



CONSUMER ADVISORY COUNCIL **TERMS OF REFERENCE**

PREAMBLE

The Travel Industry Council of Ontario ("TICO") is a not-for-profit corporation that administers and enforces the *Travel Industry Act, 2002*. TICO acts in the public interest to ensure a fair, safe, and informed marketplace where consumers can be confident in their travel purchases.

PURPOSE

The purpose of the Consumer Advisory Council ("CAC") is to provide guidance and advice to the TICO Board of Directors ("Board") on issues of importance to consumers pertaining to TICO's mandate and activities, as well as issues identified by TICO.

MANDATE

The objectives of the CAC are as follows:

- Provide independent and non-partisan advice to the Board on:
 - Emerging issues in the travel sector.
 - Approaches to enhance consumer awareness and engagement.
 - Opportunities for improvement with respect to service delivery, policies, and procedures.
- Provide recommendations on the development and implementation of TICO's planning documents when there is a consumer or public interest.
- Provide feedback on consultation plans prepared to support policy and regulatory changes impacting consumers.
- Identify and recommend topics or policy issues that would enhance consumer confidence in Ontario's travel industry.
- Identify travel-related issues requiring additional consumer input or research.

- Review the results of key surveys initiated by TICO in connection with services and interactions with consumers and other stakeholders and provide feedback, advice, and/or recommendations for improvement to the surveys and other matters arising from the review as needed.
- Evaluate the CAC and its members effectiveness and contributions at least every two years.

AUTHORITY

The role of the CAC is advisory. Any advice or recommendations will be reviewed and considered by the Board and may or may not result in action.

The CAC has the authority to develop its own work plan with a view to accomplishing its mandate. In developing its work plan, the CAC will take into consideration TICO's mandate, Business Plan, input from management and the Board. The CAC's work plan will be provided to the Board for review and approval.

The CAC is accountable to the Board.

The role of the CAC does not include:

- decision-making on strategic, operational, or policy priorities
- decision-making on allocation of financial and human resources
- representing TICO to the public, including the press and other agencies

COMPOSITION AND MEMBER QUALIFICATIONS

There shall be six (6) to twelve (12) members on the CAC as determined by the CEO and Board, from time to time.

Members of the CAC shall include members with a variety of backgrounds and experience including,

- individual consumers of travel services
- representatives of consumer associations or groups operating in Ontario or nationally
- individuals with experience in consumer advocacy acting on behalf of consumers in the public interest
- a maximum of three travel professionals whose role involves direct contact with consumers including involvement in customer service

Members may also be selected through demonstrated experience in at least one of the following areas:

- experience with teaching, training, or public education
- experience working in the public service
- experience working in a regulatory environment
- experience operating a business outside the travel sector
- experience in communications or marketing
- experience in consumer market research

In addition to the requirements outlined above, TICO will endeavour to ensure that members of the CAC represent broad constituencies to support TICO's strategic direction as follows:

- represent diversity in Ontario and include a range of perspectives (ethnic, gender, age, professions)
- represent geographical diversity in Ontario
- have demonstrated credibility, integrity, and high ethical standards in their business dealings
- are not employees of TICO or connected by family or association with employees of TICO
- are not a member of the TICO Board or connected by family or association with a TICO Board member
- are not a member of TICO's Industry Advisory Council
- are not connected by family or association to an employee or contractor of a TICO registered travel agent or travel wholesaler

Members of the CAC must:

- possess a positive orientation towards consumer protection
- understand the mandate of TICO and have a commitment to the values, goals, and objectives of TICO
- be independent thinking with an orientation towards consensus, communication, and teamwork skills
- bring a balanced approach to making recommendations that are effective, practical, and implementable
- be willing to undergo background checks
- be willing to adhere to confidentiality obligations and conflict of interest requirements
- have time availability to prepare for and attend CAC meetings
- have an appropriate level of involvement with industry to provide valuable input

OBSERVERS

A representative from the Ministry of Public and Business Service Delivery and a representative from the TICO Board will be invited to observe the meetings.

SELECTION PROCESS

TICO will use its website and social media to solicit interested candidates for the CAC. Interested candidates will be asked to complete an application form.

A Selection Committee co-chaired by the CEO and Registrar will vet candidates. One TICO Board member will be included on the Selection Committee. Short-listed candidates may be asked to attend an interview with the Selection Committee. The Selection Committee will appoint members for the CAC.

The Selection Committee will also recommend the first Chair and Vice Chair of the CAC to the Board for approval.

