



APPENDIX B

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.

Participation on TICO's Board of Directors involves a substantial time commitment when one considers participation at board and committee meetings and preparation time. A board member can expect to commit approximately 140 to 150 hours per year.

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.

Further, all Board members agree to complete any training required by the Minister within six months of being elected or appointed or when next available.

Evaluation

Board members acknowledge that their performance as a Director on the Board will be evaluated in accordance with best practices. 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.