

BAY OF QUINTE REGIONAL MARKETING BOARD

Board Policy Manual

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SECTION ONE: GOVERNANCE PROCESS

1-A: GOVERNING STYLE

The Board will approach its task with a style which emphasizes outward vision (resulting from ongoing consultation with constituents) rather than an internal preoccupation and/or individual interests.

The Board shall respect diversity in viewpoints, provide strategic leadership more than administrative detail, with a clear distinction of Board and staff roles, future rather than past or present, and proactivity rather than reactivity.

In this spirit the Board will:

1. Focus chiefly on intended long term impacts (organizational priorities) and not on the administrative or programmatic means of attaining those priorities.
2. Direct, control and inspire the staff organization through very careful establishment of the broadest organizational values and perspectives through clearly defined policies.
3. Enforce upon itself and its members whatever consistent behaviour is needed to govern with excellence. This will apply to matters such as attendance, policy-making principles, respect of clarified roles, speaking with one voice, and self-policing any tendency to stray from the governance principles adopted in Board policies.
4. Monitor and regularly discuss the Board's own process and performance. Ensure the continuity of its governance capability through retraining and redevelopment. The Board, not the staff, will be responsible for Board performance.
5. Be an initiator of policy, not merely a reactor to staff initiatives.

1-B: BOARD JOB DESCRIPTION

The Board's specific contributions are unique to its trusteeship role and necessary for proper governance and management.

The "products" or job description of the Board shall be:

1. The link between the organization and the community.
2. Written governing policies which at the broadest levels address:
 - a) **Priorities and Objectives:** Organizational products, impacts, benefits and outcomes (what good for which needs at what cost).
 - b) **Executive Limitations:** Constraints on executive authority which establish boundaries and outlines acceptable executive activity, decisions and organizational circumstances.
 - c) **Governance Process:** Specification of how the Board conceives, carries out and monitors its own task.
 - d) **Board-Executive Director Relationship:** How power is delegated and its proper use monitored.
3. The assurance of Executive Director performance against Board policies.

1-C: CHAIR'S ROLE

1. The job output of the Chair is to ensure that the Board behaves consistently with its own rules and those legitimately imposed upon it from outside the organization.
 - a) Meeting discussion content will only be those issues which, according to Board policy, clearly belong to the Board to decide, not the Executive Director.
 - b) Deliberation will be timely, fair, orderly and thorough, but also efficient, limited to time and kept to the point.
 - c) *Robert's Rules of Order* are to be observed except where the Board has superseded them.
2. The authority of the Chair consists of making any decision on behalf of the Board which falls within or is consistent with Board policies on Governance Process and on the Board-Executive Director relationship.
 - a) The Chair is empowered to chair Board meetings with all the commonly accepted power of that position (e.g. ruling, recognizing).
 - b) The Chair's authority does not extend to making decisions within the execution of the strategic plan and business plan and budget, and Executive Limitations policy areas, all of which are within the scope of the Executive Director.
 - c) The Chair's authority does not extend to interpreting Board policies to, or otherwise supervising or directing the Executive Director.
 - d) The Chair shall serve as the official spokesperson for the organization relative to policy, vision and mission.

1-D: COMMITTEE PRINCIPLES

The Board may establish committees to help the Board do its work. Such committees shall be known as Board committees, and are not to be confused with committees that may be established by the Executive Director to carry out functions of an operational nature. This policy applies only to those committees established by the Board.

With respect to Board committees, the Board shall:

- a) Establish and approve documented terms of reference upon establishment of a Board committee that sets out, at minimum:
 - its purpose;
 - what it is expected to deliver to the Board and when;
 - information on the financial resources available to the committee and/or how to request funds in a future budget;
 - information on staff support available to the committee and/or how to go about requesting same;
 - an accurate description of the time commitment required of committee members and the manner in which meetings will be held (i.e. in person, teleconference, video-conference); and,
 - the manner in which new committee members are appointed and how the Chair is selected (i.e. Board appointed or committee appointed).

