



PROCUREMENT POLICY

1. PURPOSE

The purpose of this policy is to ensure the cost-effective procurement of goods and services on behalf of the Travel Industry Council of Ontario (TICO). Our aim is to ensure that goods and services are acquired through a process that is fair, open, transparent, geographically neutral, competitive, and accessible to qualified vendors.

This policy emphasizes five key principles:

- value for money;
- accountability;
- transparency;
- quality service delivery; and
- process efficiency and standardization.

Standardized processes help remove inefficiencies and create a level playing field. This policy sets out the related processes and procedures and specifies the responsibilities of individuals in each stage of the procurement process. This ensures consistency in the management of procurement practices and decisions. Sound procurement procedures contribute to a reduction in purchasing costs.

2. DEFINITIONS

For the purposes of this policy, the following definitions apply:

“All Local Laws Governing Labour and Working Conditions” means local, regional, and national laws, by-laws, regulations and employment and safety standards (e.g., wages, benefits, and hours of work) that apply in the location of manufacture and assembly.

“Consulting Services” means the provision of expertise or strategic advice that is presented for consideration and decision-making.

“Goods and services” mean any goods, construction, and services, including but not limited to information technology and consulting services.

“Information Technology” means the equipment, software, services, and processes used to create, store, process, communicate and manage information.

“Local Food” means (a) food produced or harvested in Ontario, including forest or freshwater food, and (b) subject to any limitations in the regulations, food and beverages made in Ontario if they include ingredients produced or harvested in Ontario.

“Procurement Value” means all costs and conferred value associated with a contractual relationship with a third party.

“Procurement Value Increase” means that the costs and conferred value associated with a procurement initiative have increased after the procurement approval.

“Request for Proposal / Request for Information” (RFP) means a procurement document that requests vendors to supply solutions for the delivery of complex products or services or to provide alternative options or solutions. The RFP process uses predefined evaluation criteria, in which price is not the only factor. A Request for Information (“RFI”) may be issued before an RFP if the marketplace is not well understood, or a range of options are being considered.

“Supplier/Vendor” means any person or organization that, based on an assessment of that person’s or organization’s financial, technical, and commercial capacity is capable of fulfilling the requirements of procurement.

“Strategic Supplier/Vendor” means any supplier/vendor that provides mission critical services to TICO, whose services are not readily replaceable and whose service agreements typically span three consecutive years or more.

“Business Credit Card” (BCC) means the single business credit card identified as such to be used for TICO related purchases where a vendor will not issue an invoice, or for online purchases, other than those payments identified as Travel, Meals, and Hospitality.

“Business Credit Card Authorized Limit” means the total authorized credit approved by the Audit, Technology and Risk Management Committee for purposes of expenditures under this policy.

3. SCOPE

This policy applies to all TICO employees involved in the procurement process and procedures.

4. PRINCIPLES

TICO must conform to the following key principles:

- The procurement process must always focus on value for money, including consideration of both financial and non-financial factors (example: ethically sourced goods, reputation, quality, diversity etc.). Goods and services will be procured only after consideration of TICO business requirements, alternatives, timing, supply strategy and procurement method.
- Notwithstanding the availability of budgeted funds, all expenditures committed to by TICO will reflect fiscal prudence.
- Access for qualified vendors to compete for TICO business must be open, fair, and transparent, providing equal treatment to vendors.
- Conflicts of interest, both real and perceived, must be avoided during the procurement process and the ensuing contract.
- TICO requires individuals participating in the evaluation of bid responses to immediately declare any potential conflict of interest and immediately address any declarations.
- The procurement of goods and services must be responsibly and effectively managed through appropriate organizational structures, systems, policies, processes, and procedures.
- All purchases made on behalf of TICO will be carried out honestly, objectively and with integrity in keeping with TICO's Employee Code of Ethics. TICO employees shall not use their official capacity or company time to negotiate or conduct personal purchases for themselves or others.
- In carrying out its purchasing responsibilities, TICO will have regard for the development of an environmentally sustainable operation.
- TICO will consider and/or look for opportunities that embrace its commitment towards diversity in all its business processes and with its external relationships.
- In conducting its purchasing activities, TICO will comply with the Accessibility for Ontarians with Disabilities Act, 2005 (AODA) and the standards mandated by it through enacted regulation.

