

## **Terms of Reference – June 2024**

### **Contractor Advisory Council (CoAC)**

#### **1.0 INTRODUCTION**

ESA regularly consults with our safety partners. Gaining their insight and advice helps ESA anticipate and understand electrical-related harms. Their comments make our plans and campaigns better as we work together to reduce serious and fatal injury, damage and loss.

Our partners include the public; local distribution companies; electrical contractors; engineers; and manufacturers. They provide feedback through stakeholder advisory councils.

The Contractor Advisory Council (CoAC) seeks input and advice on issues from electrical contracting industries it both regulates and serves.

#### **2.0 MANDATE AND ROLE**

CoAC is mandated to provide views and advice specific to the electrical contracting sector to ESA leadership.

CoAC will provide advice and input to ESA leadership in a number of areas. Specifically, CoAC will provide a forum for:

- The contracting industry to provide advice to ESA regarding ways ESA can improve its contractor-related business services;
- The contracting industry to provide advice to ESA regarding the way ESA carries on its regulatory functions pertaining to electrical contractors;
- ESA to communicate with associations in the electrical contracting industry (and their members) to seek input and consensus around proposed ESA initiatives and validate the effectiveness of existing services;
- CoAC members to provide input into new programs before their implementation;
- Identifying and proactively bringing forward safety issues;
- Consultation and input into amendments to regulatory changes within the scope of regulations under the *Electricity Act, 1999* and assessing results;
- Providing feedback from and facilitating communications with the electrical contracting industry across Ontario;
- As required, CoAC may identify Ontario Electrical Safety Code or technical issues or concerns for referral to the Ontario Provincial Code Committee for consideration.

CoAC's role is to work in partnership with ESA to make recommendations regarding ESA's strategies and policies, to assess results, and to provide advice to ESA leadership on issues related to safety, compliance and the electrical contractor industry. CoAC members are encouraged to have due regard for the interests of all industry stakeholders and seek a balance between the need to ensure continued protection of the public interest (through maintaining public safety standards), while supporting the specific interests of the electrical contracting industry. CoAC is encouraged to engage in a collaborative approach that both builds new and reinforces existing industry partnerships.

#### **3.0 ISSUE-SPECIFIC WORKING GROUPS**

CoAC may establish working groups, as deemed necessary, to explore and make recommendations on specific issues that arise. The working group acts only in an advisory capacity to CoAC. The Chair of the working group shall be a member of CoAC, but the membership of the working group may include members who are not represented on CoAC, as dictated by the needs of the issue and working group.

#### **4.0 STRUCTURE AND MEMBERSHIP**

CoAC membership is intended to achieve an effective balance among electrical contracting industry interests with representatives from both the Electrical Contractors Association of Ontario (ECAO) and the Ontario Electrical League (OEL), representing diverse industry segments and geographic locations.

Members selected to represent the industry sectors noted below should be designated from either the ECAO or OEL associations.

The target membership matrix is outlined below:

##### **4.1 CoAC MEMBERSHIP MATRIX:**

<b>Member Representation</b>	<b>Number</b>
OEL-designated contractor	5
ECAO-designated contractor	5
Independent Electrical contractor	1
<b>Total</b>	<b>11</b>
<b>Sector Representation</b>	
Multi-Residential (high rise)	1
Single Family Residential and Renovations contractor	2
High Voltage/Utility	1
Commercial, Industrial, Institutional, Maintenance	4
At-Large Members	3
<b>Total</b>	<b>11</b>

A simple majority of members present at a given meeting constitutes quorum. ESA will be represented at each meeting by at least one member of the senior leadership team, and is encouraged to have senior representation from across multiple business groups regularly appear at CoAC discussions.

#### **5.0 CoAC MEMBERS**

CoAC functions as an advisory body. It is important that members are drawn from the appropriate industry segments. Candidates should possess a strong grasp of the electrical contractor sector and be well regarded within the industry. Representatives should reflect the types of notification requests that ESA faces and, alongside the Membership Matrix, should be revisited from time to time. Individuals holding senior positions in organizations, associations or firms are considered the preferred candidates.

