



## Guiding Principles for Advisory Committees

### 1. DEFINITIONS

- **“ACTA”** means the Association of Canadian Travel Agencies and Travel Advisors;
- **“ACTA Team”** means the President, Director of Advocacy and Industry Relations, Director, Marketing, Communications & Partnerships, or designated employee of ACTA;
- **“Advocacy Committee”** means the “primary” Advocacy Committee, composed of current members of equitable representation and influence. Board members may be members of the Advocacy Committee. The Advocacy Committee is co-chaired by ACTA’s President and Director of Advocacy and Industry Relations.
- **“Board”** means the board of directors of ACTA;
- **“By-Law”** means the by-laws of ACTA as amended and which are, from time to time, in force and effect;
- **“Committees”** means any committee or sub-committee established by the ACTA Team and/or the Advocacy Committee to address specific issues whether that is with key supplier groups, or local/regional issues.
- **“Framework”** means the ACTA Advocacy Governance Framework, which establishes guiding principles by which advocacy issues are formulated, evaluated, and actioned by member-based committees, and delivered by the ACTA Team. It ensures ACTA’s advocacy activities reflect the interests of members-at-large and provides direct engagement with the ACTA Team.
- **“IMR”** means the issues management recommendation, which is a summary of the issue, preliminary research (if required), proposed prioritization, and proposed action.
- **“Member”** means a member of ACTA and includes a Retail Member, Allied (Travel Supplier) Member, Certified Member and Auxiliary (Independent Travel Advisor) Member and where references are made to “Member” in these Guiding Principles, the reference shall be deemed to be only to that class or those classes of Members entitled to receive notice of, attend and vote at such meeting or vote on such matter;
- **“Regional Advisory Committee”**, formerly Regional Councils, means a sub-committee under the ACTA Advocacy Governance Framework established for the discussion, evaluation, and action of regional advocacy issues and/or other regional matters.
- **“Regional Advisory Committee Chair”** means an individual selected by the Regional Advisory Committee to fulfill the role of a Regional Advisory Committee Chair for a Region.

### 2. PURPOSE

The Framework proposed and accepted by the Board, recommended the establishment of guiding principles for the purpose of functionality and consistency among committees. Committees include (*for example*):

- i. Air Advocacy Committee,
- ii. Cruise Advocacy Committee,
- iii. Tour Operators Advocacy Committee,
- iv. Independent Travel Advisor (ITA) Advocacy Committee,
- v. Travel Agency Leaders Advisory (TALA) Committee,
- vi. Canadian Corporate Travel Advisory (CCTA) Committee, and
- vii. Regional Advisory Committees.

These committees would receive and independently formulate issues, evaluate issues with the interests of member-at-large and ACTA's mission/resources, and develop actions for delivery by the ACTA team.

Further, the purpose of regional advisory committees is to provide a consultative forum to advise on local and provincial issues and to advise and support on the direction, planning and strategies that support the goals and objectives of ACTA. Regional advisory committees will be in the regions of:

1. British Columbia/Yukon;
2. Alberta/Northwest Territories;
3. Saskatchewan and Manitoba/Nunavut;
4. Ontario;
5. Quebec; and
6. Atlantic.

The regional advisory committee may determine if the positions on the committee should be geographically based. However, it is recommended that the Atlantic Regional Advisory Committee has representation from each of the provinces within that region.

### **3. COMMITTEE MEMBERSHIP**

#### **3.1 Committee Members**

Committees may be formed at the discretion of the Advocacy Committee, with the exception of the Regional Advisory Committees. Committee participants are members of ACTA in good standing, and/or any individual identified by the committee, vetted by the Advocacy Committee, and deemed a valuable contributor.

All committee members shall participate without remuneration. Subject to the constraints of budgets, regional advisory committee members may receive reimbursement for reasonable expenses incurred on behalf of ACTA in their respective capacity as a member of a regional advisory committee. Expense limits for ACTA have been established and subject to review by the Board at any time.

#### **3.2 Committee Formation Process**

Upon the intent to form a committee, an "expression of interest" will be circulated among members and may be targeted to those members within a certain class of membership or geographic region as in the case of regional advisory committees and received by the ACTA team.

The ACTA team will vet the expression of interest submissions to establish equitable representation and influence, and upon completion of this process, the committee is formed.

