
Tourism Vaughan Corporation (“TVC” or the “Corporation”)

Tourism Vaughan Advisory Committee

(“TVAC” or “the Committee”)

Terms of Reference

1.0 Mandate

TVAC’s mandate is to provide the Tourism Vaughan Corporation Board of Directors (“the Board”) with guidance and expertise related to the development and implementation of the Vaughan Destination Master Plan and subsequent Business Plans in accordance with these Terms of Reference.

2.0 Principles

To ensure that the Committee operates effectively and fulfills its role in supporting the Board, it will be governed by the following set of principles:

- **Impartiality:** the Committee will formulate its advice in an impartial, objective, and fair manner.
- **Consensus-based:** the Committee will strive for and provide its consensus-based views to the Board, taking into consideration a diversity of viewpoints and rooted in careful and comprehensive consideration of the input from all Committee Members.
- **Timeliness:** the Committee will provide its input within the time frames required.

3.0 Objectives

- Provide advice and recommendations to the Board on the development and implementation development and implementation of the Vaughan Destination Master Plan and subsequent Business Plans and related budget.
- Provide advice on the promotion of tourism in the City of Vaughan in order to meet the Board’s strategic tourism objectives.
- Undertake research and investigations into the thoughts and opinions of industry participants.
- Facilitate discussions with industry participants to promote broader understanding and engagement between the tourism industry and the TVC.
- The Committee shall submit an annual report to the Board prior to November 30th each year, in the form and manner prescribed by the Board.
- The Committee shall provide additional reports, as requested by the Board.

4.0 Authorization

The Committee or any sub-committee shall not have the power to act for or on behalf of the Corporation or the Board or otherwise commit or bind the Corporation or the Board to any course of action.

The Committee and any appointed sub-committee shall only have the power to make recommendations to the Board related to the development of strategic marketing and business development plans in accordance with these Terms of Reference.

5.0 Definitions

Not Applicable.

6.0 Appointment Process

The appointment of Committee Members shall be held as soon as possible after the municipal election.

One information session is to be held prior to the appointment process. This session shall provide the public and potential applicants with the information regarding the mandate and responsibilities of the Committee, the governance structure and the various roles on the Committee.

The principles of equity and accommodation for all applicants shall be adopted and implemented by enforcing application deadlines, eligibility requirements, selection criteria and procedures for all applicants.

The appointment process for Committee Members may include an advertisement placed by the Executive Director of the TVC in a community newspaper and/or the TVC website. The advertisement may include the following information:

- Mandate of the Committee
- Frequency, time and location of meetings
- Expectations of Members
- Policies that guide selection process or the operation of the Committee
- Anticipated time commitment
- Date, time and location of information session that will be held for interested applicants to attend
- A request that the applicant provide a letter outlining how their qualifications, specific skills, interests and background are relevant to the Committee

Application forms shall be made available at the registered office of the TVC and on the TVC website.

At the time of filing an application, applicants must identify and disclose any actual or potential conflicts of interest they may have. Disclosure of potential conflicts does not mean that an applicant is automatically ineligible for an appointment, but the Board may assess potential conflicts in its determination of whether the applicant should be considered further.

All applications will be sent to the Executive Director TVC to be processed.

All applications will be acknowledged by the Executive Director of the TVC

The Executive Director may establish a review panel to review applications and provide recommendations to the Board on candidate selection.

Only applications received by the published deadline will be considered by the Board.

In cases where there are insufficient applications from qualified and eligible applicants, the Board may extend the deadline for applications and public notice of any extension to the deadline shall be given.

Interviews may be conducted at the discretion of the Board.

The Municipal Freedom of Information and Protection of Privacy Act (MFIPPA) imposes confidentiality duties and obligations on the Board to refrain from disclosing personal information. In furtherance of those duties and obligations, the following procedures are provided: Only Board members shall be provided with copies of applications. The Board may not copy, disclose or otherwise disseminate information contained in any confidential lists of applicants, or in any applications, confidential reports, or other information received.

