



Candidate Information 2018 Election of Directors

If you are interested in running in the Real Estate Council of Ontario's (RECO) election, here is what you need to know about RECO, what is involved in being a Director and how to submit your Nomination Form. By-law No. 2 is the by-law that governs the process to nominate and elect directors.

Role of RECO

RECO is a consumer protection organization that regulates the real estate sector in the public interest. We do this by administering the *Real Estate and Business Brokers Act, 2002* (REBBA), on behalf of the Ontario Ministry of Government and Consumer Services, and in accordance with the terms of the Administrative Agreement between the government and RECO.

The Ministry is responsible for REBBA and its regulations, including making changes to the legislation if and when they are required. They also handle general oversight of RECO. RECO is responsible for the day-to-day interpretation, administration and enforcement of REBBA and its regulations.

Candidate Attributes

RECO is seeking candidates who possess the requisite skills, experience and expertise necessary to perform the Board's strategic leadership and oversight responsibilities. In order to accomplish this work, individual Directors are expected to use their best efforts to be informed, committed and participatory in working to help RECO achieve its goals and fulfill its mandate.

Meetings/Time Commitment

Directors should be able to commit the time and resources to serve on the Board, committees and/or task forces, attend conferences and represent RECO as requested.

RECO's Board meets approximately 6 times annually. Meetings are normally scheduled on a Thursday and begin at 9:00 a.m. In addition to Board related work, Directors normally Chair, or serve as a member of, at least two Committees, Task Forces or Working Groups. A minimum commitment of 20 days, per year, should be expected. A potential Director should take this into consideration.

Director remuneration is based on a \$500 per diem with other expenses, such as travel, paid in accordance with the Director Expense Policy.





Terms of Office

A Director will serve for a term of 3 Years: May 2018 – May 2021.

Conflict of Interest

Few concerns are more difficult to dispel than an allegation that a Board member has a conflict of interest. This is particularly true for a statutory regulatory body, like RECO, that acts in the public interest. An assertion that Board members are too close with the people they are supposed to regulate can impair the reputation of the organization. Even the perception of such a conflict of interest can cause enormous harm. For this reason:

- RECO Directors are not permitted to serve as Directors of other real estate sector organizations (such as CREA, OREA, local boards/associations or other real estate organizations that represent the interest of the regulated).
- RECO Directors are not permitted to serve as a member of a committee/task force/working group of other real estate sector organizations (such as CREA, OREA, local boards/associations and other real estate organizations that represent the interest of the regulated) unless they receive express consent from the RECO Chair.



Video (optional)

You may make a video of yourself telling voters why they should vote for you. Videos may be submitted electronically by using RECO's [ShareFile application](#) or on a USB stick delivered to RECO's office.

Preparing Your Nomination Package

- Complete the Nomination Form
 - Obtain two (2) nominator signatures who are members of RECO and not candidates for election.
 - Sign the Nomination Form in the "candidate's signature" area.
- Read the Code of Conduct and Conflict of Interest Policy.
- Complete the Conflict of Interest Disclosure Form.
- Obtain a high resolution photo of yourself.
- Complete the Consent Form for Video Campaign Materials if you are submitting a video (optional).

Submitting Your Nomination

You must submit your Nomination Form, signed Conflict of Interest Disclosure Form and Photo either:

1. A hard copy to RECO's office; or



2. Electronically to Election@reco.on.ca.

You must submit your Nomination Form, along with the Conflict of Interest Disclosure Form and photo, on or before **2:00 p.m. Eastern Time on February 26, 2018**. RECO will confirm receipt of your Nomination Form.

Withdrawal of Nominations

If a candidate wishes to withdraw their nomination, they must submit their withdrawal in writing (sent either by fax or electronically) to RECO's head office. RECO must receive notification on or before 4:30 p.m. Eastern Time on February 27, 2018.



General Information about the Election Process

Voting Process

Voting opens on March 12, 2018. Voting for nominees will conclude at 4:00 p.m. Eastern Time on March 26, 2018. Voting is conducted online only.

Publication of Results

Once the voting process is completed, RECO will post the results on its website, including the number of votes each candidate received.

The successful nominees shall be named in the resolution to elect RECO Directors at the Annual General Meeting on May 17, 2018.

