



March 20, 2018

Dear Travel Industry Council of Ontario (TICO) Member,

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

Term of Office

The term of office of the Director who is elected will be for three (3) years commencing at the Annual General Meeting to be held on June 26, 2018 and ending at the Annual General Meeting to be held in 2021.

Qualifications

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

- a) associated with* a **RETAIL or WHOLESALE Registrant** in good standing or with a **MARKETING GROUP*** of Registrants**;
- 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. The TICO Board of Directors has set out the qualifying criteria detailed below:

Board Competency Matrix

To effectively achieve its mandate, the TICO Board seeks directors with a mix of skills and experience 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 attached as Appendix A to this letter. 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.

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

Board Member Profile

Attached as Appendix B 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.

Terms of Reference for a Board Member

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

Election Campaign Guidelines

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 D. 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 15 individuals as follows:

- **three (3) 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;
- **three (3) 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;
- **five (5) appointed by the Minister of Government and Consumer Services**, 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
- **three (3) 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 six hours. In addition, TICO has four 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 5:00 p.m. Eastern Time on **April 20, 2018:**

**Travel Industry Council of Ontario
2700 Matheson Blvd. East
Suite 402, West Tower
Mississauga, Ontario
L4W 4V9**

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 holding either (i) a directorship of, or (ii) at least 10% of the outstanding equity shares of, or (iii) a senior officer portfolio 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.



NOMINATION FORM and CONSENT

TO: Travel Industry Council of Ontario
2700 Matheson Blvd. East
Suite 402, West Tower
Mississauga, Ontario
L4W 4V9

We, the undersigned persons, who are representatives of our respective registered agencies/wholesalers, HEREBY NOMINATE the following person, who is “associated with” (as that term is defined in the letter dated March 20, 2018) a **RETAIL or WHOLESALE Registrant** Member of the Travel Industry Council of Ontario (TICO) in good standing or a **MARKETING GROUP of Registrants**, TO BE A CANDIDATE for election to the TICO Board of Directors, for a term commencing June 26, 2018 and ending at the Annual General Meeting to be held in 2021.

Name of Candidate: _____

Name, Business Address and Telephone Number of the **Retail or Wholesale Registrant** or **Marketing Group of Registrants** with whom the Candidate is Associated:

Registration Number of the **Retail or Wholesale** Registrant with whom the Candidate is Associated:

Name of First Nominator: _____

Name of Registrant: _____

Address of Registrant: _____

Signature of First Nominator: _____

Name of Seconder: _____

Name of Registrant: _____

Address of Registrant: _____

Signature of Seconder: _____

Please note that candidates must be nominated by two different registrants, not two people from the same registrant.

I, the undersigned, certify that I meet items (a) to (j) of the criteria for qualification as an elected Director as set forth in the TICO letter of March 20, 2018. I also meet the criteria as set out in the TICO Board Competency Matrix, Board Member Profile and the TICO Terms of Reference for a Board Member.

I have provided the required Criminal Record Check and included brief biographical information.

In order to complete or verify the information provided on this form, it may be necessary for TICO to collect additional information from or to exchange information with government and non-government sources. Only information relevant to my candidacy will be collected. I consent to the collection of this information.

I acknowledge that I have reviewed the TICO Board Election Campaign Guidelines. I agree to attend a candidate orientation meeting and to comply with the Campaigning Guidelines when campaigning if found eligible to run for election. I acknowledge that I am not permitted to start campaigning until I have been notified by TICO that my nomination has been accepted, have attended a candidate orientation meeting and been advised by TICO that campaigning can begin. I understand that failure to comply with the Campaigning Guidelines may result in a candidate being disqualified from the election and having his or her name removed from the ballot.

I HEREBY AGREE to stand for election to, and if elected to serve in, the office of Director of the Travel Industry Council of Ontario (TICO), according to the terms outlined above.

Signature of Candidate

Date

NOTE: Nominations must be received at TICO no later than 5:00 p.m. Eastern Time on April 20, 2018. Incomplete nominations and nominations received past the deadline will not be accepted.

Biographical Information

In order that Registrant voters may be provided with background information on candidates, please provide brief biographical information (250 words or less):

[illegible]

[Note: It is the obligation of the nominator and seconder to ensure that the nominee is indeed associated with a Registrant in good standing under the *Travel Industry Act, 2002* at the time the Nomination Form is submitted.]

APPENDIX A
Travel Industry Council of Ontario (TICO)
Board Competency Matrix

<u>COMPETENCY</u>	<u>DEFINITION</u>
Industry Knowledge and Experience	The member has experience with or can demonstrate knowledge or expertise of the travel industry. This may include an understanding of trends, challenges and opportunities, or unique dynamics within the sector that are relevant to TICO.
Consumer Knowledge	The member has knowledge of and/or experience with consumer protection frameworks and is dedicated to promoting and protecting the interests of consumers. The member has a good understanding of the drivers behind consumer behaviour and has an appreciation of the insights from behavioural sciences regarding how humans actually behave and make decisions. Understanding consumer behaviours and underlying drivers enables the member to contribute to the enhancement of consumer protection initiatives. In TICO's context, insights into how consumers and registrants behave, including purchase decisions, can assist the organization in making informed decisions that protect the public, promote industry compliance and inform more effective and representative policy decisions for the organization.
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.