7.0 Composition and Term

The Board may appoint a maximum of twelve (12) Committee Members, who represent tourism stakeholders from a range of sectors, including, but not limited to:

- Representative(s) Hotel/Motel Accommodations
- Representative(s) Short-Term Rental Accommodations
- Representative(s) Meetings & Conferences
- Representative(s) Attractions & Retail
- Representative(s) Festivals & Events
- Representative(s) Food & Beverage
- Non-Governmental Industry Support Organizations

Support may be provided to the TVAC by staff from City departments including, but not limited to, Economic and Cultural Development, Finance, Legal, Corporate and Strategic Communications, and Clerks departments. Required duties will include advisory support and meeting organization and governance support.

TVC Board members are ex officio members of the Committee and, in that capacity, have same rights as other Committee members.

8.0 Members

By accepting to serve on the Committee, each Committee Member agrees to be bound by all aspects of these Terms of Reference.

Committee Members or approved alternates (please see below) are expected to:

- Attend all scheduled and special committee meetings, sending regrets otherwise.
- Understand their role and expectations, including relevant policies.
- Follow the agenda and stay focused on the topic at hand.
- Understand and follow the mandate of the Committee, including its relationship to the TVC.
- Understand and respect the role and expectations of all participants.
- If neither the Chair nor the Vice-Chair is present within the first ten minutes of a Committee meeting, the Committee Members present shall appoint, by consensus, another Committee Member as Acting Chair, who will preside for the duration of the meeting.
- Participate as a voting Member, asking questions, and seeking clarification through the Chair.
- Undertake work necessary to implement the Board-approved business development and marketing plan, or work as assigned by the Board, including reading agendas, doing research, etc.
- Develop and maintain a climate where mutual support, trust, respect, courtesy, teamwork, creativity and are valued.
- Maintain a high degree of professionalism.
- Respect the individual worth and dignity of other Committee Members and, at all times, work together to achieve a common vision for the community, utilizing the diverse knowledge, expertise and talents of all Committee Members to optimal advantage.
- Challenge ideas and not people, creating a climate where it is okay to disagree.
- Communicate directly, concisely and honestly, listening without interruption, and be open-minded, allowing a variety of opinions to be heard.
- Work effectively with the administration.
- Refrain from criticizing individual Committee Members or staff in a way that casts aspersions on their professional competency and credibility.
- Respect that resolutions made shall reflect the majority view of the Committee.
- Respect that decisions of the Board are final and accurately communicate the decisions of the Board even if they disagree with the recommendation of the Committee.
- Committee Members shall respect the confidentiality of sensitive information known due to service on the Committee.
- Attend any training session for Committee Members.

A Committee Member may in writing request that an alternate be approved who can attend Committee Members on behalf of the Committee Member. Committee Member alternates are subject to Board approval.

By accepting to serve as an approved alternate, each approved alternate agrees to be bound by all aspects of these Terms of Reference.

An approved alternate cannot participate as a Committee Member if their respective appointed Committee Member is present at a meeting.

Only appointed Committee Members or their approved alternate can vote on matters considered by the Committee.

All Committee Members and approved alternates are subject to the Code of Ethical Conduct for Members of Council and Local Boards.

The Board may adopt additional policies pertaining to the governance and operations of the Committee.

A Committee Member or approved alternate may be removed by the Board at any time for non-compliance with applicable policies, procedures and any aspect of these Terms of Reference.

9.0 Role of Chair

The Chair and Vice-Chair shall be elected by the Committee to a one (1) year term at the first regular meeting. The Chair and Vice-Chair may be re-elected for two (2) additional consecutive one (1) year terms, for a total of three (3) consecutive years.

If the Chair and/or Vice-Chair have reached their term limit for holding such office as outlined above and no other Member wishes to stand for office, the Board has the authority to extend the term limit for the current Chair and/or Vice-Chair on an annual basis.

The Chair shall:

- Preside at all meetings of the Committee and preserve order among the Committee Members and other active participants.
- Be responsible for the overall administration of the affairs of the Committee.
- Rule on any points of order.
- Undertake any necessary work, including special projects and research, between meetings.
- Be the point of contact with the Board.
- Lead the preparation of the annual report submission/presentation to the Board.
- Recognize workload limitations of the advisory committee.
- Attend any training session offered by the TVC.
- Coordinate approval by the Board to engage staff resources (from the City) for the purposes of providing advisory or technical support specific to the mandate and activities of the Committee.

