

November 15, 2011

Dear OMVIC member,

The Board of Directors of the Ontario Motor Vehicle Industry Council (OMVIC) is inviting nominations to fill the following vacant seats on the Board at its Annual and General Meeting scheduled for May 2012:

- One Director who is *not* a franchised dealer and who may or may not be a member of the Used Car Dealers Association (UCDA),
- One Director who *is* a franchised dealer and who may or may not be a member of the Ontario Automobile Dealers Association (OADA) or the Toronto Automobile Dealers Association (TADA), and
- One Director who is a member of *both* the Used Car Dealers Association and either the Ontario or Toronto Automobile Dealers Associations.

The Board of Directors is composed of 12 members, nine of whom are dealers drawn from all segments of the industry: large and small, used and new, urban and rural. These industry representatives are joined by three consumer/government representatives appointed by the Minister of Consumer Services. Dealer Board members are not appointed but rather are elected by dealers from across the province.

The Board's role is to:

1. Work with the Executive Director in providing overall business direction through strategic planning, determining priorities and setting policy guidelines.
2. Ensure financial and functional viability of OMVIC by exercising fiscal oversight and determining fee-setting policies.
3. Ensure OMVIC's operational and financial controls are operating properly.
4. Work with the Executive Director to ensure OMVIC has the necessary resources, competence, tools and organization to effectively fulfill its mandate.
5. Act as OMVIC Ambassadors.

Note: Board members are not involved in day-to-day operations and are prohibited from involvement in areas such as registrations, complaints, inspections, investigations or staffing.

If you are willing to serve in this challenging and rewarding position and want to **share your leadership, expertise and experience** to promote increased consumer confidence in our industry, then please read the following carefully.



Term and Requirements of Office

The Term of Office for a Board member is approximately three years from the date of the Annual and General Meeting at which the member is elected. Once elected Directors must sign agreements related to confidentiality, conduct and conflict of interest. Although not a requirement, dealers elected to the Board are encouraged to complete OMVIC's Certification Course.

There are 8-10 scheduled Board meetings per year. OMVIC's By-laws require Board members to attend a minimum of 75% of scheduled Board meetings. On average, Board members spend approximately 25 days annually on OMVIC business including preparing for, and attending Board and committee meetings.

Compensation

Board members receive a per diem for each meeting and reimbursement for all reasonable out-of-pocket expenses related to Board and committee work.

Selection criteria

In order to qualify as a candidate for election to the OMVIC Board of Directors, a nominee must:

1. be registered as a motor vehicle dealer, in good standing, under the Motor Vehicle Dealers Act, and
 - 1.1. whose registration is not currently subject to Terms & Conditions imposed by the Licensing Appeals Tribunal;
 - 1.2. not currently the subject of a proposal of the Registrar;
 - 1.3. have been registered under the MVDA 2002 for at least the two year period prior to the date of the nomination;
2. be a person of good character, honesty, integrity and financial responsibility;
3. agree to completion of any reasonable background checks, inspections and inquiries which may be required at the sole discretion of the Nominating Committee in its determination of the nominee's honesty, integrity, financial responsibility, and suitability to be a director, including but not limited to, OMVIC inspection findings, complaint history, and a Canada-wide criminal record check;
4. agree to permit the Registrar to share with the members of the Nominating Committee the results of the background checks referred to above;
5. commit to attending a minimum of 75% of scheduled meetings of the Board of Directors each year, and commit to active participation on committees;
6. commit to reviewing relevant materials prior to Board and committee meetings;
7. commit to the objects and purposes of OMVIC as listed in its Letters Patent;
8. be an Ontario resident;
9. be at least eighteen (18) years of age;
10. not be an undischarged bankrupt;

11. be supported by two other registrants in good standing who have endorsed the nominations form by affixing their signatures where noted;
12. satisfy such other qualifications or criteria which are established by the Nominating Committee from time to time including the endorsement of nominees by the appropriate trade association (i.e. UCDA, OADA/TADA, UCDA – OADA/TADA) and the desirability of maintaining regional representation;
13. sign the attached agreements relating to confidentiality, conduct and conflict of interest (“Responsibilities of a Director of OMVIC”); and
14. if required, attend an information exchange session with the Nominating Committee of the Board.

Composition

The OMVIC Board of Directors is currently composed of 12 individuals as follows:

- Two directors who are members of the Used Car Dealers Association;
- Two directors who are members of either the Toronto or Ontario Automobile Dealers Association;
- Three directors who are members of both the Used Car Dealers Association and the Toronto or Ontario Automobile Dealers Association
- One dealer who is not a Franchised dealer and who may or may not be currently a member of the Used Car Dealers Association
- One Franchised dealer who may or may not be currently a member of either the Ontario Automobile Dealers Association or the Toronto Automobile Dealers Association
- Three directors who are appointed by the Minister of Small Business and Consumer Services.