As per Section 2, the formation of regional advisory committees will involve Members from the previously established regional groups. A select smaller number of Members from the previously established regional group, will work with the ACTA team in reviewing the expression of interest forms submitted in order to establish the new regional advisory committee.

**Elections:** In the event a situation arises during the formation of a regional advisory committee whereby it is best to resolve the selection process by way of an election, this process would be executed by the ACTA team by means of a virtual election. The process would be like the process established for positions on the National Board of Directors when a position on the Proposed Slate of Directors is challenged. When this occurs, there is an election via ballot with online voting open for ten (10) business days and then it closes.

### 3.3 Size of a Committee

The number of positions on a committee will be determined by the ACTA team and/or the Advocacy Committee. For regional advisory committees, the recommendation that it is in the range of six (6) to twelve (12). In the combined region of Saskatchewan and Manitoba/Nunavut, the representation should be equal. For example, if there are four (4) committee members from Saskatchewan, then there is four (4) committee members from Manitoba/Nunavut for a combined total of eight (8) committee members for that regional advisory committee.

### 3.4 Committee Chairs

Each committee is chaired by an appropriate member of the ACTA team.

Regional advisory committees select a Chair to assist in facilitation of the regional advisory committee meetings and in the case of the combined region of Saskatchewan and Manitoba/Nunavut, Co-Chairs are selected, with a Chair selected from each region. Selection of a Regional Advisory Committee Chair will be determined by a show-of-hands vote of a majority of the votes cast, with a separate regional vote in the case of the combined Saskatchewan and Manitoba/Nunavut region. In the event of a procedural question, or an impasse, arising during the selection of the Regional Advisory Committee Chair/Co-Chair position, the ACTA team and/or Board shall be consulted and its determination of the procedure to be followed shall govern; and in the event that it is not available to rule immediately, the vote shall be adjourned until further consultation.

It is recommended that each regional advisory committee, except for the Saskatchewan and Manitoba/Nunavut region, select a Vice Chair to assist in facilitation of the regional advisory committee meetings.

The Regional Advisory Committee Chair/Co-Chair and Vice Chair positions shall serve a term of two (2) years or until a successor is selected should one of these positions be vacated within the two (2) year term.

### 3.5 Term of a Regional Advisory Committee Member

The maximum term of a regional advisory committee member is ten (10) years. For the initial year, the committee member terms should be staggered to ensure consistency. For example, if a regional advisory committee has eight (8) people, then four (4) should be for a two (2) year period and the remaining four (4) for a one (1) year period. After the initial year, the terms shall be for a two (2) year period up to a maximum of ten (10) years.

### 3.6 Removal of a Committee Member

A committee member may be removed from a committee if:

- i. a member ceases to be a member in good standing of ACTA, or
- ii. a members of a committee decide that it is in the best interests of ACTA to terminate the committee member, by a vote of a majority of committee members (excluding the committee member in question) after evaluation by the ACTA team and after the committee member in question is afforded an opportunity to hear and respond to the reasons cited in support of the committee member termination, or
- iii. the members of a committee have confirmed that a committee member has violated a provincial or federal law or regulation, an ACTA by-law, or a policy or rule of ACTA, and that it is in the best interests of ACTA to terminate the committee member, by a vote of a majority of those voting (excluding the committee officer in question, if relevant) after evaluation by the ACTA team and after the committee member in question is afforded an opportunity to hear and respond to the reasons cited in support of the committee member termination, or
- iv. a committee member tenders their resignation.

## 4. COMMITTEE MEETINGS

### 4.1 Term

The term of a committee will be established by the ACTA team and/or Board as deemed appropriate; except for the term of the regional advisory committees that may only be determined by the Board. Committees may, for example, be issues-driven and as such, when the issue is resolved, the committee could be disbanded. In other cases, a committee may be longer term such as the Air Advocacy Committee or regional advisory committees.

### 4.2 Attendance

Attendance at a committee meeting shall be restricted to members of that committee, appropriate members of the ACTA team, or guests invited by the committee and acceptable by the ACTA team.

### 4.3 Frequency of Committee Meetings

Frequency of committee meetings will be established by the ACTA team, Board, and/or the Chair of a committee should one be selected as in the case of regional advisory committees. Committees may meet as often as once a month or as few as twice a year. With quorum, committees may meet virtually, by conference call, or subject to the constraints of budgets, by in-person.