The Vice Chair shall:

- Assume all duties of the Chair if the Chair is not present within the first ten (10) minutes of a meeting.
- Attend any training session offered by the TVC.

Each of the Chair and the Vice-Chair is entitled to all rights of a Committee Member, including voting.

10.0 Role of staff

Staff has three (3) principle functions in regard to the Committee: secretariat role, policy advice role and supporting staff role. Where staff has a role, they shall follow the direction of the Board in undertaking any variation to the following functions:

Secretariat:

- Prepare agendas, including relevant materials, in cooperation with the Executive Director TVC.
- Electronically distribute agendas in accordance with Section 20 (Notice of Meetings), to all Committee Members, approved alternates, and appointed staff/industry liaisons.
- Arrange for or set up meeting areas, giving consideration to the nature of the matters to be discussed, any audio-visual requirements, attendance by the public and ensuring accessibility for all (Members to identify needs).
- Arrange for attendance of invited guests at meetings, in conjunction with the Chair.

During Meetings:

- Record when the meeting started and adjourned.
- Record the Committee Members present and absent.
- Record the approved alternates present.
- Determine if quorum is met.
- Take minutes, recording a summary of the discussion for each item, actions to be taken and recommendations, including the names of the movers of motions.
- Review and correct any errors in the minutes of previous meetings.
- Offer procedural advice to the Chair and the Committee Members.

After Meetings:

- Finalize minutes for distribution.
- Electronically distribute draft minutes to all Committee Members, approved alternates who were present, industry liaison and staff, as required.
- Coordinate with the Chair regarding any additional work requested by the Board.
- Liaise with the Executive Director of the TVC in instances where there are questions of procedure or administrative process.
- Maintain Committee and sub-committee minutes, reports and correspondence
- Ensure any correspondence, comments from the Committee and the Board and resolutions are followed up by the Committee in a timely manner

Policy Advisor:

Staff, in the capacity of a policy advisor, may offer policy advice in a non-voting capacity on matters within the purview of the Committee.

Support Staff:

Support staff may attend meetings of the Committee, as necessary, relevant to their area of expertise to provide information and/or advice. The role of staff is to act as a resource to the Committee on a project by project basis and not to do the work of the Committee unless assigned to do so by the Board.

Staff acting in any capacity shall not vote on any matter before the Committee.

Advisory comments received from any staff resource are to be considered by the Committee for information purposes only and do not reflect the opinions of the City or TVC. Staff shall not act in the capacity of a Committee Member at any time, including participating in the deliberation of matters before the Committee or drafting/recording findings for the purposes of reporting to the Board.

11.0 Role of Industry Liaison

- Build and maintain mutually beneficial relationships, facilitate communication and coordinate activities of the TVAC.
- Act as technical or subject matter expert for the TVAC.
- Industry liaisons shall not vote on any matter before the TVAC.

12.0 First Meeting

The first regular meeting each year shall be called by the Executive Director TVC who will conduct the election of the Chair and Vice-Chair by simple nomination and vote. Attention will be given to the orientation and training of Committee Members and approved alternates in attendance (if any), clarifying the Committee's mandate and any special needs.

13.0 Meetings

The proceedings of the Committee shall be governed by the City's Procedural By-law (7-2011) and By-law No.1, governing the TVC.

After the first meeting, the Committee shall meet quarterly thereafter (with the exception of July and August), and as required, to maintain the objectives of the Committee.

The Chair may call a special meeting of the Committee to address an urgent matter.

Meetings shall be conducted in person, or by other means of communication that permit all persons participating to communicate with each other simultaneously.

Meetings shall be held at a location within the City of Vaughan.

Meetings are to be open to the public.

14.0 Voting

At any meeting, every question shall be determined by a majority of the votes cast on the question.

All voting shall be done by a show of hands.

A tie vote will result in a defeated motion.

Committee members, including the Chair, and approved alternates may not abstain from voting unless they have disclosed a direct or indirect pecuniary interest in a matter under consideration. A refusal to vote for any other reason will be deemed to be voting in the negative.

15.0 Quorum

A quorum of the Committee Members shall be a majority of the Committee Members. Approved alternates shall be counted for the purposes of quorum.

