



June 19, 2023

Dear Travel Industry Council of Ontario (TICO) Member,

The Travel Industry Council of Ontario (TICO) is presently inviting nominations for one elected **RETAIL or WHOLESALE** position on the Board of Directors.

Term of Office

The term of office of the Director who is elected will be for two (2) years commencing at the Annual Meeting to be held on September 26, 2023 and ending at the Annual Meeting to be held in 2025.

Qualifications

In order to qualify as a Director, a nominee must be:

- a) associated with* a **RETAIL or WHOLESALE Registrant** in good standing;
- b) an Ontario resident;
- c) at least nineteen (19) years of age;
- d) of sound mind;
- e) someone in respect of whom TICO has obtained satisfactory Canadian Police Information Centre (CPIC) and other background checks. The results of such checks must satisfy TICO that the potential election of the candidate would not be contrary to the best interests of the Ontario travel industry in general or TICO in particular;

and must not be:

- f) an undischarged bankrupt;
- g) an individual who has himself or herself been insolvent or bankrupt within the three (3) years immediately preceding the appointment, or associated with a Person** that has become insolvent or bankrupt within the three (3) years immediately preceding the appointment;
- h) an individual who is charged or has been convicted, or associated with a Person that is charged or has been convicted, of an offence under the Criminal Code, the *Travel Industry Act, 2002* or the *Consumer Protection Act, 2002* or statutes similar to them in another jurisdiction or any offence under provincial legislation that causes the TICO Board of Directors to believe that the function of Director will not be fulfilled with honesty and integrity and in the best interests of the travel industry;

- i) an individual who is or was associated with a Registrant, which has had previous unpaid claims against the Compensation Fund within the previous three years;
- j) an individual who is or was associated with a Registrant who is the subject of outstanding regulatory or administrative action by the Registrar under the *Travel Industry Act, 2002*.

In order to be eligible to run for election, a candidate must also meet the qualifying criteria, which is established from time to time by the Board of Directors. In addition to the criteria listed above, the TICO Board of Directors has set out qualifying criteria in several documents.

Attached as Appendix A is the Travel Industry Council of Ontario (TICO) Board Member Profile, which outlines the knowledge and experience TICO is looking for in a Board Member. To effectively achieve its mandate, the TICO Board requires directors with a mix of skills to provide appropriate leadership and strategic direction to the organization. The Board has identified the following fifteen competencies that are critical to achieving its objectives:

- Industry Knowledge and Experience
- Consumer Knowledge
- Board Experience
- Financial Literacy
- Legal
- Strategy
- Risk Management
- Change Management
- Organizational Behaviour
- Technology
- Communications
- Human Resources
- Operations
- Marketing/Public Relations
- Government Knowledge

Definitions of each competency are available in the Board Competency Matrix, which is included in the Board Member Profile. The Competency Matrix is reviewed regularly to ensure that the skills continue to reflect the needs of the organization.

Periodically, board members complete Competency Self-Assessments. The results of those assessments are compiled and an analysis is completed to determine any gaps. This analysis supports and directs the recruitment process and informs the Board's development efforts. All directors receive an orientation prior to attending their first meeting and are supported by ongoing director development.

This year, the Board is seeking directors with the following competencies:

Board Experience – The member has experience with, or can demonstrate knowledge or expertise in, board matters. The member has a clear understanding of the distinction between the role of the board versus the role of management. Governance experience could be acquired through prior board or committee service or reporting to/or working with a board as an employee, or through an accredited organization (e.g., ICD).

Financial Literacy - The member has the ability to comprehend TICO's internal and external financial statements, including familiarity with financial reporting requirements for registrants. The member has an understanding of generally accepted accounting principles (GAAP), knowledge and/or equivalent experience with financial planning, budgets and analysis, including an underlying appreciation for financial KPI's, risk management and investment portfolio concepts. The member has an understanding of internal controls and general controls within an IT environment.

Legal - The member has experience in law and compliance and/or experience providing legal/regulatory advice and guidance within a regulatory organization.

