

Rights and Responsibilities of Membership In the Wine Council of Ontario (WCO)

Membership in the Wine Council of Ontario comes with both rights and responsibilities.

The rights enjoyed by members of the WCO include:

- The right to information regarding the work of the WCO including its Board and Committees.
This information will be provided in the following manners:
 - An electronic newsletter detailing WCO government relations and marketing activities
 - Quarterly Town Hall meetings for in-depth updates and consultation on ongoing issues
 - Committee reports posted on the members' website
 - All members will be assigned a Board buddy who will provide regular communications and be available to answer any questions or concerns
 - The members only section of the website will provide a forum for members to communicate and provide input on key issues
 - The WCO will regularly survey members on their performance to gain insight into members needs
- The right to attend and speak at members meetings and to request the addition of agenda items to those meetings
- The right to voting participation in the WCO's AGM by participating in the election of the board of directors and regular committees
- The right to call a special meeting of the members with the agreement of 50% of the membership. At a special meeting members may comment on the proposed approach of the Board of Directors to specific issues, offer advice, guidance and criticism as well as proposing ideas and alternatives for consideration by the board of directors
- The right to participate in all marketing initiatives including the wine route and the official guide as well as any pay to play opportunities

The responsibilities associated with membership in the WCO include:

- Members must abide by the association's code of conduct.
- Members are required to notify the WCO by the last day in February of each year of their intention to renew their membership; this allows for the appropriate planning and preparation of marketing vehicles
- Members are required to sign an agreement authorizing the WCO to receive sales and other information from the LCBO specific to the member winery for the purpose of establishing yearly fees and levies for the member winery and to produce in aggregate sales analyses for the industry. Information gathered by the WCO for this purpose will be confidential and not shared except in generic industry-wide reporting.

The Board of Directors is responsible for the strategic direction and management of the Wine Council of Ontario.

Board Structure

Directors of the Wine Council of Ontario are elected for 3 year terms by the general membership at the Annual General Meeting each year according to the established rotation.

Representation on the Board of Directors of the Wine Council of Ontario is as follows:

- 2 persons elected from the large winery members
- 2 persons elected from the medium winery members
- 3 persons elected from the small winery members
- 3 persons elected from the craft winery members
- 3 persons elected from any winery category

The immediate past chair of the Boards of Directors of the Wine Council shall be an ex officio Director of the Board.

Annually, the Nominating Committee of the Board will compile a skills analysis of the current Board of Directors and will use the analysis to recommend a slate of potential Board members striving to reflect the viticultural regions of Ontario and maintain a well balanced skill structure.

In the event a relationship between a member of the Board and the winery they represent on the Board comes to an end, the winery will be given the opportunity to fill that position on the Board by another member of their organization.

Directors of the Board are not specifically charged with representing any one constituency, but are expected to put forward any ideas or concerns related to the interests of the wine category they represent. While all members are assigned a Board buddy, members may bring forward any concerns or issues they have to any Board member.

Rotation of the Board

Members of the Board of Directors will be elected by the members of the WCO at the Annual General Meeting. An initial rotation was established of one, two and three year terms so as to ensure a regular staggered turn over of Board members which provides the continuity required for the effective management of the organization and its key priorities.

Board Officers and WCO Committees

The Board shall upon election elect from its members' officers namely a Chair, a Vice-Chair, a Treasurer and a Secretary.

Chair of the Board: Term and rotation

The Chair of the Board will serve a two year term, renewable once, for a total possible tenure of four years. Following the completion of the Chair's term of office, the Chair will remain on the Executive and the Board, serving as an ex officio member and providing the benefit of their experience in the capacity of Past Chair. The new Chair will be selected from among the members of the Board preferably from the previous Executive Committee to ensure that any candidate has an appropriate level of knowledge and experience to assume the duties of the Chair.

Vice-Chair of the Board: Term and rotation

The Vice-Chair of the Board will serve a two year term, renewable once, for a total possible tenure of four years. The Vice-Chair will be selected from among the members of the Board preferably from the previous Executive Committee to ensure that any candidate has an appropriate level of knowledge and experience to assume the duties of the Vice-Chair.

Treasurer of the Board: Term

The Treasurer is elected by the Board of Directors for a term of one year.

Secretary of the Board: Term

The Secretary of the Board of Directors is elected by such for a term of one year.