##### **5.1 Member Expectations**

- Attend all scheduled and special CoAC meetings, sending regrets if otherwise;

- Understand the role and expectations of CoAC;
- Follow the agenda and remain focused on the topic at hand;
- Understand and respect the opinions of all participants;
- If the Chair or Vice-Chair is not present within the first ten (10) minutes of a CoAC meeting, the members present shall appoint, by consensus, another member as Acting Chair, who will preside for the duration of the meeting provided that quorum is met;
- Participate as an active and voting member, asking questions, and seeking clarification through the Chair;
- Council members will be independent of ESA, and will identify any real or potential conflicts to the chair of CoAC;
- Develop and maintain a climate where mutual support, trust, respect, courtesy, teamwork, creativity and a sense of humour are valued;
- Respect the individual worth and dignity of other members and, at all times, work together to achieve a common vision for the community, utilizing the diverse knowledge, expertise and talents of all members to optimal advantage;
- Issues raised by members should be industry related and not based on a particular individual;
- Identify and provide advice to ESA on ways to improve electrical safety;
- Ability to attend all scheduled meetings. Additional time for conference calls, material review, and participation/integration with other ESA advisory councils may be required;
- Ability to work in a multi-stakeholder environment;
- Respect confidential information and discussions.

## 5.2 *Nominations*

Contracting industry associations will nominate members to the council and recruitment of the Independent Member will be taken from those indicating their willingness to participate.

## 5.3 *Terms*

New CoAC members will be selected by current CoAC members from amongst those who have put their names forward, to serve three (3) year terms with a limit of two (2) terms, subject to review by the nominating industry association; members may be removed before the end of the term. The industry association may remove their representative at any time and another re-appointed, subject to the review of CoAC membership. CoAC members, with reasonable grounds and rationale, may also vote to remove a member from CoAC. Reappointment will be recommended based on member attendance, participation and continued relevance of the subject matter of the member's expertise.

## 5.4 *Attendance*

If a CoAC member is unable to attend a meeting, they should inform the ESA staff liaison at the designated email address or by another designated method of communication. If a CoAC member feels they cannot commit the requisite time to CoAC, they should resign as soon as possible. If a CoAC member is absent for three (3) consecutive, regularly scheduled meetings without explanation, the ESA staff liaison shall formally contact the absent member to determine if they plan to attend the next

regularly scheduled meeting, and note any reasonable or compassionate circumstances, which have prohibited their attendance.

If no reasonable or compassionate response is provided, as determined by the ESA staff liaison, the ESA staff liaison shall inform the absent member that if they are absent from the next regular meeting (the fourth meeting), CoAC will be advised of the response and will further recommend to CoAC membership that the absent member be removed.

If the ESA staff liaison is unable to reach the absent member or if there were no reasonable or compassionate grounds for the absences given at the time of preparing the agenda for the fourth meeting:

- The ESA staff liaison shall include the item “Absentee Member” on the agenda;
- The absent member will be removed at the advice of the Chair and by vote of a majority of the members of CoAC;
- ESA will seek the member’s successor from the relevant membership group;
- The successor candidate will be confirmed at the following CoAC meeting by a majority vote of members present.

### **5.5 Confidentiality**

In the course of their duties, CoAC members may become aware of information which is private, or proprietary in nature. Matters are considered confidential when they are declared as such. CoAC members shall not disclose any such information either during or after their term of office. Any information that is considered private, confidential or proprietary and cannot be discussed with member group will be clearly identified and will not be included in the meeting minutes.

## **6.0 CHAIR AND VICE-CHAIR POSITIONS**

The Chair and Vice-Chair will be responsible for taking a leadership role in: ensuring the CoAC meets its mandate; ensuring adherence to proper governance practices; fostering an effective relationship between the CoAC and ESA leadership; ensuring effective communication between ESA and CoAC stakeholders; establishing meeting agendas; encouraging full participation and discussion; stimulating debate; facilitating consensus; and, effectively chairing meetings.

The ESA staff liaison, or their CoAC-designate, presides over and conducts the elections for CoAC Chair and Vice-Chair at the start of each new term.