If no quorum is present thirty (30) minutes after the time appointed for a meeting of the Committee, the Secretary shall record the names of the Committee Members and approved alternates present and the meeting will stand adjourned.

16.0 Absenteeism & Vacancy

If an appointed Committee Member is absent from three (3) consecutive scheduled meetings, or in the opinion of the Committee if any Committee Member's absenteeism jeopardizes the objectives of the Committee, the Committee may request the Board to appoint a replacement Committee Member. For the purposes of this provision, attendance by an approved alternate shall not be considered to be attendance by a Committee Member.

The position of a Committee Member or of an approved alternate becomes vacant if the Committee Member or approved alternate (as the case may be):

- Dies; or
- Resigns by written notice to the Board; or
- Is removed by the Board for their position.

If the position of a Committee Member becomes vacant, the position of their approved alternate shall also be deemed to have become vacant.

In the event of a vacancy in the position of Committee Member, the Board may appoint an individual for the Committee Member's unexpired term.

If a Committee Member and their approved alternate are unable to attend a meeting, they should inform the Chair and the Secretary as soon as possible to confirm quorum requirements.

17.0 Remuneration & Expenditures

Committee Members will participate on a pro bono basis without remuneration and no Committee Member shall directly or indirectly receive any remuneration, compensation or profit from occupying a position on the Committee.

Expenditures for any business-related expenses must be approved by the Board prior to any business-related expense being incurred. Business-related expenditures that do not have Board approval will not be reimbursed.

18.0 Sub-Committees

The Committee may, by resolution, establish sub-committees and delegate functions to such sub-committees, as required, to support the objectives of the Committee.

All sub-committees shall cease at the discretion of the Committee or at the expiry of the term of the sub-committee or of the Committee.

19.0 Conflict of Interest

An appointed Committee Member who has a direct or indirect pecuniary interest in a matter under consideration shall disclose the general nature of such interest to the Committee and it shall be recorded in the meeting minutes by the Secretary.

20.0 Notice of Meetings

A minimum of ten (10) days' notice of any meeting of the Committee shall be provided to the Board, Committee Members, appointed industry liaisons and staff, as required.

The transmittal of an agenda for a Committee meeting by email will be deemed as notice of that meeting.

Subject to the following paragraph, the Executive Director of the TVC shall provide a minimum of seven (7) days' notice of any meeting of the Committee to the public.

Notice of a special meeting called by the Chair to address an urgent matter shall be delivered by telephone or transmitted by email to each Committee Member and appointed industry liaisons and staff not less than twenty-four (24) hours before the meeting is to take place. The Executive Director of the TVC shall provide notice of any such meeting of the Committee to the public as soon as is practical.

Posting of an agenda to a website utilized by the TVC shall be deemed notice of that meeting to the public.

21.0 Agendas

The following components may be included in agendas:

- Confirmation of Agenda
- Declarations of Pecuniary Interest
- Approval of Minutes
- Correspondence Received
- Agenda Items
- Sub-Committee Reports (if applicable)
- Deputations and Presentations
- Other Business
- Next Scheduled Meeting
- Adjournment of Meeting

22.0 Media Relations & Communications

All media contact shall be directed to the TVC Chair.

The actions and recommendations of the Committee are subject to the policies and administrative practices of the City, including provisions pertaining to the use of corporate logo(s), letterhead, website, information pamphlets, media advertisements and the like.

If a Committee Member chooses to communicate through the media, which may include or involve interviews, editorials, writing of a regular column, etc. where they are identified as a member of a Committee, the Committee Member shall feature an appropriate and acceptable disclaimer stating, “the opinions reflected by the Committee Member are their own personal comments and are not endorsed nor representative of the Tourism Vaughan Corporation, the Tourism Vaughan Advisory Committee, the City of Vaughan, or City of Vaughan Council.”

23.0 Transparency

Recognizing the importance of keeping the public informed with respect to the Committee’s purpose, membership, and activities, these Terms of Reference and Committee Members’ names may be made public. Furthermore, meeting agendas and a summary of the outcomes of these meetings may also be posted publicly.

24.0 Amending the Terms of Reference

These Terms of Reference may be revised by the Board from time to time.