

POLICY TYPE:	GOVERNANCE/BOARD	
POLICY:	BOARD REMUNERATION POLICY	
APPROVED:	Board of Directors	2017-06-27
REVISION APPROVAL & EFFECTIVE DATES:	2019-05-25; 2021-05-19; 2021-11-17; 2022-09-20; 2024-02-27	
REVIEW RESPONSIBILITY:	Governance and Nominating Committee	
NEXT REVIEW REQUIRED:	2027	

1. Purpose and Scope

The purpose of this policy is to establish remuneration amounts and guidelines for calculating remuneration for members within the following groups:

- i. OMVIC Board of Directors (OMVIC Board)
- ii. Standing, ad-hoc, or working committees established by the OMVIC Board, including individuals who are not OMVIC Board members
- iii. Advisory councils established by the OMVIC Board, including individuals who are not OMVIC Board members
- iv. Motor Vehicle Dealers Compensation Fund (MVDCF) Board of Trustees (MVDCF Board) and its committees
- v. Discipline and Appeals Committees
- vi. Any other person that the OMVIC Board may, at its discretion, appoint to act on its behalf on OMVIC-related matters

Remuneration refers to the per diem payment provided to chairs and members of the groups outlined above. This payment acknowledges their active involvement in and preparation for meetings and other official business. Meeting attendance includes participation in board and committee meetings, disciplinary hearings, training and orientation sessions, and meetings with government officials and other stakeholders. This remuneration is equally applicable to both in-person and virtual meetings.

Claims for out-of-pocket travel, meals, and other expenses while undertaking business on behalf of OMVIC, including the activities referenced above, are addressed in OMVIC's Travel and Meal Expense Reimbursement Policy.

2. Principles

In accordance with OMVIC By-Law-No. 1 and Ontario Regulation 333/08: GENERAL under the *Motor Vehicle Dealers Act, 2002*, the OMVIC Board sets the remuneration paid for the groups specified in Section 1.

This policy is based on the following principles:

- **Accountability:** OMVIC is accountable for the funds it receives through its administration of the *Motor Vehicle Dealers Act, 2002* and ensures fiscal responsibility. All remuneration must support business objectives.
- **Fairness:** OMVIC's remuneration practices will be fair and reasonable.
- **Transparency:** OMVIC is transparent about its use of funds. This policy will be made publicly available on OMVIC's website.

3. Remuneration Amounts

i. OMVIC Board and Standing/Ad-Hoc/Working Committee Meetings

Board Chair	\$850 per diem
Board Vice-Chair	\$780 per diem
Board Member	\$570 per diem
Committee Chair	\$640 per diem*
Committee Member	\$570 per diem

** Unless an officer of the OMVIC Board, in which case the Board Chair or Board Vice-Chair rate applies.*

ii. Advisory Council Meetings

Council Chair	\$350 per diem*
Council Vice-Chair	\$350 per diem
Council Member	\$250 per diem

** Unless a member of the OMVIC Board, in which case the Board Member rate applies.*

iii. MVDCF Board and Committee Meetings

Board Chair	\$850 per diem
Board Vice-Chair	\$780 per diem
Board Secretary-Treasurer	\$780 per diem
Board Member	\$570 per diem
Committee Chair	\$640 per diem*
Committee Member	\$570 per diem*

** Unless an officer of the MVDCF Board, in which case the Board Chair, Board Vice-Chair or Secretary-Treasurer rate applies.*

iv. Discipline and Appeals Committee Meetings, Hearings and Other Proceedings

Panel Chair	\$850 per diem
Panel Member	\$570 per diem
Discipline Committee Chair	\$570 monthly stipend*

* Includes remuneration for one Reviewing Panel per month. Remuneration for additional Reviewing Panels in one month will be payable at the Panel Member rate for the Discipline Committee Chair.

v. Other OMVIC Business

Remuneration for events and activities not specified in this policy requires written approval from the relevant board/committee chairs or the CEO for advisory council members. Approval must be obtained before participating in the event or activity.

vi. Preparation Time

Preparation time is paid when meeting materials are sent out before a meeting unless determined otherwise by the individual chairing the meeting. Preparation time is payable at 50% of the per diem.

4. Calculation of Remuneration and Restrictions

i. Calculation of Remuneration

- The per diem is payable for meetings and other official business lasting over ninety (90) minutes.
- For meetings/other business lasting ninety (90) minutes or less, 50% of the per diem is paid.
- The maximum preparation time in one calendar day is 50% of the full per diem.
- The Committee Chair rate applies when hosting meetings and when presenting standing committee reports at OMVIC Board meetings.
- Discipline and Appeals Committees: Remuneration at the per diem rate may be paid for discipline and appeal decision writing if completed in a reasonable time. Per diems for this must be approved in writing by the Discipline Committee Chair.

ii. Restrictions

- Only one per diem is payable regardless of the number of meetings or events attended in one calendar day.
- If the sum of multiple meetings in one calendar day is greater than ninety (90) minutes, the per diem is payable. However, if the sum is less than ninety (90) minutes, 50% of the per diem is payable.

- No per diem is paid for dealer/salesperson board members (OMVIC and MVDCF) taking OMVIC's certification course through the Automotive Business School of Canada.
- Advisory Councils: Preparation time is not applicable for advisory council meetings.
- Discipline and Appeals Committees: Preparation time does not apply to disciplinary and other proceedings unless approved in writing by the Discipline Committee Chair.

iii. Ministerial Appointments: Public Servants

As outlined in the administrative agreement between OMVIC and the Ministry of Public and Business Service Delivery, OMVIC Board members appointed by the Minister will be paid at the same rate as other OMVIC Board members. However, ministerial appointees employed by the public service of Ontario will not receive any remuneration unless permitted under the Ontario Public Service Agencies and Appointments Directive or any successor directive.

5. Payments

Per diem payments will be made monthly based on records of meetings or events/activities attended. Per diem payments are reviewed, approved and processed in accordance with OMVIC's Delegation of Authority Policy.

Per diem payments are considered income from office or employment under the Income Tax Act. They are subject to source deductions for income tax and the Canada Pension Plan as applicable. Payments will be through payroll via direct deposits at the end of the month. Annual T4 slips will be provided at the end of the year for filing of tax returns.

6. Accountability Framework

The Chair of the respective Boards and the Chair of the Discipline Committee, with support from the Board Secretary, Manager, Discipline and Appeals Committees, and the Chief Financial Officer, are accountable for effectively implementing this policy within their areas of responsibility.

The Governance and Nominating Committee will review this policy every three years or as needed. Proposed remuneration increases will consider inflation and will be contingent upon the organization's overall financial health and stability.

The Governance and Nominating Committee will be responsible for conducting these reviews and making recommendations to the OMVIC Board. However, the OMVIC Board reserves the right, at its discretion, to engage an external consultant periodically for an independent review of the OMVIC's remuneration structure.

All remuneration adjustments will be subject to approval by the OMVIC Board.