

January 17, 2019

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 June 2019:

- One Director who is a member of the Used Car Dealers Association (UCDA),
- One Director who is a member of the Trillium Automobile Dealers Association (TADA), and
- One Director who is a member of *both* the Used Car Dealers Association and the Trillium Automobile Dealers Association (UCDA-TADA).

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 Government and 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 Chief Executive Officer 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 Chief Executive Officer to ensure OMVIC has the necessary resources, competence, tools and organization to effectively fulfill its mandate.
5. Act as OMVIC Ambassadors.

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 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 per diems for meetings attended and reimbursement for all reasonable out-of-pocket expenses related to Board and committee work.

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 the Trillium Automobile Dealers Association;
- Three directors who are members of both the Used Car Dealers Association and the Trillium 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 the Trillium Automobile Dealers Association
- Three directors who are appointed by the Minister of Government and Consumer Services.

Nominations deadline

Nominations must be received at the address shown below no later than 5:00 p.m. on March 28, 2019:

Ontario Motor Vehicle Industry Council
65 Overlea Blvd., Suite 300
Toronto, ON
M4H 1P1

Attention: Chandar Singh
Facsimile: 416-512-3709
Email: chandar.singh@omvic.on.ca

Attachments

Selection criteria and Nomination Form together with other aspects of a Director are provided in the following attachments:

- Appendix "A": Selection Criteria and Definitions
- Appendix "B": Board of Directors Skills Profile
- Appendix "C": Responsibilities of a Director of OMVIC
- Appendix "D": Code of Conduct
- Appendix "E": Conflict of Interest Guidelines
- Appendix "F": Director Confidentiality
- Appendix "G": Nomination Form
- Appendix "H": Nomination Checklist

Please note that nominees must confirm in writing their willingness to serve if nominated.

Sincerely yours



Kevin Bavelaar
Chair, Board of Directors
Ontario Motor Vehicle Industry Council
65 Overlea Blvd., Suite 300
Toronto, ON M4H 1P1

Appendix "A" SELECTION CRITERIA

A. Definitions

As used in these Selection Criteria, the following terms have the meanings specified or referred to below:

- (a) "**Act**" means the *Motor Vehicle Dealers Act, 2002*, S.O. 2002, c. 30, Sched. B, including any regulations made thereunder, as amended from time to time;
- (b) "**Dealer Principal**" means, in respect of a registered motor vehicle dealer, either (1) a registered salesperson who has an Ownership Interest in such registered motor vehicle dealer, or (2) a sole proprietor who is a registered motor vehicle dealer;
- (c) "**motor vehicle dealer**" shall have the meaning ascribed thereto pursuant to the Act;
- (d) "**nomination**" means nomination of an individual as a candidate for election as a director of the Ontario Motor Vehicle Industry Council (OMVIC);
- (e) "**Ownership Interest**" means, in respect of a registered motor vehicle dealer, the beneficial ownership, held directly or indirectly (including through any holding company), of at least 15% of the share capital or at least 15% of any other equity interest in such registered motor vehicle dealer, as determined by the Nominating Committee, acting reasonably;
- (f) "**proposal of the Registrar**" means a proposal by the Registrar to suspend, revoke, apply conditions, or refuse to renew a registration; or an order of the Registrar under the Act in respect of false, misleading, or deceptive statements by registrants;
- (g) "**registered motor vehicle dealer**" means a person who is registered as a motor vehicle dealer under the Act and whose registration is not suspended;
- (h) "**registered salesperson**" means a person who is registered as a salesperson under the Act and whose registration is not suspended;
- (i) "**regulated industry**" means the industry regulated by the Act;
- (j) "**salesperson**" shall have the meaning ascribed thereto pursuant to the Act; and
- (k) "**trade**" shall have the meaning ascribed thereto pursuant to the Act.

B. Criteria

In order to be considered by the Nominating Committee to be a candidate for election to the OMVIC Board of Directors, an individual shall:

1. be a Dealer Principal of a registered motor vehicle dealer, and meet the following additional criteria:

