



Travel Industry Council of Ontario

TICO By-Law Governance Webinar



September 12, 2023

Introductions

- Michael Levinson, Chair, Board of Directors
- Richard Smart, President & CEO
- Tracey McKiernan, General Counsel & Corporate Secretary
- Kristina Wilson, Stakeholder Relations Manager



About Today's Session

- Today's webinar is being recorded
- Brief presentation to cover by-law changes related to Minister's Orders and other governance changes
- Please turn off camera and mute microphone until Q&A
- Please save questions until the end of the presentation



TICO By-Law Amendments

- By-law No. One is being amended to comply with Minister's Orders and to make some amendments related to general governance matters.
- TICO's Board of Directors approved the updated by-law on August 25, 2023.
- The updated by-law will be presented to members for confirmation at the annual meeting on Tuesday, September 26, 2023.



Minister's Orders – August 11, 2023

- TICO received five statutory orders from the Minister of Public and Business Service Delivery:
 1. Decrease the number of Board members from 11 to 9;
 2. Ensure all Board members are committed to proactive consumer protection;
 3. Limit industry representation on the Board to no more than 34%;
 4. Establish a nominations committee with specific requirements; and
 5. Establish an industry advisory council to advise the Board.
- The by-law needs to be amended to reflect the Minister's Orders.
- These amendments are not subject to member approval and stand as presented.



By-Law Changes to Reflect Minister's Orders

- Board size decreased to nine members, with a 34% limit on industry representation (Articles 5.03 a and b)
- Requirement for all Board members to have a positive orientation to consumer protection introduced (Article 5.12 b)
- Establish a Governance and Nominations Committee with specific requirements (Article 6)
- Requirement for Board members to be members of an industry association removed (Article 6.04)
- Prohibition regarding Industry Associations naming Board members (Article 6.05)
- New industry advisory council added (Article 11.06)
- Definitions modified based on statutory orders (Article 17)



General Governance By-Law Changes

- New provision added permitting member meetings to be held electronically (Article 3.12.1)
- New provision added permitting voting at member meetings through telephonic or electronic means (Article 3.12.2)
- Amendment to eligibility criteria to allow Board members to reside anywhere in Canada (Article 5.12 c)
- Elected terms adjusted to three years (Article 6.09)
- New provision added regarding filling board vacancies (Article 6.15)
- Amendments to process for electing Chair of the Board (Article 8)



Next Steps

- Amended by-law distributed to registrants (completed – August 25, 2023)
- The updated by-law will be presented to members for confirmation at the annual meeting on Tuesday, September 26, 2023.
- By-law posted on TICO's website.





Travel Industry Council of Ontario

Questions?