Executive Committees Members at Large

There are three members at large elected to the Executive from the Board of Directors by the Board of Directors for a term of one year. These members may be nominated from the Board of Directors based on a skills analysis in order to ensure the executive committee can fulfill its mandate.

All committee membership is for a one year term to begin following the Annual General Meeting (AGM).

Executive Committee

The Executive Committee is made up of the Officers of the Board, the members at large elected to this committee, the immediate Past Chair and the President. This committee is chaired by the Chair of the Board.

Audit Committee

The Audit Committee is chaired by the Treasurer and is made up of the Vice-Chair, the chief financial officer and President of the WCO and a member at large with financial expertise. The Chair is an ex-officio member of this committee.

Nominating Committee

The Nominating Committee is an Ad Hoc committee chaired by the current Past Chair of the WCO and shall include one representative from each class of winery appointed by the Board of Directors. No candidate for a position as a Director of the Board may participate on this committee therefore in years when there is a conflict the Board of Directors will appoint a replacement to chair this committee.

Marketing Committee

The Marketing Committee is chaired by a member of the Board of Directors appointed to that position by the Board with seven members appointed by the nominating committee at the AGM from candidates with marketing experience proposed by member wineries.

Tourism Committee

The Tourism Committee is chaired by a member of the Board of Directors appointed to that position by the Board with seven members appointed by the nominating committee at the AGM from candidates with tourism experience proposed by member wineries.

Green Winery Committee

The Green Committee is chaired by a member of the Board of Directors appointed to that position by the Board and comprised of seven members appointed by the nominating committee at the AGM from winery members.

WCO Board of Directors, Officers and Committee Roles and Responsibilities

The Board of Directors is responsible for the development and oversight of the strategic direction and responsible management of the WCO through its own work and that of its committees. The Board of Directors will hold not less than 5 meetings per year which are set a year in advance immediately following the Annual General Meeting to follow committee meetings. Board members are expected to attend as representatives of the WCO at important functions throughout the year including government meetings and receptions, stakeholder meetings and major industry events.

The Board of Directors is specifically responsible for:

Financial Matters

- Ensuring the Council is in compliance with all funding agreements and other reporting responsibilities
- Approval of the annual budget of the WCO
- Approval of any additional budget allotments required throughout the year as well as authorizing additional special expenditures as they may be required to further the goals of the Council.

Strategic Planning

- Approval of the overall strategic plan and the specific annual marketing and tourism plans
- Participates in the development and implementation of all strategic plans regarding government and LCBO relations

Governance

- Establishing new committees as required or disbanding those that are no longer useful within the parameters of the by laws of the WCO
- Board members will serve as chairs of the standing committees of the WCO

Communications

- Ensuring members communications are timely and effective
- Participating regularly in member meetings
- Actively engaging with assigned board buddies

Officers of the Board

The **Chair** provides leadership to the Board of Directors and the Executive. The Chair is the designated representative of the Board of Directors representing their opinion publicly with government and media.

The **Vice Chair** will act in place of the Chairman when he/she is unavailable and sits on the Audit Committee.

The **Treasurer** is the Chair of the Audit Committee and responsible for the oversight of day to day financial matters.

The **Secretary** is the official notetaker and responsible for the minutes of all in camera meetings. The secretary will maintain a list of all members of the Board of Directors and maintain all confidential board correspondence.

Committee Charters

Executive Committee

The Executive Committee will have no less than 5 meetings annually and will call additional meetings as the need arises. The committee will, immediately following the AGM, approve a schedule of meetings for the year to ensure adequate time for committee responsibilities.

The Executive Committee is specifically responsible for:

Human Resources:

- The annual review of the President according to the policy for this review
- The mediation of any staff disputes that cannot be resolved by the President or that involve the President
- Acting as a resource for the President providing guidance and support through quarterly meetings
- The oversight of the overall salary and benefit allotment within the budget annually

Government Relations:

- Representations along with the President to government
- Participation in negotiations with government
- Monitoring of compliance with government requirements

Strategic Planning:

- The oversight of the strategic planning process ensuring adequate member participation
- Providing oversight and input into strategic public relations

Stakeholder Relations:

- Providing support for the President in the development and maintenance of relations with stakeholders
- Advocating along with the President for the interests of the Ontario Wine industry with various stakeholder groups as the need arises

Financial:

- Recommendation of various fees and levies to the Board of Directors should the need arise

Any other duties that may be assigned by the board of directors from time to time

The Committee will review the charter every 5 years.