The following additional criteria shall be considered with respect to the CAC Chair and Vice Chair positions:

- Governance experience including,
 - experience leading teams through decision making processes
 - other advisory council or committee experience
 - proven commitment to positioning societal perspectives
 - ability to manage and engage others
- Time availability to support CAC activities

TERMS

Members

Inaugural members of the CAC will be appointed by the Selection Committee to serve staggered terms of one (1), two (2), or three (3) years. Thereafter, new and returning members of the CAC will be appointed to serve a term of three (3) years. Members may be eligible for reappointment at the end of their term at the discretion of the CEO subject to a limit of six (6) consecutive years of service. Eligibility for reappointment is not guaranteed. Reappointment will be considered based on continuing to meet the eligibility requirements and meeting the expectations set out in these Terms of Reference.

Chair and Vice-Chair

The inaugural Chair and Vice-Chair will be selected by the Board for a two (2) year term. Thereafter, the CAC members will elect the Chair and Vice-Chair for two (2) year terms. The Chair or Vice-Chair may be eligible for reelection at the end of their term provided that no CAC member shall serve as Chair or Vice-Chair for more than four (4) consecutive years in the same role. For clarity, the Vice-Chair could become the Chair after serving one or two terms in the Vice-Chair role.

MEETINGS

The CAC will meet up to four (4) times per year on a quarterly basis. Additional meetings may be called at the discretion of the CEO, Board Chair, and CAC Chair.

Meetings will be held in person or virtually via telephonic or electronic means. A quorum must be present for a meeting to proceed.

The CEO and CAC Chair are responsible for setting the agenda for CAC meetings. The meeting agenda and supporting materials will be sent to each member in advance of the meeting.

Meeting minutes will be prepared by TICO staff for approval of the CAC at its next meeting. Upon CAC Chair approval, minutes will be provided to the Board.

As the CAC has a limited number of meetings during the year, attendance is critical. If a CAC member misses more than 2 meetings in a fiscal year, the CAC Chair in conjunction with the CEO will consider if a replacement of the member is warranted.

QUORUM

A majority of the CAC members constitute a quorum.

TICO SUPPORT

TICO staff will provide administrative support to the CAC, such as scheduling meetings, distributing agendas and meeting materials and drafting meeting minutes. Members are encouraged to recommend agenda items to the CAC Chair or CEO in advance of a meeting.

TICO will provide an orientation for new members providing an overview of TICO's Business Plan, the CAC's mandate, and member roles and responsibilities.

TICO will review and consider all guidance and advice from the CAC that aligns with the CAC's purpose and objectives.

REPORTING

The minutes of each CAC meeting will be provided to the Board.

In addition, the CAC Chair will report to the Board on an annual basis to communicate key recommendations and emerging issues.

The activities of the CAC will be presented in TICO's Annual Report.

The CAC Terms of Reference will be posted on TICO's website.

The names of CAC members and their term information will also be published on TICO's website.

CAC MEMBER RESPONSIBILITIES

CAC members are expected to:

- Prepare for, attend, and participate in all scheduled meetings.
- Be responsive and provide timely advice to TICO during and between meetings.
- Be sufficiently familiar with TICO's mandate and activities to fulfill the purpose and objectives of the CAC.
- Safeguard the confidentiality of materials and discussions, including refraining from posting details on any social media.
- Refrain from using participation in the forum to gain benefit or influence the organization in a way that may be considered a perceived, potential, or actual conflict of interest.

Each member of the CAC shall sign a Confidentiality Agreement and Conflict of Interest Declaration and attest to compliance annually.

CAC CHAIR ROLES AND RESPONSIBILITIES

The CAC Chair is responsible for:

- liaising with the CEO or delegated TICO staff member to establish priorities, a work plan, CAC agendas, Reports to the Board, etc.
- presiding over meetings

- reviewing meeting minutes
- meeting with the CEO and/or other delegated TICO staff, CAC members, or board members with respect to matters before the CAC
- providing a Report to the Board at least annually on the activities of the CAC

CAC VICE-CHAIR ROLES AND RESPONSIBILITIES

The CAC Vice-Chair acts as Chair if the Chair is absent or unable to act and will assume the responsibilities of the Chair as noted above.

TERMINATION OF MEMBERSHIP

Members may resign from the CAC at any time by giving written notice to the CAC Chair or the CEO of TICO. Such resignation will be effective on receipt of such notice.

Membership may be terminated by the CEO, in consultation with the CAC Chair, for any of the following reasons:

- poor attendance
- ineffective engagement and contribution at CAC meetings
- breach of confidentiality or conflict of interest requirements
- failure to continue to meet eligibility requirements
- other reasons as determined by TICO

REMUNERATION AND EXPENSES

CAC members will be eligible to receive \$250 per meeting. The CAC Chair (or Vice-Chair if acting as Chair at a meeting) is eligible to receive \$350 per meeting.

Members are able to claim out-of-pocket travel expenses to attend in-person meetings in accordance with TICO's Travel, Meal, and Hospitality Expenses Policy.

REVIEW

The CAC Terms of Reference will be reviewed annually.

Last Revised – December 19, 2023