Nominations deadline

Nominations must be received at the address shown below no later than 5:00 p.m. on February 22, 2012:

Ontario Motor Vehicle Industry Council
789 Don Mills Road, Suite 800
Toronto, ON
M3C 1T5

Attention: Chandar Singh, Chief Financial Officer
Facsimile: 416-512-3709

Nominations forms

A copy of the nomination form is attached. Please note that nominees must confirm in writing their willingness to serve if nominated.



Inspection

OMVIC inspectors will conduct an inspection of the nominee's dealership prior to consideration of the nomination, and a written report of the inspection findings will be provided to the members of the Nominating Committee.

Sincerely yours

Matt Rispin
Chair, Board of Directors
Ontario Motor Vehicle Industry Council
789 Don Mills Road, Suite 800
Toronto, ON
M3C 1T5

ONTARIO MOTOR VEHICLE INDUSTRY COUNCIL Board of Directors Skills Profile

Board Skills and Experience

The Ontario Motor Vehicle Industry Council (OMVIC) has a mandate to protect and serve the public interest. OMVIC's Board of Directors must therefore comprise a range of members whose collective experience and skills are best suited to accomplish this mandate. Each member of the Board brings unique skills and experience to the task. This document sets out some of these skills and experiences and serves as a guide to OMVIC in developing its Board nomination and election process. Through the establishment of formal Selection Criteria and Board Member Skills Profile, the Nominating Committee attempts to ensure that OMVIC's Board of Directors are respected members of the community with a high level of integrity, and who collectively possess a mix of skills and experience that add strategic value to OMVIC.

Board members should:

- Demonstrate a positive attitude towards the public interest
- Actively participate when they have something to offer
- Listen to other points of view and support consensus-building
- Promote consumer protection and industry professionalism
- Possess diverse perspectives, including that of business, government and consumers
- Be strategic thinkers
- Understand the governance role of a Board member, its responsibilities and its limitations
- Demonstrate a willingness to actively support OMVIC's mandate and vision
- Be sensitive to the economic and ethnic diversity of the retail automotive sector

The Board will seek to achieve diversity in its membership.

Individual Knowledge and Experience

To enable it to provide strategic direction and fulfill its oversight responsibilities, the Board should include members with some of the following skills, knowledge and experience:

- Knowledge of retail automotive sector: new, used, leasing
- Membership on Boards, including not-for-profit Boards
- Public policy and regulatory environments especially pertaining to consumer law
- Customer service delivery
- Financial literacy
- Marketing, public relations and communications
- Executive management and compensation
- Technical training and public education
- Risk management and analysis
- Strategic planning

The Nominating Committee reviews and updates this profile periodically to ensure that it reflects the current needs of the Board consistent with the achievement of OMVIC's mandate and vision.



RESPONSIBILITIES OF A DIRECTOR OF OMVIC

By accepting my election to the OMVIC Board of Directors, I agree to adhere to certain standards outlined below. I understand it is my responsibility to:

- ❖ Remain well informed about the work of the Council and its stated objectives.
- ❖ Understand the role of the Council, its goals, and its services.
- ❖ Be thoughtful and objective, in all deliberations.
- ❖ Make decisions in consideration of the Council and its stated objectives.

As a Board Member I Hereby Agree To:

- ❖ Place regulation of the motor vehicle industry and protection of the public above any special interest, geographic or personal constituency.
- ❖ Attend and participate in, at minimum, three-quarters of the Board meetings, committee meetings and subcommittees (if applicable). I understand that failure to consistently attend meetings will result in a request for my resignation.
- ❖ Complete tasks and projects assigned and accepted.
- ❖ Be prepared to accept at least one Board committee assignment and actively participate in the committee meetings.
- ❖ Inform the Board of the needs and concerns of stakeholders.
- ❖ Self-evaluate my performance as a director each year.
- ❖ Understand that my role is to set policy. Recognize the role of the Registrar/CEO and OMVIC staff and refrain from involving myself in administrative decision-making or program implementation.