Audit Committee

The Audit Committee will be a standing committee of the Board of Directors made up of the Treasurer, a member of the WCO Board of Directors with demonstrated financial literacy, the financial officer of the WCO and the President of the WCO. Other members may be invited from

the membership at large to provide expertise from time to time. The Chair will an ex-officio member of this committee.

The Committee will meet at least 4 times a year, with the auditor of the Corporation attending the meeting to review the financial statements before they are presented at the AGM. The committee will, immediately following the AGM, approve a schedule of meetings for the year to ensure adequate time to fulfill its mandate.

The Audit Committee is responsible for ensuring

- financial procedures reflect Wine Council of Ontario bylaws and policies,
- the budget meets the priorities outlined in the strategic plan,
- the budgeting process is effective, and there is an accountable way of tracking income and expenses,
- quarterly statements are reviewed,
- insurance coverage is adequate and reviewed annually.
- a risk assessment is conducted regularly

The Committee will review the charter every 5 years.

Nominating Committee

The Nominating Committee is an Ad Hoc committee chaired by the current Past Chair of the WCO with one executive and one non executive members appointed from the Board of Directors.

The Nominating Committee is responsible for:

- conducting annual Board of Directors skills analysis and identifying gaps in expertise,
- recommending a slate of Directors for election at the annual general meeting,
- recommending a replacement Director should the need arise between AGMs.

The Committee will review the charter every 5 years.

Marketing Committee

The Marketing Committee is chaired by a member of the Board appointed to the position with seven members elected at the AGM from candidates with marketing experience proposed by member wineries.

The committee will meet at least 4 times a year, based on the timing of key marketing decisions for the WCO or as needed to fulfill their mandate. The committee will hold one meeting annually to review the marketing plans for the following year with the general membership of the WCO. The committee will, immediately following the AGM, approve a schedule of meetings for the year to ensure adequate time for committee responsibilities.

The Marketing Committee is responsible for:

- providing input and guidance to the WCO staff on marketing initiatives and general VQA positioning,
- assisting in the development of policies for new programs and initiatives,
- providing recommendations for allocating promotional opportunities among members ensuring fairness and equal treatment for all,
- providing input in the initial stages of development of marketing budget,
- providing priorities for budget regarding tactical marketing initiatives.

The Committee will review the charter every 5 years.

Tourism Committee

The Tourism Committee is chaired by a member of the Board of Directors appointed to that position by the Board with seven members elected at the AGM from candidates with tourism experience proposed by member wineries.

The committee will meet at least 6 times a year, based on the timing of key tourism decisions for the WCO or as needed to fulfill their mandate. The committee will hold one meeting annually to review the tourism plans for the following year with the general membership of the WCO. The committee will, immediately following the AGM, approve a schedule of meetings for the year to ensure adequate time for committee responsibilities.

The Tourism Committee is responsible for:

- providing input and guidance to the WCO staff on tourism initiatives,
- Providing examples of on-site winery tourism experiences to ensure tourism activities are grounded and relevant,
- Acting as an information conduit between related outside organizations and the WCO,
- providing input in the initial stages of development of tourism budget,
- providing priorities for budget regarding tactical tourism initiatives.

The Committee will review the charter every 5 years.

Green Winery Committee

The Green Winery Committee is chaired by a member of the Board of Directors appointed to that position by the Board and comprised of seven members elected at the AGM from winery members.

The committee will meet at least 4 times a year, or as needed to fulfill their mandate. The committee will, immediately following the AGM, approve a schedule of meetings for the year to ensure adequate time for committee responsibilities.

The Green Winery Committee is responsible for:

- Attending a public sessions on issues regarding escarpment, greenbelt, sustainable winemaking, etc.
- providing input and guidance to the WCO staff regarding the development of broad marketing initiatives and goals relative to the environment strategy
- overseeing the development of the industry's greenbelt strategy
- reviewing and continue to develop the industry's environmental charter
- overseeing the WCO sustainable winemaking program
- reviewing various green industry initiatives, including those with the LCBO

The Committee will review the charter every 5 years.