



Travel Industry Council of Ontario (TICO) **Board Member Profile**

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. To that end, the Board has established a Competency Matrix, which identifies the following twelve competencies that are critical to achieving its objectives:

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

Definitions of each competency are included in Schedule "C" of the Administrative Agreement – Competency and Selection Criteria for Members of the Board of Directors, which is attached as Appendix A. 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.

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. 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.

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 A

SCHEDULE “C” – COMPETENCY AND SELECTION CRITERIA FOR MEMBERS OF THE BOARD OF DIRECTORS

THE TRAVEL INDUSTRY COUNCIL OF ONTARIO

All Board members shall meet the following competency criteria.

As a basic prerequisite, each Board member shall be an individual who:

- is not less than 18 years of age,
- has the power under law to contract,
- has not been found by a court in Canada or elsewhere to be incapable, including incapable of managing property, and
- does not have the status of bankrupt.

Each Board member shall possess general competencies and interpersonal skills for effective participation as a contributing Board member (such as collaboration, completing tasks in a timely manner, building consensus, etc.).

Each Board member shall possess a positive orientation for proactive consumer protection initiatives.

Each Board member brings unique skills and experience to the Board. In selecting new Board members, attention shall be given to ensuring that the collective mix of skills and experience supports the Board’s ability to add strategic value to TICO. In addition, reasonable efforts shall be made to reflect a variety of perspectives including consumer protection and public interest perspectives as well as the diversity of Ontario, including gender, geographic distribution and ethnicity.

Collective Board Skills and Experience

The Board recognizes the importance of having a diversity of backgrounds from both within and outside the travel sector.

Collectively, Board members shall:

- provide strong participation that strives for excellence and supports consensus-building;
- be strategic thinkers who take a governance-focused approach to Board responsibilities; and
- demonstrate a willingness to proactively support TICO’s mandate, mission, vision and values.

The Minister-appointed Board members may include representatives of consumer groups, business, government organizations or representatives of other interests as the Minister determines.

Skills and Experience

Consideration of existing Board strengths and identification of any gaps should be used to recruit new Board members who complement the existing Board members’ knowledge and experience, with a goal of addressing the following skills, knowledge, and experience across the full Board as much as possible:

<u>COMPETENCY</u>	<u>DEFINITION</u>
Industry Knowledge and Experience	<ul style="list-style-type: none"> • The member has experience with or can demonstrate knowledge 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 and Experience	<ul style="list-style-type: none"> • 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 an understanding of behavioural science and the drivers behind human behaviour and decision-making. • Insights into how humans behave in a diverse society can assist the organization in making informed decisions that protect the public, promote industry compliance, and inform more effective and representative policy to enhance consumer protection initiatives.
Government Knowledge and Experience	<ul style="list-style-type: none"> • The member understands government structure, mechanics, and decision-making processes and/or has experience with or knowledge of the delegated administrative authority model. • The member understands 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.

<u>COMPETENCY</u>	<u>DEFINITION</u>
Governance Knowledge and Experience	<ul style="list-style-type: none"> • The member has experience with, or can demonstrate knowledge or expertise in, governance matters. • The member has a clear understanding of director responsibilities and duties, and the distinction between the role of the board versus the role of management. • The individual demonstrates required corporate governance skills, can identify conflicts, and can engage in discussions on managing conflicts of interest. • Governance experience could be acquired through prior board or committee service, reporting to or working with a board as an employee, or through an accredited organization (e.g., ICD).
Financial Literacy	<ul style="list-style-type: none"> • The member can comprehend TICO's internal and external financial statements, and the financial reporting requirements for registrants. • The member understands generally accepted accounting principles (GAAP), has 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 understands internal controls and general controls within an IT environment.
Legal Experience	<ul style="list-style-type: none"> • The member has experience in law and compliance and/or experience providing legal/regulatory advice and guidance within a regulatory organization.
Business Strategy and Change Management	<ul style="list-style-type: none"> • The member can generate and apply strategic thinking in the oversight of TICO and its mandate. • The member has the ability to support, promote, and ensure alignment with the organization's vision, mission, and values, including diversity. • The member recognizes how an organization must evolve considering internal and external trends and influences. • The member is a change leader and can provide strategic oversight to management in the planning and implementing of organizational transformation to improve organizational performance.
Risk Management Knowledge and Experience	<ul style="list-style-type: none"> • The member has knowledge and experience in enterprise risk management with a practical understanding of operational, environmental, and reputational risks. • The member appreciates the Board's role in the oversight of risk management principles and practices in the context of good corporate governance.

<u>COMPETENCY</u>	<u>DEFINITION</u>
Technology Knowledge and Experience	<ul style="list-style-type: none"> • 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.
Communications	<ul style="list-style-type: none"> • The member can interact effectively with fellow board members, management, and stakeholders. • This includes both listening effectively and articulating ideas in a clear, concise manner with self-awareness, discretion, and diplomacy. • The member is able to engage in robust discussion and to ask tough questions while respecting a diversity of opinions with a view to reaching consensus and making informed decisions in the best interests of TICO. • The member is comfortable using online communications technology (e.g., email, online meetings, conference calls, web portal, etc.).
Human Resources and Organizational Behaviour Knowledge and Experience	<ul style="list-style-type: none"> • The member has experience with human resource issues in a corporate environment with relevant knowledge of regulatory requirements, performance management, leadership, diversity, development/talent management, employee engagement, succession planning and compensation decision-making, including ensuring alignment between compensation plans and corporate strategy. • The member understands internal culture and how culture may facilitate or hinder productivity in the achievement of organizational goals.
Marketing / Public Relations Knowledge and Experience	<ul style="list-style-type: none"> • 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.

The Travel Industry Council of Ontario



Michael Levinson, Chair of the Board

Date: June 13, 2024

**His Majesty the King in right of
Ontario**



Minister of Public and Business Service
Delivery and Procurement

Date: June 14, 2024