The CoAC Chair will be selected for a two (2) year term by CoAC members through a formal voting process. The results must be confirmed by a CoAC motion. Where there is only one candidate for a position, the nomination is simply confirmed by a show of hands. Where two or more CoAC members are nominated for a position, CoAC members record their vote on a ballot. The results are tabulated by the ESA staff liaison and reported to CoAC.

In addition to the election of a Chair, a Vice-Chair will also be elected by the members. Both the Chair and the Vice-Chair must be elected from the membership.

*The ESA’s staff liaison acting as Chair at the first meeting of the term*

If the members wish to hold off the first meeting until the next meeting, the ESA's staff liaison can appoint a Chair for the interim until a Chair is appointed.

Should a Chair not be able to fulfil their duties on a temporary basis, then the Vice-Chair shall automatically assume that role during the Chair's absence.

Should a Chair not be able to fulfill their duties on a permanent basis, a new vote for Chair will be held.

### *6.1 Nominations*

The ESA's staff liaison will call for nominations for the positions of Chair and Vice-Chair. All nominations will require a mover and seconder to secure the nomination. If a member moves or seconds a nomination, it is not mandatory for the mover or seconder to vote for that member, as it is a collective vote that appoints a member.

### *6.2 Time Commitments*

A greater time commitment is required from the Chair and Vice-Chair than from other CoAC members. In addition to regular meetings, the Chair may call ad hoc meetings to address specific topics, all ad hoc meetings will be subject to member availability to meet quorum and minimum twenty-four (24) hour notice will be given. The Chair and Vice-Chair will participate in setting the meeting agendas and will attend all agenda planning meetings.

### *6.3 Chair Responsibilities and Expectations*

All of the expectations outlined in section 5.1 *Member Expectations* apply to the Chair. Additional responsibilities and expectations include:

- Work with ESA leadership and CoAC to create the annual work plan;
- Provide input on the development of agenda items and meeting materials in consultation with ESA leadership and ESA staff liaison;
- Facilitate the meeting by identifying the order of proceedings and speakers;
- Ensure active participation by all CoAC members;
- Be open-minded and encourage a variety of opinions to be heard;
- Maintain decorum and ensure fairness and accountability;
- Review CoAC's goals and objectives and ensure the work plan is realistic, up-to-date and being followed;
- Generally, refrain from the discussion until all CoAC members and ESA staff liaison have had an opportunity to speak on a matter;
- The Chair has no authority to make decisions on their own if it impacts the committee as a whole. The Chair must run a meeting in a fair and efficient manner so that the will of the majority prevails after the minority has had a fair chance to present its point of view;
- When speaking publicly as Chair of CoAC, represent the views of CoAC, not personal views;
- The Chair may delegate authority that the position of Chair holds to other CoAC members during the term of the position but remain accountable for its use.

### *6.4 Vice-Chair Responsibilities and Expectations*

All of the expectations outlined in section 6.3 *Chair Responsibilities and Expectations* apply to the Vice-Chair. Additional responsibilities and expectations include:

- In the Chair's absence or incapacity, carry out the duties of the Chair (see section 6.3 *Chair Responsibilities and Expectations*);
- Assume the duties of the Chair if the Chair is not present within the first ten (10) minutes of a CoAC meeting.

#### 6.5 *Term Limits*

The term for the Chair position is two (2) years, with the option for CoAC to renew the position for one additional two (2) year term. The Term for the Vice-Chair position is two (2) years with the option for CoAC to renew the position for an additional two (2) year term.

#### 6.6 *Consideration of Candidates*

CoAC members should consider the following criteria when electing the Chair and Vice-Chair:

- Governance experience;
- Experience leading teams through decision making processes;
- Council or committee experience;
- Willingness to consider opposing views and encourage consensus;
- Ability to manage and engage others;
- Time availability to support CoAC activities.

#### 6.7 *Candidates Addressing CoAC*

All candidates for the positions of Chair and Vice-Chair will have an opportunity to speak, for no more than two minutes, to CoAC to outline their interest in the role and experiences. Time will be allocated on the meeting agenda to ensure appropriate time for the addresses.