- b) Annually, in (INSERT MONTH), communicate with each member of every Board committee seeking: input on the effectiveness and efficiency of the committee and its work; any recommendations on how their committee and its work might be improved or conducted more efficiently; and, the identification of any professional development that might help the committee and its members to improve their performance. The Board shall review and consider all input at a subsequent meeting and take any action it deems necessary.

- c) Annually, in (INSERT MONTH), consider whether or not each Board committee still has a valid role to play, and if not, take the appropriate steps to disband it.

1-E BOARD MEMBER CODE OF CONDUCT AND ETHICS

1. Board members must act free of conflict to the interests of those who appointed or elected them to the Board. This accountability supersedes any conflicting loyalty such as to advocacy or interest groups and membership on other Boards or staffs. This accountability also supersedes the personal interest of any Board member acting as an individual consumer of the organization's services.
2. Board members must declare any conflict of interest with respect to their fiduciary, ethical and legal responsibilities.
 - a) There must be no direct or indirect self-dealing or any conduct of private business or personal services between any Board member and the organization except as procedurally controlled to assure openness, competitive opportunity and equal access to "inside" information.
 - b) Board members must not use their positions to obtain for themselves, family members or close associates, employment within the organization.
 - c) Should a Board member be considered for employment, s/he must withdraw from Board deliberation, voting and access to applicable Board information.
3. Board members may not attempt to exercise individual authority over the organization except as explicitly set forth in Board policies.
 - a) Board members' interaction with the Executive Director or with staff must be respectful, and must recognize the lack of authority in any individual Board member or group of Board members except as noted above.
 - b) Board members' interaction with the public, media or other entities must only reflect on behalf of the Board that which is consistent with and set forth in Board policies.

- c) Board members will make no judgments of Executive Director or staff performance except as that performance is assessed against explicit Board policies by the official process.

1-F: CONSTITUENT CONSULTATION AND STRATEGIC PLANNING

The Board acknowledges the need to remain in touch with stakeholder and constituent needs and wants, and to ensure organization's resources are allocated to the achievement of a strategic plan based on external and internal information and input from the community.

Accordingly:

- A community needs survey shall be conducted, at minimum, once every three years, unless determined otherwise by the Board.
- Survey results, in addition to internal and external information will be developed to assist the Board in establishing a strategic plan for the organization.
- Annually, the Executive Director shall prepare, and the Board shall approve, an annual business plan, based on the priorities identified in the Board's strategic plan.
- The Executive Director shall report on the status of the business plan at every meeting of the Board.

1-G: BOARD MEMBER PERFORMANCE EXPECTATIONS/BOARD MEETING PROCESS

The Board acknowledges it has an important job to do. The Board is further committed to respecting and valuing the commitment required by individual Board members.

With these thoughts in mind, and the knowledge that poor performance left unaddressed will lead to additional poor performance, the Board agrees to the following.

At meetings, the Chair shall:

- Start the meeting on time (or as soon thereafter as a quorum is present) and end the meeting on time;
- Control the meeting, and respond to the following unacceptable behaviours: repetition; side conversations; nit-picking; interrupting; and, straying off topic;
- Endeavour to encourage and invite opinions, imagination and innovation while respecting the agenda and timeframe of meeting, inviting all to speak and contributes; and,
- Take action to ensure discussions come to an appropriate conclusion (i.e. identify consensus, seeking motions, etc.).

At meetings, Board members shall:

- Arrive on time and prepared (having read and understood the Board package prior to arrival) and be prepared to discuss and comment on the issues;
- Contribute at the Board table rather than afterwards (i.e., at a parking lot meeting);
- Resist disrupting meetings by avoiding use of cell phones, and resisting the urge to text or send email (stealing attention away from the meeting at hand);
- Constructively participate.

At all times:

- Board members shall attend all meetings and honour all other commitments they make to the Board;

- Board members shall be engaged and attentive to the business of the Board;
- Board members shall act in the interest of the organization and support the decisions of the Board regardless of how the Board member may have voted;
- The Board will not call meetings unless there is a demonstrated need;
- Board members shall notify the Board should personal or business affairs preclude their active participation in Board activity.

