

CONSUMER ADVISORY COUNCIL

TERMS OF REFERENCE AUGUST 2023

PREAMBLE

The Ontario Motor Vehicle Industry Council (“OMVIC”) is a not-for-profit corporation that administers and enforces the *Motor Vehicle Dealers Act, 2002* (the “MVDA”) and certain provisions of the *Consumer Protection Act, 2002*. OMVIC acts in the public interest and ensures a fair, safe and informed marketplace.

PURPOSE

The purpose of the Consumer Advisory Council (the “CAC”) is to provide guidance and advice to the OMVIC Board of Directors (the “Board”) on issues of importance to consumers related to its mandate and activities, as well as issues identified by OMVIC.

COMPOSITION

The CAC members will be selected by the CEO and Registrar of OMVIC based on the criteria outlined below.

The CAC will be composed of a minimum of five (5) and a maximum of ten (10) members, with a variety of backgrounds and experiences, such as:

- Individual consumers
- Representatives of Consumer Associations or Groups, preferably operating in Ontario
- Individuals with experience in consumer advocacy (not necessarily in the area of vehicle purchasing but on behalf of consumers in the public interest)
- Lawyers or paralegals licensed by the Law Society of Ontario working for/on behalf of car buyers

In addition to the requirements outlined above, OMVIC will endeavour to ensure that members of the CAC:

- Represent diversity in Ontario and include a range of perspectives (ethnic, gender, age, professions).
- Represent geographical diversity in Ontario.
- Have demonstrated credibility, integrity and high ethical standards in their business dealings.
- Are not employees of OMVIC or connected by family or association with employees of OMVIC.
- Are not a member of the OMVIC Board or connected by family or association with an OMVIC Board member.
- Are not a member of OMVIC’s Industry Advisory Council.

Consumer Associations or Groups may recommend a representative for membership. Other representatives may be sourced through a call for applications process administered by OMVIC.

TERMS

Members

Inaugural members of the CAC will be appointed to serve staggered terms of one (1) or two (2) years. Thereafter, new and returning members of the CAC will be appointed to serve a term of two (2) years. Members may be eligible for reappointment at the end of their term at the discretion of the CEO and Registrar of OMVIC, subject to a limit of four (4) consecutive years of service. An individual who has served four (4) consecutive years may be reappointed provided at least one (1) year has elapsed since his or her last term as a member.

Chair

The inaugural Chair will be selected by the CEO and Registrar of OMVIC to serve for a one (1) year term. Thereafter, the CAC members will select a Chair from among the members of the CAC on an annual basis. No CAC member shall serve as Chair for more than two (2) consecutive years.

TERMINATION OF MEMBERSHIP

Any member may resign from the CAC at any time by giving written notice to the CAC Chair or the CEO and Registrar of OMVIC. Such resignation shall be effective on receipt of such notice.

Membership may be terminated by the CEO and Registrar, in consultation with the CAC Chair, for any of the following reasons:

- Poor attendance
- Not participating in the CAC meetings
- Breach of confidentiality or conflict of interest requirements
- No longer affiliated with a Consumer Association or Group
- Other reasons as determined by OMVIC

ROLES AND RESPONSIBILITIES

The role of the CAC is advisory. Any advice or recommendations of the CAC will be reviewed and considered by the Board and may or may not result in action. The role of the CAC includes:

- Providing feedback on consultation plans prepared to support policy and regulatory changes.
- Reviewing consultation results and providing advice on proposed policy and regulatory changes.
- Exploring ways and means to improve service delivery, consumer awareness, education and engagement to enhance consumer confidence and advance consumer protection.
- Providing advice on emerging issues brought forward by OMVIC.
- Identifying issues of interest and importance to consumers based on OMVIC's consumer protection mandate.
- Providing recommendations to the OMVIC Board for areas of improvement or review to be considered in the development of OMVIC's annual business plans and strategic plans.
- Preparing a work plan to support its mandate.

The role of the CAC does not include:

- Decision-making on strategic, operational or policy priorities.
- Decision-making on the allocation of financial and human resources.
- Representing OMVIC in public or to the public, including the media.

QUORUM

A majority of members of the CAC constitutes a quorum.

MEETINGS

The CAC will meet up to four (4) times per year on a quarterly basis.

Additional meetings may be called at the request of the CAC Chair or the CEO and Registrar (or delegate) of OMVIC.

Meetings will be held in person or virtually via telephonic or electronic means. A quorum must be present for the meeting to go forward.

The CAC Chair and the CEO and Registrar (or delegate) of OMVIC are responsible for setting an agenda for the CAC. The meeting agenda and supporting material will be sent to each member before the meeting.

Meeting minutes will be developed by OMVIC staff, and a draft will be distributed to members following the meeting for approval by the CAC at its next meeting.

CAC MEMBER EXPECTATIONS

The CAC members will be expected to:

- Regularly attend and actively participate in scheduled meetings, providing advice drawn from their industry experience and observations.
- Be sufficiently familiar and aware of OMVIC's mandate and activities such that they can fulfill the purpose and objectives of the IAC.
- Safeguard the confidentiality of materials and discussions, including refraining from posting details on any social media.
- Refrain from using participation in the forum to gain benefit or influence the organization in a way that may be considered a perceived, potential or actual conflict of interest.

Each member of the CAC shall sign a confidentiality agreement and a conflict of interest declaration and attest to compliance annually.

OMVIC SUPPORT

OMVIC staff will provide administrative support to the CAC, such as scheduling meetings, distributing an agenda and supporting materials and drafting meeting minutes.

Members will be encouraged to recommend or request agenda items to the CAC Chair before a meeting.

OMVIC will provide an orientation for new members, including an overview of OMVIC's strategic direction, the CAC's mandate and member roles and responsibilities.

REMUNERATION AND EXPENSES

The CAC members will be eligible to receive per diems for meetings attended subject to OMVIC's Board Remuneration Policy.

Financial support for out-of-pocket travel expenses to attend in-person meetings will be provided subject to OMVIC's Travel and Meal Expense Reimbursement Policy.

REPORTING STRUCTURE

The Chair of the CAC will report to the Board on a quarterly basis to communicate key recommendations and emerging issues.

In addition, the activities of the CAC will be presented in OMVIC's Annual Report.

TRANSPARENCY MEASURES

The CAC will operate transparently as a representative body of OMVIC. As such, the following transparency measures will be established:

- The CAC membership will be posted on OMVIC's website.
- The CAC's Terms of Reference will be posted on OMVIC's website.

COUNCIL REVIEW

The CAC's effectiveness in meeting its objectives will be evaluated by OMVIC, along with the Terms of Reference, every two (2) years.

These Terms of Reference may be amended, varied or modified in writing by OMVIC after consultation with the CAC and the Board's Governance and Nominating Committee.

Approved by the OMVIC Board of Directors on August 30, 2023