5. PROCUREMENT PLANNING

TICO must undertake procurement planning as an integral part of the procurement process to identify the goods and services needed to meet its business requirements. Procurement planning assists in:

- identifying the potential supply source;
- identifying the procurement method most suitable;
- reviewing the list of current strategic vendors;
- determining what approvals are needed; and
- determining when approvals are needed to ensure that enough time is allowed to complete the procurement process.

As part of its procurement planning, TICO must assess the following:

- early identification of needs;

- clear definition of requirements;
- justification for the acquisition;
- compatibility of procurement needs with TICO's policy, program, legislative and regulatory requirements;
- adequate timelines for procurement approval, tender period, and evaluation;
- accessibility requirements;
- privacy, security, and confidentiality requirements;
- real or perceived conflicts of interest;
- ownership of deliverables and intellectual property rights including the obligation to ensure that TICO does not inadvertently infringe on rights belonging to Third Parties;
- business continuity requirements;
- performance standards and service levels;
- performance management including remedies for non-performance;
- vendor compensation and payment;
- knowledge transfer and training;
- risk allocation and liability;
- dispute resolution;
- early termination provisions;
- alternative Procurement methods (e.g., Joint Procurement, Best and Final Offer, Limited Contract Negotiation Framework), as appropriate; and
- other requirements deemed necessary.

In addition to the above, for Information Technology (IT) Procurements, TICO must consider, where appropriate:

- delivery, testing, and acceptance requirements;
- any applicable technical architecture;
- design requirements and standards; and
- interface requirements.

Planned purchases reduce product costs by:

- allowing time to clearly define a competitive specification;
- providing time to receive and properly evaluate competitive bids; and
- making it possible to consolidate departmental needs that can result in volume discount negotiations.

Department managers should communicate their annual procurement requirements to the President & CEO (CEO) as part of the budget preparation process. Every effort will be made to include all foreseeable expenses as part of the annual budget, which is approved by the TICO Board.

When an unforeseen situation arises, which results in the need for goods or services not contemplated in the budget, the CEO should be advised as soon as possible. Any expenses

not contemplated in the TICO budget will be presented to the TICO Board for approval consistent with the Delegation of Authorities Policy.

While TICO completes its budgeting on an annual basis, it is not required to engage in a competitive process for each good or service each year. TICO may enter into multi-year contracts with suppliers. In most cases, the timeframe for review of contracts is three years. There are some vendors where long-term strategic partnerships are beneficial. Examples include, but are not limited to, technology, telecom, financial, audit, and legal services. As well, there may be opportunities to take advantage of government negotiated agreements with Vendors of Record (VOR), where negotiated agreements exceed three years.

Consulting services must have a start date and an end date.

In recognition of the fact that there may be instances where it is beneficial to have longer contracts, the maximum timeframe for review of contracts must not exceed five years. Ongoing vendor contracts must not exceed a maximum of six years without a new competitive process. If there are extenuating circumstances and a compelling business case to have a contract that exceeds these maximum review or renewal periods, the matter may be reviewed by an appropriate Committee and must be approved by the Board.

One year prior to the expiration of a strategic vendor agreement, the senior manager responsible for overseeing the contract will submit a business case to the CEO and the Chief Financial & Administrative Officer. This business case will provide the rationale in support of a recommendation for either the extension of services or cessation of the strategic vendor's services or to proceed with a new competitive bidding process without extension. Management will also provide an update during the subsequent annual review of the strategic vendors.

As part of the annual procurement planning, management will review a list of strategic vendors to determine if any actions are required including planning for a new competitive process where needed.

