



INDUSTRY 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.

Pursuant to subsection 13.3 (1) of the *Safety and Consumer Statutes Administration Act, 1996* (SCSAA), the Minister of Public and Business Service Delivery issued an order on August 11, 2023, requiring TICO to establish an Industry Advisory Council (IAC) representing the interests of travel agents and wholesalers.

PURPOSE

The purpose of the Industry Advisory Council (“IAC”) is to provide guidance and advice to the TICO Board of Directors (“Board”) on issues pertaining to TICO’s consumer protection mandate and activities, as well as issues identified by TICO.

MANDATE

The objectives of the IAC are as follows:

- Provide independent and non-partisan advice to the Board on:
 - Emerging issues in the travel sector.
 - Initiatives to advance TICO’s consumer protection mandate.
 - 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, industry, or public interest.

- Provide feedback on consultation plans prepared to support policy and regulatory changes impacting consumers and industry.
- Identify and recommend topics or policy issues that would enhance consumer confidence in Ontario's travel industry.
- Review the results of key surveys initiated by TICO in connection with services and interactions with consumers, industry 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 IAC and its members' effectiveness and contributions at least every two years.

AUTHORITY

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

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

The IAC is accountable to the Board.

The role of the IAC 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 seven (7) to fourteen (14) members on the IAC as determined by the CEO and Board, from time to time.

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

- travel agents
- travel wholesalers
- individuals who are directors, officers, employees or agents of travel agents or travel wholesalers

- up to four (4) individuals who are directors, officers, employees, members or agents of industry associations representing the interests of travel agents or wholesalers
- one TICO Board member drawn from the travel sales sector

No more than one member can represent a single corporation or entity.

Demonstrated experience in one of the following areas would be an asset:

- experience with business strategy, risk management, and new product introduction
- experience with compliance in a regulatory environment
- experience in enabling technologies including emerging technologies
- experience in industry market research

In addition to the requirements outlined above, TICO will endeavour to ensure that members of the IAC 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 Consumer Advisory Council

Members of the IAC must:

- possess a positive orientation towards TICO's consumer protection mandate
- understand the mandate of TICO and have a commitment to the values, goals, and objectives of TICO
- leave their respective competitive strategies and goals outside IAC meetings
- 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 IAC meetings

- have an appropriate level of involvement with industry to provide valuable input

GUESTS

The IAC may invite industry professionals from various areas of the travel industry sector to attend as guests, including but not limited to persons specializing in insurance, technology, marketing, financing, and crisis management.

OBSERVER

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

SELECTION PROCESS

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

A Selection Committee co-chaired by the CEO and Registrar will vet candidates. One non-industry board member will participate 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 IAC.

The Selection Committee will also recommend the Chair of the IAC to the Board for approval. The following criteria shall be considered with respect to the IAC Chair position:

- Member of the Board from the travel sales sector who understands the industry's perspective
- Governance experience including,
 - experience leading teams through decision making processes
 - other advisory council or committee experience
 - proven commitment to positioning stakeholder perspectives
 - ability to manage and engage others
- Time availability to support IAC activities

TERMS

Members

Inaugural members of the IAC 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 IAC 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

Article 11.06 of TICO By-law No. One provides that the Chair of the IAC shall be a member of the Board from the travel sales sector who understands the industry's perspective. The Chair will be selected by the Board for a two (2) year term. The Chair may be eligible for reappointment at the end of their term provided that no person shall serve as Chair for more than four (4) consecutive years. In the IAC Chair's absence, the Board will appoint another board member to serve the role.

MEETINGS

The IAC 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 IAC 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 IAC Chair are responsible for setting the agenda for IAC 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 IAC at its next meeting. Upon IAC Chair approval, minutes will be provided to the Board.

QUORUM

A majority of the IAC members constitute a quorum.

TICO SUPPORT

TICO staff will provide administrative support to the IAC, such as scheduling meetings, distributing agendas and meeting materials and drafting meeting minutes. Members are encouraged to recommend agenda items to the IAC 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 IAC's mandate, and member roles and responsibilities.

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

REPORTING

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

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

TICO will report on the activities of the IAC in its Annual Report.

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

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

IAC MEMBER RESPONSIBILITIES

IAC 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 IAC.
- 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 IAC shall sign a Confidentiality Agreement and Conflict of Interest Declaration and attest to compliance annually.

IAC CHAIR ROLES AND RESPONSIBILITIES

The IAC Chair is responsible for:

- liaising with the CEO or delegated TICO staff member to establish priorities, a work plan, IAC agendas, Reports to the Board, etc.
- presiding over meetings
- reviewing meeting minutes
- meeting with the CEO and/or other delegated TICO staff, IAC members, or board members with respect to matters before the IAC
- providing a Report to the Board at least annually on the activities of the IAC

TERMINATION OF MEMBERSHIP

Members may resign from the IAC at any time by giving written notice to the IAC 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 IAC Chair, for any of the following reasons:

- poor attendance
- ineffective engagement and contribution at IAC meetings
- breach of confidentiality or conflict of interest requirements
- no longer a member of the industry community regulated by TICO and/or no longer affiliated with an industry association
- other reasons as determined by TICO

REMUNERATION AND EXPENSES

IAC members will be eligible to receive \$250 per meeting. The IAC Chair 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 IAC Terms of Reference will be reviewed annually.

Last Revised – December 19, 2023