Code of Conduct

September 20, 2017

The Real Estate Council of Ontario (RECO) Board of Directors have adopted this binding Code of Conduct to prevent the possibility of any Board member advancing his or her personal or business interests, or the interests of another organization, ahead of the interests of the RECO. This Code of Conduct shall extend to candidates standing for nomination/election to the Board of Directors.



Accountability

The Board of Directors is accountable to the Minister, through the Chair, for the performance of the Real Estate Council of Ontario.

Role of the Board

The Board of Directors is established to provide progressive, collective leadership and direction to RECO. All Directors, both elected and appointed, are entrusted to direct the activities of the organization as a whole rather than in their own interest or that of any specific group. Directors are also entrusted to protect the public interest. The Board is ultimately accountable for all aspects of the organization's activities. However, it distinguishes between those aspects of RECO's processes for which it is directly responsible and those aspects which it delegates to others. There are four ways in which the Board meets its leadership responsibilities:

- Defining the strategic direction of the organization
- Setting the macro policies of the organization
- Providing financial and legal stewardship
- Monitoring and evaluating organizational effectiveness

Director Duties

- The Board shall manage or supervise the management of the activities of RECO.
- Directors shall be responsible for the control and direction of all activities of RECO, its committees, the disbursement of its funds and the determination of its policies.
- The Board shall ensure the performance of RECO of its obligations pursuant to the Administrative Agreement, the *Safety and Consumer Statutes Administration Act*, the *Real Estate and Business Brokers Act, 2002*, the

Canada Not-for-profit Corporations Act and other applicable or successor legislation.

- Every director, in exercising his or her powers and discharging his or her duties, shall act honestly and in good faith with a view to the best interests of RECO and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- Directors shall not act as a delegate of another body, group or organization.



Director Conduct

- Directors shall at all times use their best efforts to provide progressive, collective leadership and direction to RECO in support of its mandate to protect the public interest through a fair, safe and informed marketplace that supports a competitive economy.
- Directors shall adhere to RECO's governance policies, including its Conflict of Interest Policy.
- Directors shall not speak against, or in any way undermine Board solidarity, once a Board decision has been made regardless of their personal viewpoint.
- Directors shall not attempt to exercise individual authority or undue influence over RECO.
- Directors are expected to attend all Board meetings, be prepared to commit sufficient time and energy to attend to RECO business, contribute to discussions in a positive and constructive manner and participate in RECO in ways other than attending Board meetings.
- Directors shall maintain the confidentiality of the details and dynamics of Board discussions, as well as those items designated as confidential.
- Directors shall abide by the *Real Estate and Business Brokers Act, 2002* and associated regulations, including the Code of Ethics, in all actions and conduct.
- Directors shall not embarrass, disparage, discredit or bring into disrepute RECO or its Board of Directors.
- Directors shall act at all times properly and prudently and in utmost good faith, integrity and professionalism to fulfil the requirement of his or her election or appointment to the Board of Directors.

Resignations

When a director is in a situation where his or her continued presence on the Board of Directors might put RECO's reputation at risk or undermine stakeholder confidence in RECO, such director shall immediately notify the Chair and resign. If the Board becomes aware of a situation where the continued presence of a director might put RECO's reputation at risk or undermine stakeholder confidence in RECO



the Board shall advise the director, review the matter and make a determination regarding the removal of the director.

The Board retains the right to require a director resign from his or her position if, in the opinion of the Board of Directors, he or she is unable to fulfil the duties under By-law 1, is no longer considered to be in good standing under By-Law 1 or has failed to comply with this Code of Conduct.



Directors' Conflict of Interest Policy

December 15, 2016

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Definition

- 1.1 A "conflict of interest" is any situation where:
- (a) your personal interests, or
 - (b) those of a close friend, family member, business associate, corporation or partnership in which you hold a significant interest, or a person to whom you owe an obligation could influence your decisions and impair your ability to:
 - (i) act in RECO's best interests, or
 - (ii) represent RECO fairly, impartially and without bias.

It is important to note that a "conflict of interest" exists if the decision could be, or could appear to be influenced - it is not necessary that influence takes place.