<u>COMPETENCY</u>	<u>DEFINITION</u>
Strategy	The member has the ability to generate and apply strategic thinking in regard to the unique business insights and opportunities of relevance to TICO. The ability to support, promote, and ensure alignment with the organization's vision and values. The member has the ability to understand how an organization must evolve considering internal and external trends and influences.
Risk Management	The member has knowledge and experience in enterprise risk management with a practical understanding of operational, environmental and reputational risks. The member has an understanding of the Board's role in the oversight of risk management principles and practices in the context of good corporate governance.
Change Management	The member has sound knowledge of and/or experience with change management principles and frameworks. The member has either led major change within a business environment or has provided strategic insight to management to facilitate a significant transition. The member has demonstrated the capacity to adjust and balance priorities to effect change and to provide leadership in adapting goals, plans, systems and processes to respond effectively to business transformations. The member is a change leader and has assisted management in planning, implementing and evaluating transformation strategies to improve organizational performance while respecting existing business culture.
Organizational Behaviour	The member has the ability to understand a business' internal culture and how that culture may facilitate or hinder productivity in the achievement of organizational goals. Organizational behaviour is the study of human behaviour in organizational settings, that investigates the impact that individuals, groups, and structure have on behaviour within organizations for the purpose of applying such knowledge towards improving an organization's effectiveness.
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.

<u>COMPETENCY</u>	<u>DEFINITION</u>
Communications	The member has the ability to both listen effectively and articulate ideas, opinions, rationales, and comments in a clear, concise manner. This includes accepting accountability for engaging in frank, open and honest discussions, valuing a diversity of opinions and perspectives, with a view to making well-informed decisions and seeking to achieve in-group consensus in the best interest of TICO. The member is comfortable using online communications technology (email, online meetings, conference calls, web portal, etc.). The member has the ability to listen and communicate effectively – ability to articulate, be succinct, set the right tone, etc.
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.
Operations	The member has experience with, or is able to demonstrate knowledge or expertise in, sound management and operational business processes and practices. This competency may include an understanding of topics such as managing complex projects, leveraging information technology, planning and measuring performance, and allocating resources to achieve outcomes.
Marketing / Public Relations	The member has experience with, or can demonstrate knowledge or expertise in, communications, public relations or interacting with the media. This may include knowledge of effective advocacy and public engagement strategies, developing key messages, crisis communications, or social media and viral marketing.
Government Knowledge	The member has an understanding of government structure, mechanics and decision-making processes and/or experience with or knowledge of the delegated administrative authority model. The member has an understanding of the strategic priorities of government and the relationship between those priorities and the work of TICO. The member has knowledge of the political environment and public policy, including how to promote effective government relations.



APPENDIX B

Travel Industry Council of Ontario (TICO)

Board Member Profile

One of the most important criteria for a TICO Board Member is the ability to demonstrate and commit to serve the full term of the position.

Collective Board Skills and Experience

Each Director brings unique skills and experience to the Board. In selecting new members, attention will be given to ensuring that the collective mix of skills and experience supports the Board's ability to add strategic value to TICO.

Collectively, Board members should:

- Provide credible stakeholder perspectives
- Provide strong participation that strives for excellence and supports consensus building
- Be strategic thinkers who take a governance-focused approach to Board responsibilities
- Demonstrate a willingness to support TICO's Vision and Mission

The Board will seek to achieve diversity in its membership.

Individual Knowledge and Experience

To foster its ability to provide strategic direction and fulfill its oversight responsibilities, the collective Board should include members with knowledge of and experience in the following areas:

- Travel industry
- Membership on Boards of Directors, including not-for-profit boards
- Possess diverse perspectives in relation to business, regulated industries and consumer issues
- Risk management and analysis

- Technology
- Public policy and regulatory environments
- Financial literacy
- Marketing, public relations and communications (including Social Media)
- Public education
- Building partnerships and strategic alliances
- Developing and operating businesses

This profile is reviewed and updated annually to ensure that it reflects the current needs of the Board consistent with the achievement of TICO's Business Plan.



Appendix C

Travel Industry Council of Ontario (TICO)

Terms of Reference for a Board Member

Goals and Objective:

As a member of the Board, each Director shall:

- Through the exercise of due diligence, support TICO's commitment to high standards of corporate governance.
- Adhere to TICO's Code of Conduct for the Board of Directors.
- If a registrant, comply with the Registrant Code of Ethics.
- Actively promote the achievement of TICO's vision, mission and mandate.