In an effort to monitor individual Board member performance and commitment, the following shall transpire when a Board member significantly breaches any of the above-noted performance expectations:

- After two significant breaches, the Chair shall privately discuss this policy and related performance with the Board member in question.
- After three significant breaches, the Chair shall raise the performance of the Board member in question with the full Board, and seek their direction on further action. Such discussion will be held with Board members only (staff shall be excused) and the minutes of said meeting shall record only the action steps to be taken. The Board member shall be invited to attend and participate in the meeting where their performance is under discussion.

1-H IN-CAMERA MEETINGS AND CONFIDENTIALITY

The Board is committed to acting in an open and transparent manner. There may be occasions, however, when public disclosures may prejudice the interests of the organization or some party to whom the organization has an obligation to protect.

If a matter arises during a meeting that triggers the need for an in-camera session, the Board may move any meeting or part of a meeting to an in-camera session. Topics that may be addressed in-camera include:

- legal advice and litigation;
- proprietary information or commercially sensitive information pertaining to a member firm or its employees;
- matters regarding staff related to terms of employment, performance evaluation and discipline;
- the sale, purchase, lease or exchange of property; and
- the disclosure of intimate personal or financial information about an identifiable person.

In-camera sessions will exclude management (the Executive Director and other staff) when the issues to be addressed are specific to management (i.e., annual performance evaluation, terms of employment, etc.).

Minutes of in-camera meetings shall be created and kept separate by the Secretary or the Executive Director as circumstances dictate from other records to maintain confidentiality as long as warranted.

With regard to in-camera sessions, Board members shall not:

- disclose to any member of the public any confidential information acquired by virtue of their position as a Board member;
- use any confidential information acquired by virtue of their position on the Board for their personal financial or other benefit or for that of any other person;
- disclose to any member of the public any confidential information related to the interests of individuals, groups or organizations acquired by virtue of their position on the Board; or,
- permit any unauthorised person to inspect or have access to any confidential documents or other information.

The obligation to protect such confidential matters from disclosure continues even after the individual member is no longer serving on the Board.

Upon election to the Board or appointment to a BQRMB committee, individuals shall be required to sign and return a copy of the BQRMB Confidentiality Agreement (*see appendix 1-H*).

***1-I* NOMINATING COMMITTEE**

The Nominating Committee (herein the "Committee") shall be responsible for reviewing and making recommendations on any slate of candidates submitted for at-large positions or that have been provided by any member organization for the nomination of that member organization's seat on the board of directors in accordance with the provisions contained in the bylaws. During their review process, the Committee shall keep in mind the interest of achieving a balanced mix of board members with the requisite experience, expertise, character, and representational attributes required for good governance of the corporation. The Nominating Committee shall also oversee the election process at the Annual General Meeting.

TERMS OF REFERENCE:

1. The Nominating Committee shall be comprised of one (1) representative of each member of the corporation. .
2. All members of the Committee shall be independent with no material relationship to the Corporation. Members of the Committee must be free from conflicts of interest and exercise independent judgment in carrying out their responsibilities.
3. No members of the Committee shall be seeking election to the board.
4. The Committee shall elect a Committee Chair for a one year term from among its members. If the Committee Chair is not present at any meeting of the Committee, the Chair of the meeting shall be chosen by the Committee from among the members present.
8. A majority of the Committee members shall constitute a quorum of the Committee.
9. Decisions of the Committee at any meeting shall be determined by a majority of votes of those Committee members present. The Committee Chair shall have one vote as a Committee member at Committee meetings, and will not have a second or tie-breaking vote.
10. The Committee Chair may set regular meeting dates as needed to complete delegated responsibilities.
11. The Executive Director of the corporation will serve as the Secretary to the Committee. If the Secretary is not present at any meeting of the Committee,

the Committee may appoint an acting Secretary to perform the functions of the Secretary at that meeting.