General Duties

- 2.1 Unless authorized to do so by the Board, or by a person the Board designates, you may not:
- (a) act on behalf of RECO, or deal with RECO, in any matter where you are in a conflict of interest or appear to be in a conflict of interest, nor
 - (b) use your position, office or affiliation with RECO to pursue or advance your personal interests or those of a person described in paragraph 1.1(b).

- 2.2 The “appearance of a conflict of interest” occurs when a reasonably well informed person properly could have a reasonable perception that you are making decisions on behalf of RECO that promote your personal interests or those of a person described in paragraph 1.1(b).
- 2.3 You must immediately disclose a conflict of interest to the Board of Directors either in writing or as minuted at a Board of Directors’ meeting. It is important to make the disclosure when the conflict first becomes known. If you do not become aware of the conflict until after a matter is concluded, nevertheless you must still make the disclosure immediately.
- 2.4 If you are in doubt about whether you are or may be in a conflict of interest, you must request the advice of the Board of Directors or a person the Board designates.
- 2.5.1 Unless otherwise directed, you must immediately take steps to resolve the conflict or remove the suspicion that it exists, by:
 - Promptly declaring to the Board of Directors any conflict of interest as defined by this policy and asking that such declaration be recorded in the minutes
 - Excusing yourself from the portion of the meeting where the matter giving rise to the conflict of interest is being discussed
 - Refraining from all discussion of the matter giving rise to the conflict of interest, at any meeting of the Board of Directors, or elsewhere
 - Refraining from voting on the matter giving rise to the conflict of interest, at any meeting of the Board of Directors.
- 2.6 While you are a RECO Director, you must not:
 - (a) Serve as a director of other real estate sector organizations (such as CREA, OREA, local board/associations and other real estate organizations that represent the interest of the regulated).
 - (b) Serve as a member of a committee/task force/working group of other real estate sector organizations (such as CREA, OREA, local board/associations and other real estate organizations that represent the interest of the regulated) unless express consent is received from the RECO Chair.
- 2.7 You must make an annual filing related to conflict of interest in the form attached.



- 2.8 If you submit an application or nomination form for election to a real estate sector organization's Board of Directors (such as CREA, OREA, local board/associations and other real estate organizations that represent the interest of the regulated), you will be required to take an immediate hiatus from conducting/attending RECO business and followed by resignation from the RECO Board of Directors in the event your application or nomination with the real estate sector's organization to its Board of Directors is successful.



More About Avoiding a Conflict of Interest

3.1 You must not:

- (a) use your relationship with RECO to confer a benefit on a person described in paragraph 1.1(b). This duty does not prevent you or anyone else from conducting business with other people connected with RECO
- (b) personally benefit from any business activity involving RECO except in unique situations, authorized by the Board
- (c) indirectly benefit from any business activity involving RECO except in unique situations, authorized by the Board.

3.2 An "indirect benefit" is:

- (a) a benefit derived by a close friend, family member, business associate, or a corporation or partnership in which you hold a significant interest, or
- (b) a benefit which advances or protects your interests although it may not be measurable in money.

Using RECO Property and RECO Information

4.1 You must have authorization from the Board, or from a person the Board designates:

- (a) to use, for personal purposes, property owned by RECO, or
- (b) to purchase RECO property unless it is through channels of disposition equally available to the public. Even then you may not purchase the property without authorization if you are involved in some aspect of the sale.

4.2 You may not take personal advantage of an opportunity available to RECO unless:

- (a) it is clear that RECO has irrevocably decided against pursuing the opportunity, and

(b) the opportunity is equally available to members of the public.

- 4.3 You may not use your position with RECO to solicit any RECO stakeholder for a personal business or one operated by a close friend, family member, business associate or a corporation or partnership in which you hold a significant interest. This duty does not prevent you or anyone else from transacting business with other people connected with RECO.
- 4.4 "RECO information" is information that is acquired solely by reason of involvement with RECO and which RECO is under an obligation to keep confidential.
- 4.5 You may use RECO information only for RECO purposes.
- 4.6 You must not use RECO information for your personal benefit.
- 4.7 You must protect RECO information from improper disclosure.
- 4.8 You must report to the Board, or to a person the Board designates, any incident of abuse of RECO information.
- 4.9 You may divulge RECO information if:
 - (a) you are authorized by the Board or by a person designated by the Board to release it, and
 - (b) it is to a person who has a lawful right to the information.
- 4.10 If you are in doubt about whether RECO information may be released, you must request advice from the Board or from a person the Board designates.



