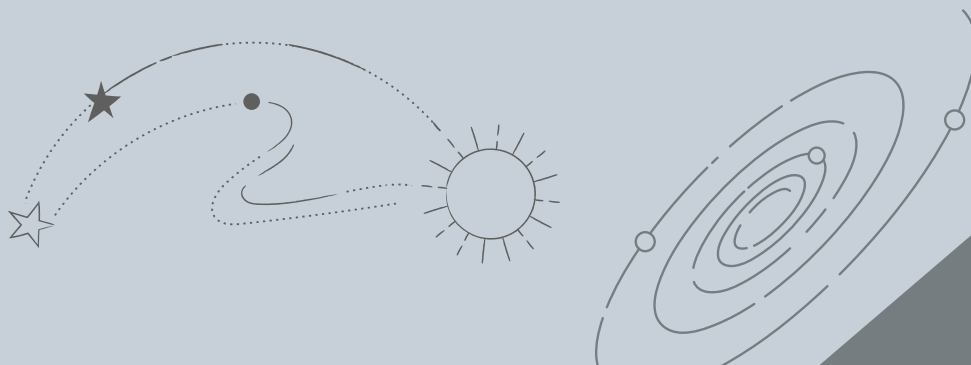
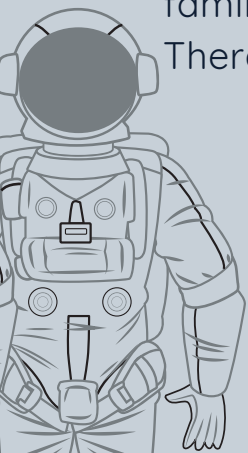


What are my responsibilities?

In advance of performing your duties you must read and sign the “Code of Conduct and Conflict of Interest Guidelines for Board Members”. This outlines the ethical behaviour expected. The key responsibilities include:

- VIATEC should be a priority to each Board Member.
- It is the responsibility of every Board Member to contribute to the Board any suggestions to improve policies, standards, practices or ethics.
- Each Board Member must adhere to the standards described in the Code of Conduct, and to the standards set out in applicable policies, guidelines or legislation.
- Integrity, honesty, and trust are essential elements of VIATEC’s success. Any Board member who knows or suspects a breach of the Code has a responsibility to report it to the Board Chair or the Chair of the Governance Committee.
- To demonstrate determination and commitment, VIATEC requires each Board Member to review and sign the Code of Conduct annually.
- Every Board Member must avoid any situation in which there is, or may appear to be, potential conflict which could appear to interfere with the Board Member’s judgment in making decisions in VIATEC’s best interest.
- As well, a conflict of interest exists for Board Members who could use their positions at VIATEC to benefit themselves, friends, families or business interests, financially or otherwise, solely due to their position on the board.

It is also helpful to review Robert’s Rules of Order if you are not already familiar with them to understand the process we use in our meetings. There are lots of great online videos and summaries about how they work.



VIATEC

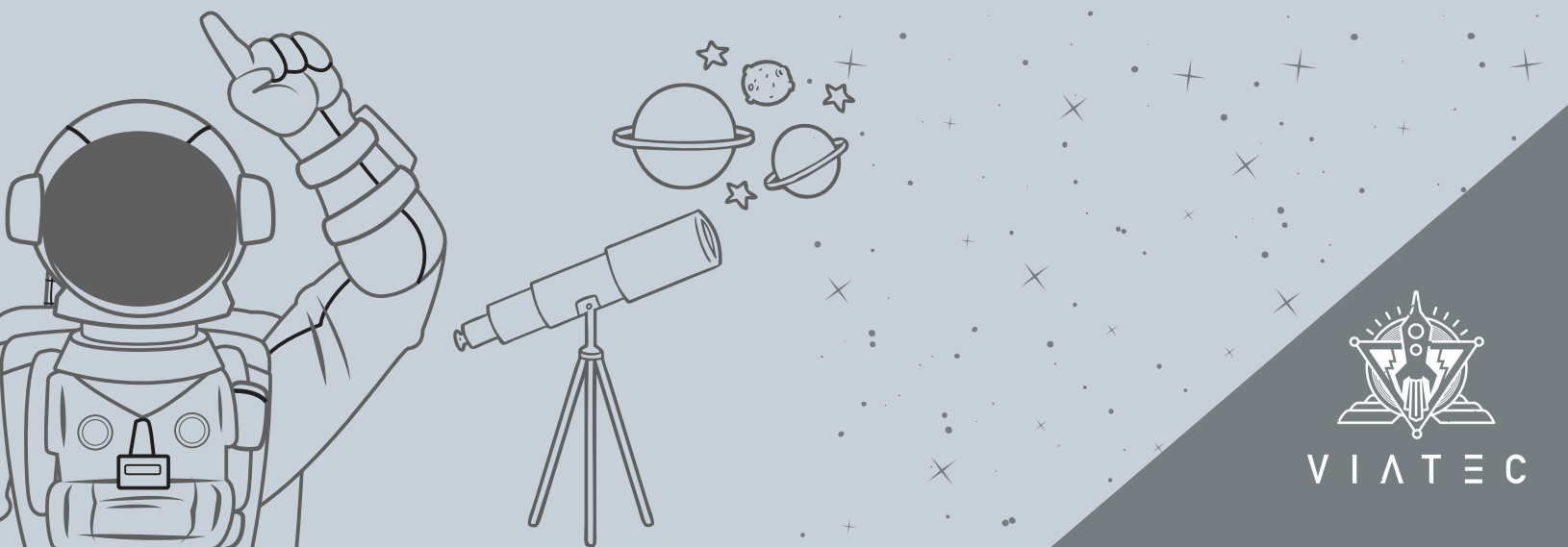
What happens at the first meeting?