### 4.4 Notice of Meetings and Meeting Agendas

Committee members shall be entitled to receive notice via electronic means (email) of the date, time, location and expected agenda for each such meeting at least five (5) business days prior to the date of such meeting, or unless otherwise determined by the Chair or Co-Chair. Inadvertent failure of the notification to one or more of the members entitled to receive it, shall not negate the business transacted at such a meeting.

The Chair or Co-Chair, whether that is an ACTA team member in the cases of committees or the Regional Advisory Committee Chair/Co-Chair in the case of regional advisory committees, will prepare meeting agendas in collaboration with the ACTA Team.

#### 4.5 Quorum of Committee Meetings

A simple majority of the members of the committee constitutes a quorum.

#### 4.6 Issues Management Process and Decision Making

The Framework outlines that at the preliminary issues formulation stage, issues are brought to the attention of the Advocacy Committee or appropriate issues committee by the ACTA team, or any committee can bring up an issue by its own accord. Typically, with the latter, the issues raised by a committee with decision to bring the issue forward, followed consensus process (agreement of most of the sub-committee members with minority objections noted following discussion).

The ACTA team then tenders to the Advocacy Committee or appropriate issues committee an issues management recommendation (IMR). The appropriate issues committee evaluates the IMR and issues an action to the ACTA team, including accepting the IMR's proposal, modifying it, or rejecting all action.

At times, the issues committee may defer the IMR evaluation to the Advocacy Committee, which can ultimately override the decisions of the issues committee. Finally, the ACTA President and Board hold a veto power to overrule the decision of the Advocacy Committee where they feel the actions of the Advocacy Committee or issues committees are not in the interest of ACTA's continuity or members-at-large.

Following a committee action, the ACTA team is responsible for its delivery. Further, the ACTA team is responsible for reporting work and updates to the responsible committee, and if necessary, to make recommendations for modifications to the approved actions. The ACTA team must be given sufficient discretion to ensure rapid response ability with sufficient oversight from the responsible committee.

In addition, the issues committees will be responsible for supplier issues, subject to the Advocacy Committee's oversight. Responsibilities include the management of supplier best practices and compliance with ACTA's Membership Obligations. Committees will liaise with external organizations on joint issues management (for example, the Cruise Issues Sub-Committee would liaise with CLIA).

There are routine advocacy actions (for example, IATA's PAPGJC participation) which would be described as "exempt" from this procedure and wholly within the ACTA team's authority to ensure necessary expediency.

**Urgent Issues:** At times, ACTA will be called upon to act on urgent issues that may require management sooner than a committee is able to convene. At the discretion of ACTA's President and the Board, ACTA must have unilateral authority to act on rare urgent issues, subject to reporting and oversight by committee.

#### 4.7 Minutes

Formal minutes do not have to be recorded at a committee meeting. However, action items and key notes of the meeting should be captured and distributed by the committee Chair or Co-Chair to members of the committee. The management of issues is described under 4.6 Issues Management Process and Decision Making above.

## **5. Reporting/Relationship**

### **5.1 Reporting**

Committees report issues and/or submit action items and key notes as described in Section 4: Committee Meetings above.

### **5.2 Relationship**

Committees report to the ACTA team as described in Section 4: Committee Meetings above.

### **5.3 Regional Representation and the ACTA Board of Directors**

Historically, Regional Advisory Committees (formerly Regional Councils) nominated one person from the Regional Council to which the person submitted an application to the ACTA Nominating Committee for consideration of the proposed slate of names for the ACTA Board of Directors. The purpose was to ensure that there was required regional representation as per Article 5.2 of By-laws No. 1. The person nominated was not necessarily the Chair of the Regional Council and in the case where a Regional Council Chair submitted an application, this was not conducted through an automatic nomination.

Anyone from the regions that meet the criteria to be a Director on the Board is eligible to apply to the ACTA Nominating Committee when the notice of nominations for election to the Board has been announced (see Articles 5.2 and 5.3 of ACTA's By-laws No. 1). However, the new regional advisory committees will continue to recommend such representation to the ACTA Board of Directors as has been done historically.

The representative does not need to be the Chair/Co-Chair of the Regional Advisory Committee.

The ACTA Nominating Committee refers to the Board of Directors Criteria to propose a strong slate of Director for election by the Membership at the Annual General Meeting each year.