Prior to undertaking any Procurement of goods and/or services that may result in the release of personal or sensitive information, TICO must conduct a risk assessment that includes a privacy impact assessment and a threat risk assessment. Any information that is to be released must comply with applicable privacy legislation.

6. PROCUREMENT VALUE

TICO must determine the Procurement Value in order to determine the appropriate procurement approval authority and procurement method. To determine the Procurement Value, TICO must include all costs and benefits associated with entering into a contractual relationship with a third party.

Costs and benefits may include, but are not limited to:

- price/cost of the goods and/or services;
- one-time costs such as site preparation, delivery, installation, and documentation;
- ongoing operating costs including training, accommodation, support, and maintenance;
- sales tax and applicable duties;
- disposition costs;
- premiums, fees, commissions, and interest;
- options to renew;
- direct payments by TICO to the successful vendor;
- indirect payments by third parties to the successful vendor; and
- any conferred value by TICO to the successful vendor.

When determining the appropriate approval authority required for a Procurement, the Procurement Value does not include sales taxes.

7. PROCUREMENT VALUE INCREASES

The procurement documents, including the Agreement, must identify the framework under which price increases will be permitted, including, but not limited to the frequency of price increases; the allowable amount of increase; and any benchmarks that will be used to confirm the price increase

In the event that the cost of the procurement increases and exceeds the original approval authority threshold, approval from the appropriate authority, based on the increased procurement value, must be sought prior to proceeding with or continuing the procurement. The procurement method must reflect the increased procurement value. Procurement Value Increases may be caused by, but not limited to, price increases, volume uptake, increase in the scope of work, added contractual terms, project delays or other unforeseen circumstances.

8. SUPPLY SOURCE

Prior to conducting procurements, TICO must validate that there is a compelling need for the acquisition (i.e., internal resources are not available) and determine the appropriate supply source for the required goods or services.

When considering supply sources for goods or services, TICO may consider the Ontario Government's List of Vendors of Record (VOR). TICO is not required to use a VOR but may consider providers on the list in the procurement process. If a VOR Arrangement is used, TICO must comply with the terms of use prior to accessing VOR Arrangements and must refer to VOR Arrangements User Guides.

9. PROCUREMENT METHODS AND PURCHASING AUTHORITY

9.1 Procurement of Goods and Services

Generally speaking, when purchasing goods and services, TICO will select and use the applicable procurement process and obtain the appropriate approvals as set out in the charts below, which are based on the value of the procurement excluding applicable sales taxes (e.g., HST, GST, etc.).

These values apply for all procurements reflected in the Annual Budget related to Non-consulting services, IT, and other Goods:

<u>PROCUREMENT VALUE</u>	<u>PROCESS TO BE FOLLOWED</u>	<u>RFP</u>	<u>Business Case</u>	<u>APPROVAL AUTHORITY</u>
Under \$10,000	No Formal Bidding Required ¹	No	No	Leadership Team
\$10,001 to \$50,000	Invitational and/or Open Competitive ²	No	Yes	President & CEO
\$50,001 to \$75,000	Invitational and/or Open Competitive ²	Yes	Yes	President & CEO
Over \$75,000	Open Competitive ²	Yes	Yes	Board of Directors

For Consulting Services these values apply for all procurements reflected in the Annual Budget:

<u>PROCUREMENT VALUE</u>	<u>PROCESS TO BE FOLLOWED</u>	<u>RFP</u>	<u>Business Case</u>	<u>APPROVAL AUTHORITY</u>
Under \$10,000	Invitational and/or Open Competitive ²	No	No	Leadership Team
\$10,001 to \$50,000	Invitational and/or Open Competitive ²	No	Yes	President & CEO
\$50,001 to \$75,000	Invitational and/or Open Competitive ²	Yes	Yes	President & CEO
Over \$75,000	Open Competitive ²	Yes	Yes	Board of Directors

1. The Principles in section 4 (as applicable) will apply for all purchases less than \$10,000
2. Procurements not reflected in the Annual Budget are subject to the appropriate Committee review and Board of Director approval.