- 1.1 neither the candidate's registration as a salesperson (if applicable), nor that of the registered motor vehicle dealer of which he or she is a Dealer Principal, has been the subject of an order from the Licence Appeal Tribunal regarding conditions of registration within the two year period prior to the deadline for submitting nominations;
- 1.2 neither the candidate's registration as a salesperson (if applicable), nor that of the registered motor vehicle dealer of which he or she is a Dealer Principal, is currently the subject of a proposal of the Registrar under the Act or subject to conditions applied by the Registrar under s. 9 of the Act;
- 1.3 the candidate has been the Dealer Principal of a registered motor vehicle dealer that has been registered continuously under the Act for at least two years prior to the deadline for submitting nominations;
- 1.4 the candidate has participated actively in the management of such registered motor vehicle dealer for at least two years prior to the deadline for submitting nominations;
- 1.5 the candidate has participated actively in the trading in motor vehicles on behalf of such registered motor vehicle dealer for at least two years prior to the deadline for submitting nominations; and
- 1.6 if the candidate is a Dealer Principal who is a registered salesperson (and is not a sole proprietor), he or she has been continuously registered as a salesperson under the Act for at least two years prior to the deadline for submitting nominations;
2. sign and commit to abiding by the attached agreements entitled "*Responsibilities of a Director of OMVIC*" and "*Director Confidentiality*";
3. agree to completion of any background checks, inspections, inquiries, and/or a Canada-wide criminal record check, as required at the sole discretion of the Nominating Committee;
4. agree to permit OMVIC to share with the members of the Nominating Committee the results of the background checks, inspections, and inquiries referred to above in paragraph 3;
5. be at least eighteen (18) years of age;
6. not be a person who has the status of bankrupt;
7. not be a person who has been found to be incapable by any court in Canada or elsewhere or who has been found under the *Substitute Decisions Act, 1992* or under the "*Mental Health Act*" to be incapable of managing property;
8. be a Director member of OMVIC or agree to come a Director member of OMVIC within ten (10) days of his or her election as a director;
9. not be an employee of a trade association representing the interests of the regulated industry;
10. have his or her nomination supported by two other current registered motor vehicle dealers who have endorsed the attached *Nomination Form* by affixing their signatures where noted;

11. be a current member of the group or trade association for which the seat he or she seeks is designated under paragraph 13(b) of OMVIC's General By-Law;
12. if required, attend an information exchange session with the Nominating Committee; and
13. satisfy such other qualifications or criteria that are established by the Nominating Committee from time to time.

Appendix "B"

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 Governance Committee of the Board 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.

Appendix "C"

RESPONSIBILITIES OF A DIRECTOR OF OMVIC

By accepting my election to the Board of Directors of the Ontario Motor Vehicle Industry Council (OMVIC), I agree to adhere to certain standards outlined below. I understand it is my responsibility to:

- ❖ Remain well informed about the work of OMVIC and its stated objectives.
- ❖ Understand the role of OMVIC, its goals, and its services.
- ❖ Be thoughtful and objective, in all deliberations.
- ❖ Make decisions in consideration of OMVIC and its stated objectives.
- ❖ Comply with the Code of Conduct and Conflict of Interest Guidelines, as they exist from time to time.

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.
- ❖ Be prepared to accept at least one Board committee assignment and actively participate in the committee meetings.
- ❖ 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.
- ❖ Inform the Board of the needs and concerns of stakeholders.
- ❖ Self-evaluate my performance as a director each year.
- ❖ Recognize the role of the CEO, Registrar, 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 OMVIC except in conformance with OMVIC 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 OMVIC affiliation.
- ❖ Utilize any OMVIC affiliation in connection with the promotion of partisan politics, religious matters, or positions on any issue not in conformity with the position of OMVIC.
- ❖ Disclose any information available to me solely because of my Board membership to any person not authorized by law or the by-laws of OMVIC to receive such information.

- ❖ Knowingly take any action or make any statement intended to influence the conduct of OMVIC 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 OMVIC or the public.
- ❖ Make public statements about OMVIC and its policies, the Board or other Board members or about OMVIC or Board administrative matters, without the express authorization of OMVIC.

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

- ❖ Maintain and perpetuate OMVIC as a viable, relevant, effective and legal entity by working with other Directors in overseeing and reviewing the conduct and operation of OMVIC.
- ❖ Act as a trustee of stakeholder interests and recognize my fiduciary duty to OMVIC.
- ❖ Review and approve plans and financial objectives for OMVIC'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 OMVIC, including the Board of Directors.
- ❖ Exercise due diligence.
- ❖ Along with other Directors, act as steward of the Council's assets.