Rules About Gifts

- 5.1 You may accept a gift made to you because of your involvement in RECO in the following circumstances:
 - (a) the gift has no more than token value
 - (b) it is the normal exchange of hospitality or a customary gesture of courtesy between persons doing business together
 - (c) the exchange is lawful and in accordance with local ethical practice and standards, and
 - (d) the gift could not be construed by an impartial observer as a bribe, pay off or improper or illegal payment.



- 5.2 You may not use RECO property to make a gift, charitable donation or political contribution to anyone on behalf of RECO. Any gift must have the authorization of the Board of Directors or a person the Board designates.
- 5.3 You also may not accept a gift or benefit that is more than token in nature from a person or organization that deals with RECO or is involved in issues related to RECO's mandate regardless of the purpose of the gift or benefit.





Nomination Form 2018 Election

RECO Director for the elective year commencing 2018



Election Region: <input type="checkbox"/> 1 <input type="checkbox"/> 2 <input type="checkbox"/> 3		Years Registered:	
Candidate's name:		RECO Registration #	
Address for service:		City:	Province:
Postal code:	Tel.:	Bus. Tel:	
Email:		<input type="checkbox"/> Check here to publish your email address on your candidate profile.	
Brokerage name:			

Candidate Profile Questions:

(Please note that the information as it appears on this form will be published as part of your biographical profile.)

REASON(S) THE CANDIDATE IS STANDING FOR ELECTION

The Real Estate Council of Ontario (RECO) is a consumer protection organization that regulates the real estate sector in the public interest. All Directors are entrusted to direct the activities of the organization as a whole rather than in their own interest or that of any specific group.

Why did you decide to stand for election as a Director of RECO?

What attributes would you bring to RECO's Board of Directors that would support its consumer protection mandate?

GOVERNANCE EXPERIENCE & EXPERTISE

Describe your experience(s) on a Board of Directors and/or committees of a public or private organization, trade association or not-for-profit organization.

BUSINESS EXPERIENCE & EXPERTISE

What real estate industry experience/expertise do you possess? Please consider:

- Residential real estate, commercial real estate, property evaluation/appraisal, property management



What other business skills/experience would you bring to RECO’s Board of Directors?

Please consider:

- General Business Acumen: organizational effectiveness; business profitability and sustainability
- Financial: financial literacy; budgets; audits; financial statements
- Human Resources: executive compensation; succession planning; performance management
- Legal: contracts; corporate legislation; bylaws; consumer protection law; insurance
- Risk: Enterprise Risk Management (ERM); risk assessment; risk monitoring
- Leadership: visioning; strategy development; strategic planning
- Public Relations: government relations; media relations; stakeholder relations; crisis management

The undersigned members of RECO hereby nominate the above candidate:

Nominator Name:	Nominator Signature:
Nominator Name:	Nominator Signature:

You cannot nominate yourself. Nominators and candidates must be in good standing with RECO.

The undersigned candidate hereby agrees to stand for nomination as a Director of RECO. The undersigned has read and agrees to comply with RECO's Code of Conduct and, if elected, its Conflict of Interest Policy.

Candidate’s signature:	Date:
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Please note that the information as it appears on this form will be published as part of your biographical profile. Nomination results, including the number of votes each candidate receives, will be posted on the RECO website.

Please return this completed form by email or mail addressed to:
Andria Cordovez Mulet, Manager, Board Operations.
Email submissions should be in PDF format only.

Questions? Email us at election@reco.on.ca



Directors' Conflict of Interest Disclosure Form

I have read the Real Estate Council of Ontario (RECO) Conflict of Interest Policy and agree to comply fully with its terms and conditions at all times during my service as a RECO Director.

If, at any time after I submit this form, I become aware of any actual, potential or perceived conflict of interest, or of any situation that could give a reasonable person the impression that my ability to act in RECO's best interests could be compromised, or if the information I have set out below becomes inaccurate or incomplete, I will promptly notify the Board Chair in writing of the nature of the conflict of interest, whether actual or potential, as soon as practically possible and in any event before attending or participating in any subsequent Board meeting.