There are some allowable exceptions to a competitive procurement process, which are set out in Section 9.2. Absent the application of any of the allowable exceptions, the procurement process used is to follow the above chart and the TICO Delegation of Authority Matrix.

No action shall be taken to reduce the value of the procurement in order to avoid any of the requirements regarding competition or approval levels. Such actions could include subdividing projects, procurements, or contracts and awarding multiple consecutive contracts to the same vendor. Further, where a project involves multiple related procurements, the project's Procurement Value would be determined by the cumulative value of all related Procurements.

The award of multiple consecutive Contracts to the same vendor may only be made where each assignment is unique or where prior approval of a Follow-On Agreement has been received.

9.1.1 Procurement Processes

Invitational competitive procurement is achieved by requesting a minimum of three (3) qualified vendors to submit a written or electronic proposal in response to TICO requirements.

Open competitive procurement is achieved by using an open tendering process that is publicly accessible. Preference is given to the Ontario Tendering Portal.

Non-competitive procurement process must be supported by a business case that aligns with an Allowable Exception (as noted below) or seeks approval for an exemption where no Allowable Exception exists.

9.2 Allowable Exceptions

There are some exceptions to the requirement for competitive procurement processes listed above, as follows:

- **Ad Hoc Service Requirements**

From time to time, TICO will require specialized professional services to support its regulatory activities (e.g., external legal counsel to defend against a lawsuit or to prosecute a matter in times of high workload for in-house counsel). Given the nature of these activities, it will not be possible to determine in advance the value of the contract. Further, time constraints in dealing with such matters may make it impossible to meet the full requirements of this policy.

- **An Unforeseen Situation of Urgency**
An unforeseen situation of urgency does not occur where TICO has failed to allow sufficient time to conduct a competitive procurement process.
- **Expense**
The expense of a competitive process would clearly outweigh the prospective savings to be achieved by using a competitive process for the cost of the goods or services being sought.
- **Confidential or Privileged Information**
Where the services revolve around confidential or privileged information and the disclosure of those matters through a competitive procurement process could reasonably be expected to compromise confidentiality, cause economic disruption or otherwise be contrary to the public interest.
- **Absence of qualified Bids**
Where there is an absence of any other bids in response to a competitive procurement process.
- **Technical Reasons**
Where the goods, consulting or non-consulting services or construction can be supplied only by a particular supplier and no reasonable substitute goods or services exist due to an absence of competition for technical reasons (sole sourcing).
May not be allowable if the proposed procurement is the result of one or more previous non-competitive procurements.
- **Follow-On Agreements**
A Follow-On Agreement is one that follows and is related to an already completed Agreement. Follow-On Agreements allow TICO to structure a Procurement into several smaller portions for reasons of complexity, size, uncertainty, or improved management control.

Follow-On Agreements are permitted only where an open competitive Procurement or VOR Arrangement has been used to select a vendor. The total value of the Agreements, where under a VOR Arrangement is used, must not exceed the value of the VOR ceiling limit, where it exists.

Prior to entering into a Follow-On Agreement, the following activities will take place:

- appropriate approval has been obtained in writing prior to entering the original Agreement;
- procurement approval authority has been based on the total value of the work in the original Agreement and the Follow-On Agreements;
- the terms of the original Contract were fulfilled, and vendor performance was satisfactory;

- the appropriate procurement method was used for the original Contract;
- the procurement documents for the original work disclosed the total potential scope of the work to be completed.

- **Indigenous peoples**

Where the procurement is in support of Indigenous peoples.

- **Public sector**

Where the procurement is from another government or government entity within Canada, including the following levels of government:

- Federal;
- Provincial/territorial; and
- Municipal

For the purpose of this allowable exception only, a government entity in Ontario means a ministry, provincial agency, the Ontario Power Generation (OPG), the Independent Electricity System Operator (IESO) or designated broader public sector (BPS) organization under the *Broader Public Sector Accountability Act, 2010* (BPSAA).

