



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.

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.