DUTIES AND RESPONSIBILITIES:

The Nominating Committee shall undertake the following specific functions, duties and responsibilities:

1. Establish and maintain a skills profile of desired attributes, competencies and qualifications that the Board as a whole should possess given the business of the Corporation and its strategic direction.
2. Review any list of qualified candidates for the position(s) at large or submitted by a member organization for that member organization's position of Director to be presented for election at the annual meeting based on the skills profile (see core function above for a description of the mix of desired attributes on the Board).
3. Oversee the election process.

ACCESS TO CORPORATION RECORDS:

In performing any of its duties and responsibilities, the Nominating Committee will have access to any and all books and records of the Corporation required for the execution of the Committee's obligations (i.e. minutes of board meetings to determine attendance of current board members, evaluations of board members), and, as necessary, shall discuss with appropriate BQRMB officers and employees such records and other relevant matters.

SECTION TWO: BOARD-EXECUTIVE DIRECTOR RELATIONSHIP

2-A: DELEGATION TO THE EXECUTIVE DIRECTOR

The Board's job is to establish topmost policies, leaving implementation and subsidiary policy development to the Executive Director.

The Board's priorities and objectives direct the Executive Director to achieve certain results, and Executive Limitations policies constrain the Executive Director to act within acceptable boundaries of prudence and ethics.

All Board authority delegated to staff is delegated through the Executive Director, so that all authority and accountability of staff can be phrased (insofar as the Board is concerned), as authority and accountability of the Executive Director.

1. The Executive Director is authorized to make all decisions, take all actions and develop all activities which are true to the Board's policies, organizations' MOUs, and the Board's strategic plan and business plan. The Board will ensure the Executive Director's independence relative to the prescribed duties as outlined in policy. Notwithstanding, the Board, at its discretion, may change policies that may alter or impact upon the Executive Director's authority.
2. No individual Board member, officer or committee has authority over the Executive Director. Information may be requested, but if such request, in the Executive Director's judgment, requires a material amount of staff time and resources that will affect other priorities, the Executive Director may propose alternatives or suggest the request be referred to the Board for possible reallocation of priorities and timing.
3. The Executive Director may not perform, allow, or cause to be performed any act which is contrary to explicit Board constraints (Executive Limitations policies).
4. Should the Executive Director violate a Board policy, s/he shall immediately inform the Board who will debate the nature of the violation and determine if corrective or disciplinary action is necessary.

2-B: EXECUTIVE DIRECTOR JOB DESCRIPTION

As the Board's single official link to the organization, s/he is accountable for all organizational performance and exercises all authority transmitted into the organization by the Board. Executive Director performance will be considered to be synonymous with organizational performance as a whole.

Consequently, the Executive Director's job contributions can be stated as performance in only two areas:

1. Organizational accomplishment of the priorities and objectives set out annually by the Board.
2. Organizational operation within the boundaries of prudence and ethics established in Board policies on Executive Limitations.

2-C: MONITORING EXECUTIVE DIRECTOR PERFORMANCE

Monitoring Executive Director performance is synonymous with monitoring organizational performance against Board approved priorities and objectives and on Executive Limitations. Monitoring will be as automatic as possible, using a minimum of Board time so that meetings can be used to create the future rather than review the past.

1. The purpose of monitoring is simply to determine the degree to which Board policies are being fulfilled. Information which does not do this will not be considered to be monitoring.
2. A given policy may be monitored in one or more of three ways:
 - Internal report: Disclosure of compliance information to the Board from the Executive Director.
 - External report: Discovery of compliance information by a disinterested external auditor, inspector or judge who is selected by and reports directly to the Board. Such reports must assess Executive Director performance only against policies of the Board, not the external party, unless the Board has previously indicated the party's opinion to be the standard.
 - Direct Board inspection: Discovery of compliance information by a Board member, or a committee of the Board as a whole. This is a Board inspection of documents, activities or circumstances directed by the Board which allows a "prudent person" test of policy compliance.
3. Upon the choice of the Board, any policy can be monitored by any method at any time. However, each Executive Limitations policy of the Board will be classified by the Board according to frequency and method of regular monitoring.