As a Board Member I Hereby Agree NOT To:

- ❖ Authorize the use of, or use for the benefit or advantage of any person, the name, emblem, endorsement, services, or property of the Council except in conformance with Council policy.
- ❖ Accept, or seek on behalf of myself or any related parties, any financial advantage or gain of other than nominal value offered as a result of my Council affiliation.
- ❖ Utilize any Council affiliation in connection with the promotion of partisan politics, religious matters, or positions on any issue not in conformity with the position of the Council.
- ❖ Disclose any information available to me solely because of my Board membership to any person not authorized by law or the by-laws of the Council to receive such information.
- ❖ Knowingly take any action or make any statement intended to influence the conduct of the Council in such a way as to confer any financial benefit on myself or any corporation or entity in which I have a significant interest or affiliation.
- ❖ Operate in any manner that is contrary to the best interests of the Council or the public.



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- ❖ Make public statements about the Council and its policies, the Board or other Board members or about Council or Board administrative matters, without the express authorization of the Council.

I furthermore understand and agree to support the following major functions of the Board:

- ❖ Maintain and perpetuate the Council as a viable, relevant, effective and legal entity by working with other Directors in overseeing and reviewing the conduct and operation of the Council.
- ❖ Act as a trustee of stakeholder interests and recognize my fiduciary duty to OMVIC.
- ❖ Review and approve plans and financial objectives for the Council's future role and scope of activities.
- ❖ Ensure the integrity of internal controls of financial management.
- ❖ Measure progress towards stated goals (consumer protection and education; industry regulation; customer service) and review management input on resource allocation.
- ❖ Assess the performance and results of management and the Council, including the Board of Directors.
- ❖ Exercise due diligence.
- ❖ Along with other Directors, act as steward of the Council's assets.

Signed: _____

Date: _____



NOMINATION FORM *(please complete both sides)*

TO: Chair, Nominating Committee
Ontario Motor Vehicle Industry Council
789 Don Mills Road, Suite 800
Toronto, ON
M3C 1T5

We, the undersigned, who are currently registrants in good standing under the Motor Vehicle Dealers Act, HEREBY NOMINATE the following registrant, TO BE A CANDIDATE for election to the Board of Directors of the Ontario Motor Vehicle Industry Council for a three (3) year period commencing upon election at the 2012 Annual and General Meeting to be held in May, 2012:

Name of Candidate: _____

Dealership (registration) name: _____

Dealer registration number: _____

Approved business address: _____

To the best of my knowledge, the candidate is a member in good standing.

Name and Dealer registration number of First Nominator: _____

Signature of First Nominator: _____

To the best of my knowledge, the candidate is a member in good standing.

Name and Dealer registration number of Second Nominator: _____

Signature of Second Nominator: _____

Please turn over →



I, the undersigned, certify that I meet the Selection Criteria and agree to the Term and Requirements of Office including those related to the collection and sharing of any information whatsoever from any source as permitted by applicable law relevant to my nomination to the Board of Directors.

I HEREBY AGREE TO STAND FOR ELECTION to the office of Director of the Ontario Motor Vehicle Industry Council (OMVIC). I also certify that I am a member in good standing of the following association(s): *Check all that apply.*

_____ **O.A.D.A.**

_____ **T.A.D.A.**

_____ **U.C.D.A.**

Nomination sought (please pick one):

1. **Seat reserved for a dealer who is *not* a franchised dealer and who may or may not be a member of the UCDA** []
2. **Seat reserved for a dealer who *is* a franchised dealer and who may or may not be a member of either the OADA or TADA** []
3. **Seat reserved for a dealer who is a member of *both* the UCDA and either the OADA *or* TADA** []

Name (please print)

Signature of Candidate

Date

NOMINATION FORMS MUST BE RECEIVED BY FEBRUARY 22, 2012

In order for OMVIC members to be provided with background information on eligible candidates, please provide a brief biography of approximately 100 words. Assuming that you meet the criteria for election, this information will subsequently be shared with OMVIC members to assist them in the voting process.



DIRECTOR CONFIDENTIALITY

I, the undersigned, agree and confirm that I will not use or disclose to any person, any confidential information or materials relating to OMVIC or any of its members unless legally compelled to do so. If the Board determines after due consideration, acting reasonably, that I have breached this agreement, in addition to any other remedies available to OMVIC, I agree to voluntarily resign from the Board.

Dated this _____ day of _____

Director

Definition of Confidentiality

1. Any and all information that is obtained by virtue of the individual's position as a Board member shall be deemed to be confidential and shall remain confidential until such time as it is made publicly available by OMVIC.
2. Without limiting the generality of the foregoing, all deliberations of the Board of Directors or its Committees are confidential. Any disclosure of such deliberations shall be made only by reference to the written approved minutes of a meeting.
3. The foregoing shall not preclude the Board of Directors from authorizing the disclosure of information as it, in its discretion, may deem appropriate.