- **Additional deliveries**

Where a change of supplier for additional deliveries by the original supplier of competitively procured goods, consulting or non-consulting services or construction that were not included in the initial procurement

i. cannot be made for reasons such as requirements of interchangeability or interoperability with existing goods or services procured under the initial procurement,

and

ii. would cause substantial duplication of costs

- **Exclusive rights**

Where the goods, consulting or non-consulting services or construction can be supplied only by a particular supplier to protect intellectual property rights, such as patents, copyrights, or other exclusive rights.

- **Periodicals**

Where the procurement is for subscriptions to newspapers, magazines, or other periodicals.

A documented justification is required for any non-competitive procurement.

In circumstances where a non-competitive procurement process is required, the justification must be documented in a written business case by the requisitioning department manager and maintained on file. The business case must be approved by the CEO and the Board of Directors.

9.3 Consulting Services & Consultant Expenses

Consulting services refers to the provision of expertise or strategic advice that is presented for consideration and decision-making. Whenever possible, TICO will require consultants to incorporate all costs into their quotes for service so that no additional expenses will be added. Where Providers of consulting services are to be reimbursed for reasonable expenses, the details regarding what expenses will be considered will be set out in the contract with the service provider depending on the requirements of the particular project. The following are some examples:

<u>ALLOWABLE EXPENSES</u>	<u>DISALLOWED EXPENSES</u>
Travel by air, rail or car, hotel accommodations and meals.	Hospitality and incidental expenses, including but not limited to snacks, alcoholic beverages, laundry, dry cleaning, valet services, dependent care, or personal telephone calls.

10. PROCUREMENT PROCESS

10.1 Procurement Documents

To enable fair comparison of vendor submissions, procurement documents must be in writing and include sufficient details concerning the submission requirements.

Procurement documents should include the following information, where applicable:

- (a) A description of the required goods or services.
- (b) Disclosure of the evaluation criteria and the process to be used in assessing submissions. For example, in addition to the price or cost, factors such as quality, quantity, delivery, service, experience of the vendor or service provider, and other criteria related to the procurement may be taken into account in evaluating submissions. No process should unduly favour or disadvantage any vendor.
- (c) The name, telephone number and location for the person to contact for additional information on the procurement documents.
- (d) Conditions that must be met before obtaining procurement documents such as confidentiality agreements, if appropriate.
- (e) The method, address, date and time limit and system access, encryption or other delivery instructions required for submitting responses to procurement documents. Responses received after the closing date and time must be returned unopened.

- (f) Declaration that the vendor has not given, directly or indirectly, a benefit of any kind to anyone employed by, or otherwise connected with TICO, for the purpose of receiving favourable treatment or otherwise obtaining an advantage in connection with a TICO procurement activity.
- (g) Conflict of interest provisions that:
 - i. define conflict of interest to include situations or circumstances that could give the vendor an unfair advantage during the procurement process or compromise the ability of the vendor to perform its obligations;
 - ii. reserve the right of TICO to solely determine whether any situation or circumstance constitutes a conflict of interest;
 - iii. reserve the right to disqualify prospective vendors from a procurement process due to conflict of interest;
 - iv. require prospective vendors participating in a procurement process to declare any actual or potential conflict of interest;
 - v. require vendors to avoid any conflict of interest during the performance of their contractual obligations for TICO;
 - vi. require vendors to disclose any actual or potential conflict of interest arising during the performance of an agreement;
 - vii. reserve the right to prescribe the manner in which a vendor should resolve a conflict of interest;
 - viii. allow TICO to terminate an Agreement where a vendor fails to disclose a conflict of interest; and
 - ix. allow the Agreement to be terminated where a conflict of interest cannot be resolved.
- (h) Other information or policy requirements as appropriate.