Technology - The member has information technology experience, with knowledge of current and emerging technologies, current risk, and regulatory requirements as they would specifically apply to TICO's strategic, regulatory and operating environment; including information security risk. The member has experience and knowledge in leading or significantly influencing technology infrastructure and/or applications with a solid understanding of emerging technologies, including social networking, artificial intelligence, blockchain, cloud and data analytics.

Human Resources - The member has experience with human resource issues in a corporate environment with relevant knowledge of regulatory requirements, performance management, leadership, development/talent management, succession planning and compensation decision-making, including ensuring alignment between compensation plans and corporate strategy.

Individuals who meet the qualifying criteria and possess these competencies are encouraged to consider seeking a board position.

Attached as Appendix B is the TICO Terms of Reference for a Board Member, which sets out the responsibilities and expectations of Board Members.

All candidates found eligible to run in the election must attend a candidate orientation meeting and are required to acknowledge and comply with the TICO Board Election Campaign Guidelines. A copy of the Campaigning Guidelines is attached as Appendix C. Candidates should not start campaigning until they have been notified by TICO that their nominations have been accepted, they have attended a candidate orientation meeting and have been advised by TICO that campaigning can begin. Please note that failure to comply with the Campaigning Guidelines could result in a candidate being disqualified from the election and having his or her name removed from the ballot.

Composition of the TICO Board of Directors

The TICO Board is comprised of 11 individuals as follows:

- **two (2) named by the Association of Canadian Travel Agencies (ACTA)**, each of whom shall be associated with a Registrant, or with a Marketing Group*** of Registrants, or with the Association of Canadian Travel Agencies itself;
- **two (2) named by the Canadian Association of Tour Operators (CATO)**, each of whom shall be associated with a travel wholesale Registrant, or with a Marketing Group of travel wholesale Registrants, or with the Canadian Association of Tour Operators itself;

- **one (1) named by the Ontario Motor Coach Association (OMCA)**, who shall be associated with a Registrant, or a Marketing Group of Registrants, or with the Ontario Motor Coach Association itself;
- **four (4) appointed by the Minister of Public and Business Service Delivery**, who may include representatives of consumer groups, business, government organizations, or such other interests as the Minister determines, and who may not constitute a majority of the Board; and
- **two (2) elected by the Registrant Members** at least one of whom is principally associated with a retail Registrant and at least one of whom is principally associated with a wholesale Registrant.

Meeting Obligations

The TICO Board meets approximately 6 times per year. Board meetings are typically four hours. In addition, TICO has three committees. Each committee typically meets 4 – 5 times per year. Committee meetings are typically four hours. Each board member participates on a maximum of two committees. Periodically, board members may also be required to attend strategy or development sessions. This could involve an additional 2 – 3 days per year. There is reading/preparation required in advance of all meetings. All Directors must attend at least three quarters (3/4) of the meetings held in any twelve-month period of his or her term.

Nominations Deadline

Nominations must be received at the following address no later than 4:30 p.m. Eastern Time on **August 4, 2023**:

**Travel Industry Council of Ontario
55 Standish Court, Suite 460
Mississauga, Ontario
L5R 4B2**

Attached, please find your Nomination Form. Please note that nominee(s) must confirm in writing their willingness to serve if elected. As well, nominee(s) must provide TICO with the following:

- (a) Criminal Record Check - This can be obtained from some OPP detachments or most Municipal Police Services. There are also companies that specialize in providing background checks such as www.mybackcheck.com.
- (b) Biographical Information – In order that voters may be provided with background information on candidates, please provide brief biographical information of 250 words or less.

Please note that the signed Nomination Form, the Criminal Record Check and the Biographical Information must all be provided by the deadline date. Nominations, which do not include all the information listed above are incomplete and will not be accepted.

- * “Associated with” means either (i) holding a directorship of, or (ii) holding at least 10% of the outstanding equity shares of, or (iii) being a senior officer of the company with which the individual is affiliated.

- ** “Person” shall mean an individual, proprietorship, partnership, incorporated company, joint venture or other legally recognized entity.
- *** “Marketing Group” means a co-operative, consortium, franchise or other profit-motivated grouping of Registrants, which has a head office or corporate existence separate from that of the Registrants themselves.