Signed: _____

Date: _____

Appendix "D"

BOARD OF DIRECTORS - CODE OF CONDUCT

Board members agree that in order to exercise their fiduciary responsibilities as an OMVIC board member, they must:

1. Review materials provided for board and committee meetings
2. Arrive prepared to discuss issues, ask questions and challenge staff
3. Consult others (stakeholders) without violating confidentiality
4. Provide informed viewpoints
5. Encourage fellow board members to participate
6. Respect views of fellow board members even if those views vary significantly from their own
7. Respect the officers of the corporation and adhere to rules of decorum to ensure productive meetings
8. Make decisions that support OMVIC's objects and priorities
9. At all times, demonstrate respect for human rights
10. Make decisions which serve the best interests of OMVIC rather their own or any particular group or association
11. Avoid or declare real or perceived conflicts of interest
12. Conduct themselves in accordance with the law, this Code of Conduct, and the Confidentiality and Conflict of Interests policies
13. Conduct their businesses in accordance with the *Motor Vehicle Dealers Act, 2002*, and other laws which apply to their business
14. Ensure sound fiscal management of OMVIC

Appendix "E"

BOARD OF DIRECTORS – CONFLICT OF INTEREST GUIDELINES

A director of the corporation must act scrupulously to avoid actual, perceived and potential conflict of interest. Conflicts may arise where a director's personal, professional or business interests conflict with that of the corporation.

An actual conflict of interest arises when the director derives a personal, professional or business benefit from his/her position as director.

A perceived conflict arises when there is the perception that the director could derive a benefit from his/her position.

A potential conflict of interest exists solely if there is a perception that the director could derive a benefit from his /her position.

If a director believes that an actual, perceived or potential conflict of interest may exist, the director must immediately disclose the conflict and the nature of the conflict to the other directors.

Following the disclosure of the conflict of interest, the director with the declared conflict shall not be involved in any Board discussion giving rise to the conflict and the director with the declared conflict must abstain from any vote of the directors on the issue. In the director's best interests, as well as those of the corporation, the director with the declared conflict should leave the board meeting during any discussion of the issue giving rise to the conflict.

If following the disclosure by the director of a conflict, the majority of the other directors believe that it is in the best interests of the corporation for the director with the declared conflict to leave the board meeting during any discussion of the issue giving rise to the conflict, the director with the declared conflict shall leave the meeting.

If a director is unsure of whether he or she has a conflict of interest on an issue, he/she may wish to obtain an independent legal advice on the matter, or he or she may wish to put the matter before the board for its consideration. If the majority of the board believes that the director has an actual, perceived or potential conflict of interest, the board will request that the director declare a conflict of interest.

A director should be mindful of the need to treat as confidential all information which comes to his/her attention as a result of his/her appointment as a board member, particularly if such information would be of personal, professional or business benefit to the individual.

Appendix "F"
BOARD OF DIRECTORS – 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.

Appendix "G"
BOARD OF DIRECTORS – NOMINATION FORM

NOMINATION FORM *(please complete both sides)*

TO: Chair, Nominating Committee
Ontario Motor Vehicle Industry Council
65 Overlea Blvd., Suite 300
Toronto, ON
M4H 1P1

We, the undersigned, who are currently registrants in good standing under the Motor Vehicle Dealers Act, 2002, 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 2019 Annual and General Meeting to be held in June 2019:

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 and meets the selection criteria.	
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 and meets the selection criteria.	
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 OMVIC 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.***

_____ T.A.D.A. _____ U.C.D.A.

Nomination sought for (please pick one):

1. **Seat reserved for a dealer who is a member of UCDA []**
2. **Seat reserved for a dealer who is a member of TADA []**
3. **Seat reserved for a dealer who is a member of *both* UCDA and TADA []**

I certify that:

1. **I have participated actively in the management of _____ *(Please print dealership name)* for at least two years prior to the deadline for submitting nominations;**
2. **I have participated actively in the trading in motor vehicles on behalf of _____ *(Please insert dealership name)* for at least two years prior to the deadline for submitting nominations; and**
3. **I hold directly or indirectly beneficial ownership of at least 15% of the share capital or at least 15% of any other equity interest of _____ *(Please print dealership name)*.**

Name (please print)

Signature of Candidate

Date

PLEASE ALSO PROVIDE:

1. **MOST RECENT POLICE CLEARANCE REPORT**
2. **BRIEF BIOGRAPHY OF APPROXIMATELY 100 WORDS** (Assuming you meet the criteria for election, this information will subsequently be shared with OMVIC members to assist them in the voting process)

NOMINATION FORMS MUST BE RECEIVED BY 5:00 P.M. ON MARCH 28, 2019

Appendix "H"
BOARD OF DIRECTORS – NOMINATION CHECKLIST

Required documents:

Signed Responsibilities of OMVIC Director Form	
Signed Nomination Form (2 pages)	
Signed Director of Confidentiality Form	
Most recent police clearance report	
Brief biography (approx.. 100 words)	

Nominations deadline:

Nominations must be received at the address shown below no later than 5:00 p.m. on March 28, 2019:

Ontario Motor Vehicle Industry Council
65 Overlea Blvd., Suite 300
Toronto, ON
M4H 1P1

Attention: Chandar Singh
Facsimile: 416-512-3709
Email: chandar.singh@omvic.on.ca