Specific Responsibilities:

A Director will fulfill the following specific responsibilities:

Board Activity

As a Board and Committee member, each Director shall:

- Be knowledgeable about the Corporation's objects, the legislative framework under which it operates and the financial position of the Corporation.
- Act within the objects of the Corporation.
- Exercise good judgment.
- Ensure minutes reflect his/her position.
- Use his/her abilities, knowledge, experience and influence constructively.
- Be an available resource to management and the Board.
- Advise the CEO and the Chair when introducing significant and/or previously unknown information or material at a Board meeting.

- Understand the difference between governing and managing, and not encroach on management's area of responsibility.
- Demonstrate a willingness and availability for one-on-one consultation with the Chair and CEO.
- Evaluate Board performance.
- Build collegial working relationships with other Board and Committee members that contribute to consensus.

Preparation and Participation

To enhance the effectiveness of Board and Committee meetings, each Director shall:

- Prepare for Board and Committee meetings by reading reports and background materials prepared for each meeting.
- Ensure he/she has adequate information for decision-making.
- Maintain an excellent Board and Committee meeting attendance record. The target is 100% attendance. Anything less than 75% attendance, without extenuating circumstances, would create considerable concern for the Board.
- Actively participate in Board and Committee meetings.

Educational Requirements

All TICO Board members agree to take TICO's Education Standards Travel Counsellor and Supervisor/Manager Exams within six months of joining the TICO Board. The goal of the requirement is for the new board members to learn about TICO and the requirements of the *Travel Industry Act, 2002* and Ontario Regulation 26/05.

Evaluation

Board members acknowledge that their performance as a Director on the Board will be evaluated based on the above Terms of Reference. Past conduct of a Board member could be grounds to refuse to accept their appointment or nomination for a further term. Past conduct will be evaluated in accordance with the Board Code of Conduct.



Appendix D

TICO BOARD ELECTION CAMPAIGN GUIDELINES

("Campaigning Guidelines")

Preamble:

The Travel Industry Council of Ontario (TICO) Board of Directors wants to encourage candidates for election to communicate with potential voters. While such communications may help one to get elected, they also increase interest in the election, in the TICO Board and in the direction of TICO as an organization. The election provides opportunities for candidates to educate their colleagues about the issues and about their experiences and views. Dignified and courteous conduct by election participants enhances the professional image of the industry. TICO wants to encourage fair and open campaigning by candidates on a level playing field. As a result, there are a few guidelines that we would like you to consider as you communicate with TICO members.

Purpose:

The purpose of these guidelines is to ensure that:

- All candidates are treated fairly and equally.
- All candidates understand appropriate campaign activities.
- Members have sufficient information to make informed choices in elections.
- TICO Board elections are conducted in a manner befitting a professional organization.

Guidelines:

Candidates are expected to act in accordance with the following general guidelines:

1. Candidates should not start campaigning until they have been notified by TICO that their nomination has been accepted, they have attended a candidate orientation meeting and have been advised by TICO that campaigning can begin.
2. Candidates are allowed to campaign through any media they choose.

3. Current TICO Board Members and TICO Staff Members are prohibited from personally endorsing candidates for election or otherwise supporting their campaigns.
4. Trade associations may support or endorse candidates. TICO Board Members who are members of such organizations should refrain from directly participating in that activity.
5. TICO will make available information about the election process and encourage those eligible to vote.
6. TICO will also distribute Biographical Descriptions of not more than 250 words for all candidates to assist voters. The candidate may, if desired, include the URL to his or her personal website in their Biographical Description to direct potential voters to further information on his or her campaign. However, TICO will not put a link on its website to the candidate's personal website.
7. Except as otherwise stated, candidates are not permitted to use TICO resources to promote themselves. Campaign materials should not use the TICO logo or be designed to appear to come from TICO.
8. TICO will not provide registrant contact lists to candidates to assist them in campaigning.
9. In all written or oral communications, candidates are encouraged to present their individual positions and views on issues and to avoid negative references to other candidates, current Board members and TICO staff.
10. Candidates and their supporters are strongly discouraged from engaging in activities that could be interpreted as negative campaign tactics.
11. Candidates should avoid making statements that are false, misleading or deceptive.
12. Most forms of communication are in the public domain. Therefore, in all discussions and communications, a professional tone will reflect positively on TICO and on the candidate.
13. TICO takes no responsibility for the content of disclosures made or materials prepared by candidates when campaigning for election.
14. To summarize, TICO encourages campaigning that is conducted in a professional, positive and accurate manner.

Enforcement:

Each election candidate will be provided with a copy of these guidelines and a statement to sign, certifying that he or she has read the guidelines, will abide by them and will notify and take steps to ensure that their supporters abide by them.

Complaints regarding failure to comply with these guidelines should be submitted in writing to TICO's Elections Officer.

The CEO of TICO and/or TICO's Governance and Human Resources Committee will determine whether a violation of the Campaigning Guidelines has occurred. 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.