SECTION THREE: EXECUTIVE DIRECTOR LIMITATIONS

3-A: GENERAL EXECUTIVE DIRECTOR CONSTRAINT

The Executive Director shall not be the cause of, or knowingly allow any violation of commonly accepted business practices and professional ethics with the not-for-profit sector.

3-B: CONSTITUENT, STAKEHOLDER AND BOARD MEMBER SERVICES

With respect to treatment of constituents, stakeholders and board members, the Executive Director shall not cause or allow conditions to occur which are unfair or undignified. Nor shall s/he allow leaks of what may be considered privileged or confidential information.

The above conditions will also apply with respect to those stakeholders outside of the actual membership for whom service and information is provided.

3-C: STAFF TREATMENT

With respect to the treatment of paid staff and volunteers, the Executive Director shall not cause or allow conditions to persist which are inhumane, unsafe, unfair or undignified.

The Executive Director shall not allow violation of any legislative standard such as the Canadian or Ontario Human Rights Code, The Employment Standards Act, or any legislation governing Pay Equity, Employment Equity, and Workplace Health and Safety.

3-D: COMPENSATION AND BENEFITS

The Executive Director shall maintain fiscal integrity and a positive public image with respect to employment, compensation and benefits to employees, consultants and contract workers.

Accordingly, the Executive Director may not:

1. Change his or her compensation and benefits.
2. Promise or imply guaranteed employment.
3. Establish current compensation and benefits which deviate materially from the professional market for the skills employed.
4. Create compensation obligations over a longer term than revenues can be safely projected.

3-E: FINANCIAL PLANNING

With respect to planning fiscal events (budgeting for all or any remaining part of a fiscal period), the Executive Director may not jeopardize the fiscal integrity of the organization.

Accordingly, s/he shall not allow budgeting which:

1. Contains too little detail to enable: an accurate projection of revenues and expenses, separation of capital and operational items, subsequent audit trails and disclosure of planning assumptions.
2. Plans the expenditure in any fiscal year of more funds than are conservatively projected to be received in that year, without the approval of the Board.
3. Deviates materially from Board-stated priorities and objectives in its allocation among competing budgetary needs.
4. Jeopardizes the integrity of the services provided by the organization.

3-F: FINANCIAL CONDITION

With respect to ongoing financial health, the Executive Director shall not allow fiscal jeopardy.

Accordingly, s/he shall not:

1. Expend more funds in the fiscal year to date than have been received in the cash flow, cash advances, or are provided for in any Board authorized line of credit.
2. Use any long term reserves.
3. Allow cash to drop below the amount needed to settle payroll and debts in a timely manner.
4. Allow actual allocations to deviate materially from Board priorities and objectives.
5. Authorize a line of credit without approval of the Board.

3-G: ASSET PROTECTION

With respect to proper stewardship of organizational assets, the Executive Director shall not risk losses beyond those necessary in the normal course of business.

Accordingly, s/he shall not:

1. Fail to insure related property, premises and activities against property/liability losses and shall not fail to insure Board members and staff against liability losses arising from their agency related duties and activities.
2. Unnecessarily expose the organization, the Board or its staff to claims of liability.
3. Approve any purchase or make economic commitments exceeding \$5,000.00 for a single purchase of goods or services without conducting an open and fair process (such as a request for proposals).
4. Transfer changes within the budget from one expense line to another that exceeds \$2,500.00.

3-H: EXECUTIVE SUCCESSION AND CONTINUITY OF SERVICES

In order to protect the Board from the loss of Executive Director services, the Executive Director shall not have less than one other staff member familiar with Board and Executive Director issues and processes, and shall not fail to maintain appropriate records and documentation which would facilitate continuity of operations.

3-I: COMMUNICATION AND COUNSEL TO THE BOARD

With respect to providing information and counsel to the Board, the Executive Director shall not cause or allow the Board to be uninformed or misinformed.