10.2 Electronic Tendering

TICO must use a recognized online tendering portal for open competitive Procurements with a Procurement Value at or above \$25,000 for all goods and \$75,000 for services.

10.3 Bid Response Time

Generally, sufficient time will be given to vendors to prepare and submit bid responses, taking into account all relevant factors such as, but not limited to, time needed by the vendor to properly disseminate the information, complexity, risk, seasonality, and best practices within the relevant industry.

For all Procurements with a Procurement Value of \$100,000 up to \$350,000, TICO will allow at least fifteen (15) calendar days. For all Procurements with a Procurement Value greater than \$350,000, TICO will allow at least thirty (30) calendar days.

10.4 Evaluation Process

TICO will evaluate the responses received in accordance with the evaluation criteria set out in the procurement document. Lowest price or cost may not be the main factor in assessing responses. Other considerations such as quality, quantity, delivery, customer service, experience of the vendor or service provider, or other criteria related to the procurement may be taken into account as well.

Ultimately, the contract shall be awarded to the most qualified and responsive vendor or service provider whose proposal meets the requirements and criteria set out in the procurement document and whose bid is determined to be the most advantageous for the organization.

TICO requires individuals participating in the evaluation of bid responses to immediately declare any potential conflict of interest and immediately address any declarations.

TICO will not discriminate or exercise preferential treatment in awarding a contract to a supplier as a result of a competitive procurement process.

11. AGREEMENTS OR CONTRACTS FOR GOODS OR SERVICES

Any agreement or contract for goods or services between TICO and a vendor must be in writing and include the following:

- A description of the goods or services to be provided
- The total cost for the specified goods or services, if known
- If it is a consulting or professional services agreement or contract, it should state the hourly rates or fees for service
- If it is a consulting or professional services agreement or contract, it should outline any expenses of the consultant that TICO is expected to cover
- Payment terms
- Timeframe for delivery or completion of the project
- Confidentiality provisions
- Conflict of interest provisions
- Dispute resolution clauses – Ideally, there should be opportunities to remedy any issues that could arise informally or through mediation prior to commencing legal action
- Appropriate termination clauses
- Appropriate mechanisms for amending the agreement or contract if necessary

TICO staff may wish to consider obtaining legal advice with respect to procurement documents and agreements or contracts for goods or services.

12. BUSINESS CREDIT CARD (BCC)

For a limited type of smaller purchases, certain vendors will not accept cash or cheque as payment and require an authorized credit card in order to render the goods and/or services. Through its financial institution, TICO has obtained a commercial credit card. The BCC will be maintained by the office of the CEO.

Where possible, employees will ask vendors to invoice TICO for goods and/or services rendered in accordance with the applicable policy. Where this is not possible, the BCC may be used as a permissible form of payment.

All such payments must be pre-approved by a member of the Leadership Team and align with TICO's Delegation of Authority matrix. If a payment is requested by a member of the Leadership Team, the CEO shall pre-approve the purchase.

13. DOCUMENT AND RECORDS RETENTION

The Chief Financial & Administration Officer shall maintain a centralized resource for all purchases and all contracts for consulting or professional services, including the original quote information, supporting documentation, contracts, and invoices.

14. OTHER RELATED PROCUREMENTS

14.1 Ethical Apparel Procurement Requirements

For all Apparel Procurements in excess of \$2,500, TICO requires that vendors provide Responsible Manufacturers Information (RMI), including the name and address of all factories and production facilities used in the manufacture and assembly of the product, prior to signing of the Agreement.

When submitting RMI, the vendor will also confirm that, to the best of their knowledge, the manufacturer and any subcontractors for the item(s) offered comply with All Local Laws Governing Labour and Working Conditions and will continue to do so throughout the duration of any resulting Contract(s).

14.2 Local Food

TICO will consider Local Food for its meetings and events, as available. This requirement does not apply to food Procurements undertaken using a Vendor of Record (VOR) arrangement or employee travel meals.