The first meeting of the new board takes place immediately after the AGM. At that time, all voting takes place for board chair and committee chair positions, so be sure to consider in advance whether you want to run for one of these roles if you get elected. These include:

- Board Chair
- Vice Chair
- Finance Chair
- Governance Chair
- Foundation Chair

What are the roles of the Chair and Vice Chair Positions?

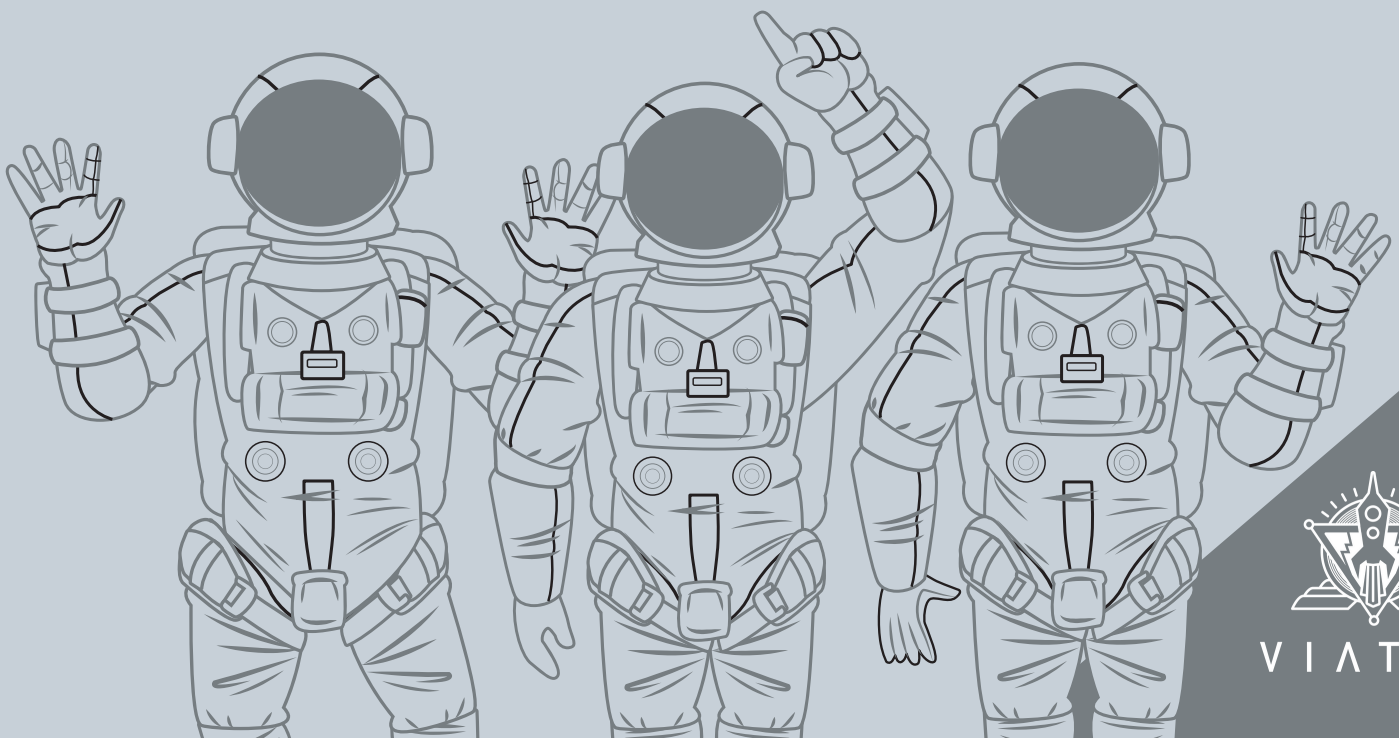
- Providing leadership to the board
- ensuring proper information for the board
- planning and conducting board meetings effectively
- getting all directors involved in the board's work
- ensuring the board focuses on its key tasks
- engaging the board in assessing and improving its performance
- supporting the CEO
- The Vice-Chair supports the Chair in the above duties and stands in if the Chair is unavailable or unable to attend/participate



VIATEC

What are the board committees and their responsibilities?

- **Finance Committee** - provides governance and oversight of the financial processes and position of VIATEC. This includes quarterly reviews of the budgeting process, financial planning and reporting, and the creation and monitoring of internal controls and accountability practices, risk management and financial statement audit.
- **Governance Committee** - is a group of individuals tasked with ensuring that VIATEC's board of directors is functioning appropriately and efficiently. The governance committee is primarily concerned with monitoring the activities of the board of directors, rather than those of the nonprofit as a whole, though both groups are in frequent contact with the CEO. For more information refer to the Governance Committee's Terms of Reference.
- **Foundation Committee** - The VIATEC Foundation, in partnership with the Victoria Foundation, is designed to focus the social conscience of the tech industry. A Committee has been recruited and a framework for giving was developed, that will support our community in areas of need that are important to Victoria's technology ecosystem.



VIATEC

How long can you be a board member?

Board members are elected for 2 year terms. These terms are split so that half of the board members are elected and start their terms in one year, while the other half is up for election the following year. An individual is permitted to be elected to a maximum of 3 consecutive terms (6 years).

What if I have questions or concerns?

If you have any questions, please don't hesitate to reach out to the current Board Chair about board-related inquiries (www.viatec.ca), or the VIATEC CEO (dgunn@viatec.ca) for questions about operations.



VIATEC