Accordingly, s/he shall not:

1. Fail to inform the Board of relevant trends, material external or internal changes, particularly changes in the assumptions upon which any Board policy, priority or objective has been previously established.
2. Fail to gather staff and external points of view, issues and options and advice as needed for fully informed Board choices.
3. Fail to inform the Board on program changes or staff changes related to services offered.

3-J: INVESTMENTS

With respect to the investment of association surplus funds, the Executive Director shall ensure:

1. Surplus funds are invested to obtain the highest possible return by utilizing a mix of low-risk investment instruments.
2. Low-risk shall be defined to include: Federal or Provincial government bonds, government backed debt instruments (e.g., hydro, utilities, etc.), crown corporation bonds, treasury bills, guaranteed investment certificates from Schedule A chartered banks, and commercial paper or derivatives thereof and mutual funds.
3. A minimum of 75% of funds will be invested in instruments backed by either the Federal or Provincial governments or the Canadian Deposit Insurance Corporation. CDIC insurance limitations should be considered with all eligible investments.
4. A maximum of 25% of funds may be invested in mutual funds.
5. The services of an investment firm will be utilized and the firm selected will be provided with a copy of this policy as a limit to its activity on our behalf.

3-K: BOARD INFORMATION NEEDS

The Executive Director, all Board Committees and Task Forces shall provide the Board with information on a regular and timely basis. Such information shall include:

- Information on external trends and issues that may impact on the organization and its stakeholders;
- Internal strengths and weaknesses;
- Stakeholder expectations;
- Information on internal trends (i.e. increased or decreased utilization of the organization's products or services);
- Reports by Governments or external agencies containing recommendations that may have an impact on BQRMB and/or its members and stakeholders;
- Information to support and monitor strategic and business plans;
- Financial and operational reports to enable the Board monitor and evaluate plans and ensure accountability;
- Information required by the Board to monitor compliance with its policies;
- Information to help Board members promote the organization;
- Copies of articles, presentations, best practices and information from websites relating to governance that might help the Board enhance its governance capacity;
- Copies of all correspondence and communication from associations or organizations of which the Board itself is a member or subscriber.

3-L: MEDIA RELATIONS/CRISIS MANAGEMENT

The Executive Director serves as official spokesperson and conveys the official association position on issues of general industry impact or significance and responds to situations that are of a particularly controversial or sensitive nature.

Inquiries from the media about such issues shall be referred to the Executive Director. The Executive Director may designate another individual to serve as spokesperson on a particular issue.

In the event of a crisis or emergency situation, where the Executive Director is unable to determine the association's preferred policy or position on a given issue, the Executive Director shall:

- a) Develop a "position paper" to detail the known facts of the situation and make recommendations on the appropriate position in response to the issue;
- b) Circulate the document to all Board members urging quick endorsement of the proposed response;
- c) Upon receiving approval from a majority of Board members, the Executive Director may proceed to respond to media and advance the association's view on the issue.

Appendix 1-H: Confidentiality Agreement

**Confidentiality Agreement
BQRMB Board and Committee Members**

This CONFIDENTIALITY AGREEMENT is made between the undersigned (BQRMB Representative) as a Member of the Board of Directors and/or a member of a Standing Committee and BQRMB (the Council). The undersigned agrees to the terms of this agreement.

1. As a BQRMB representative I will take all reasonable steps to preserve the confidentiality of sensitive information acquired during the performance of my duties. In particular, I will disclose such information only to members of BQRMB or its clients who have a legitimate right to know the information.
2. I shall not use any such information for my own benefit or for the benefit of any person who is not entitled to receive it. I further acknowledge that such information is and shall remain the property of BQRMB.
3. Any programs, discoveries, inventions or similar items which the BQRMB Representative is involved in using facilities and property provided by BQRMB in the course of working with the Council are and shall remain the property of BQRMB. The BQRMB Representative hereby assigns to BQRMB all of his/her rights in such things including patent, copyright, trademark or other industrial property rights, and waives any such moral rights.

Representative Name:

Position within the Council:

Signature: _____

Date: _____