#### 6.8 *Voting Procedures*

The election of the Chair and the Vice-Chair will be held at the first meeting of each new term.

##### *Voting: One Nominee*

If there is only one (1) nominee for the position, the ESA's staff liaison will ask for a mover and seconder to declare the nominee for the position.

##### *Voting: Multiple Nominees*

After all nominations are disclosed and the ESA's staff liaison closes the nominations, the ESA's staff liaison will provide ballots for members who are present at the meeting only. Only CoAC members are allowed to vote.

It is important that each CoAC member votes; however a member may abstain by voting with a blank ballot. Each member will receive a ballot and must submit it to the ESA staff liaison to be counted.

The votes will then be tabulated by the ESA staff liaison. The ESA's staff liaison will read the results of the election and declare the successful candidate.

#### 6.9 *Association Representation*

The positions of Chair and Vice-Chair will not be held by individuals representing the same association at the same time. For example, where an ECAO-represented Chair could be followed by an OEL-represented Chair and an OEL-represented Vice-Chair could be followed by an ECAO-represented Vice-Chair.

Once the Chair and Vice-Chair are elected for their terms, the Chair will preside over the remainder of the meeting.

## **7.0 ADMINISTRATION**

### **7.1 Meetings**

Generally, CoAC should meet four (4) times annually, with additional meetings being called at the joint discretion of ESA leadership and the Chair.

### **7.2 Agendas**

The Chair, in consultation with ESA leadership, will develop the agenda for CoAC meetings. The Chair must review all agenda items or issues submitted by council members. These items or issues will be included in the agenda by the Chair, if relevant, and the final agenda will be forwarded to the ESA staff liaison for distribution to the council members and other attendees of the council meeting. The ESA staff liaison will send agenda information packages to all members at least one week before the scheduled meeting.

### **7.3 Meeting Minutes**

Meeting minutes or summaries will be drafted and circulated to the CoAC Chair, who is expected to review and approve the meeting minutes to ESA's staff liaison within two (2) weeks of receiving the draft meeting minutes. Following receipt of the minutes from the Chair, ESA's staff liaison will circulate the minutes to all CoAC members for review.

Draft meeting minutes will be approved through a vote at the following CoAC meeting or approved virtually, minutes will then be posted to the ESA website 30 days following the meeting or virtual confirmation, whichever is sooner. To assist council members in communicating back to their organizations, once approved by the CoAC, minutes may be distributed to and discussed among association constituencies. All minutes will be available via ESA's website.

### **7.4 Reimbursement of Expenses**

CoAC members are entitled to reimbursement of reasonable expenses to attend CoAC meetings, as outlined in ESA's Business Expenses Procedure and ESA's Travel, Meals, Hospitality and Related Expenses Guideline. Expenses must be submitted within thirty (30) days of the meeting. Expenses submitted beyond the deadline may not be accepted for processing and payment.

### **7.5 Interaction with Other ESA Advisory Councils**

To ensure that the various ESA advisory councils are aware of the topics and issues being considered, advisory council agendas and minutes of meetings will be available on the ESA website. Members of other advisory councils (may by request) attend other council meetings to address or participate in topics of interest. In some circumstances, for issues that are of interest to more than one advisory council, joint council meetings may be arranged to facilitate discussion among various councils. The response or action is to be reported to CoAC by the ESA staff liaison in the notice of the next CoAC meeting.

#### *7.6 Attendance of Non-Members at Council Meetings:*

Members of the public or other guests are permitted to attend meetings at the discretion of the Chair. Guests do not have voting privileges and can be invited to participate in the discussion(s), by the Chair and/or ESA leadership only when appropriate. Declared confidential matters will be discussed in camera if there are guests attending the meeting. The Ministry may send a representative to observe the meetings.

### **8.0 COUNCIL DISSOLUTION OR COMPLETION**

*The following issues may trigger the consideration of dissolution or completion of an advisory council:*

- Expiration of term;
- Completion of mandate;
- Resolution of issues;
- Merger with another advisory council;
- Another advisory council functionally fulfills CoAC's mission;
- Annual review process.