Instructions: Place an "X" in all that apply. Please ensure to provide specifics where requested.	Canadian Real Estate Association (CREA)	Ontario Real Estate Association (OREA)	Local Board / Association (please specify)	Other Real Estate Organization (please specify)
I am Director of:				
If yes, please specify the term of office:				
I am an employee of:				
If yes, please specify the position:				
I am a member of a Committee(s) of:				
If yes, what Committee(s): (please include Terms of Reference)				
I am a member of a Task Force/ Working Group/Advisory Group of:				
If yes, what Task Force/Working Group/Advisory Group: (please include Terms of Reference)				
I receive a direct or indirect financial benefit from:				

Signature: _____

Print Name: _____ Date: _____

2018 Election of Industry Directors Video Requirements

Technical requirements

- Videos must be in MP4 format. This is the format produced by almost all cameras and smartphones.
- To submit a video:
 - Include the signed video consent form when you submit your nomination form.
 - Submit the video file on a USB stick, or electronically via RECO's [ShareFile application](#). USB memory sticks will not be returned



Production requirements

To give all candidates a fair chance to introduce themselves to members, videos will be limited to a simple production design.

- Videos must be unedited and may be no longer than two minutes.
- Videos must be shot in landscape orientation.
- No music or props may be used in the video.
- Videos must show the candidate speaking directly to the camera. No other people may appear in the video.
- At the start of the video, the candidate must indicate their name and which region they are running in.
- Videos may not include the RECO logo.
- The content of the video must be relevant to the election, including:
 - Experience
 - Expertise
 - Why members should vote for the candidate
 - The candidate's viewpoint on issues facing RECO

Production guidelines

It's important for videos to avoid unnecessary distractions so that viewers can focus on the speaker and their message. Here are some guidelines:

- Look directly into the camera.
- Avoid shooting the video with a busy background.
- Shoot the video in a quiet room to eliminate background noise.
- Place the camera on a tripod, table or other stable surface so that the video is not shaky.



2018 Election of Industry Directors Consent Form for Video Campaign Materials

To enable candidates for nomination and election to the RECO Board of Directors (the "Board") to better introduce themselves to members of RECO during the nomination and election process, and to provide Individual members of RECO with more information about Industry Director candidates, RECO has invited all Industry Director candidates to submit video clips to support their candidacy. The video clips will be provided in formats, specifications, requirements and guidelines as determined and directed by RECO, to be uploaded by RECO onto RECO's website and other media outlets which RECO determines will safely provide wide exposure and provide more information about candidates to members of RECO during the Board nomination and election process.



By providing my video clip to RECO for the purposes of supporting my candidacy for nomination and election to the Board,

I _____ of _____ hereby;

- a) understand and agree to be bound by the rules, requirements and guidelines as determined by RECO and disclosed to me and posted on RECO's website for the collection, use and broadcasting or publication of video clips of candidates for nomination and election to the Board. I understand that RECO may refuse to broadcast or publish my video clip in the event that RECO determines, in RECO's sole discretion, that my video clip does not comply with the format, rules, requirements and/or guidelines established by RECO;
- b) understand and agree that in the event that my video clip is broadcast, published or appears on the RECO website and through any other media outlet as determined by RECO, contents of the video clip may be open to public comment and critique by members of RECO, and the potential exists for the video clip to be altered, re-packaged, re-broadcast, re-published, reproduced, duplicated, or downloaded by third parties in ways that may not be within RECO's control;



- c) assume sole responsibility for the video, its contents, and all risks connected or associated with it and its broadcast or publication;
- d) consent irrevocably, to the storage, use, communication and publication of the contents of the video clip in any form, format or media, in connection with the election of the Board;
- e) release and hold RECO and its officers, directors, employees, and agents harmless from all claims, demands, costs, damages, injuries, and liabilities whatsoever in connection with the above and including those associated with the submission of the video clip to RECO and the broadcast or publication of the video clip;
- f) hereby acknowledge that I have read, and understand the contents and consequences of this consent which shall be binding on me, my heirs and assigns. I have also obtained or had the opportunity to obtain independent legal advice with respect to this consent.



Signature of Candidate

Date

Signature of Witness

Date