



Economic Trust of
the Southern Interior

Terms of Reference

Thompson-Okanagan
Regional Advisory Committee (TO-RAC)

Adopted April 8, 2022

Thompson-Okanagan Regional Advisory Committee

Terms of Reference

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Thompson-Okanagan Regional Advisory Committee

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The Thompson-Okanagan Regional Advisory Committee (TO-RAC) was created through passing of the [SIDIT Act](#). The TO-RAC contributes to the activities of the Economic Trust of the Southern Interior (ETSI-BC)¹. To clarify how it carries out its mandates, the TO-RAC, by majority resolution, adopted the following Terms of Reference (TOR) by electronic vote finalized April 8, 2022.

1. Membership, Alternates, Terms and Structure

- a) The TO-RAC shall consist of 18 elected officials appointed as follows:
 - i) Three (3) from the Regional District of Central Okanagan with a minimum of one (1) from a municipality.
 - ii) Three (3) from the Regional District of North Okanagan with a minimum of one (1) from a municipality.
 - iii) Three (3) from the Regional District of Okanagan-Similkameen with a minimum of one (1) from a municipality.
 - iv) Three (3) from the Thompson-Nicola Regional District representing areas of Barriere, Chase, Clearwater, Kamloops, Merritt, Sun Peaks, and Electoral Areas A, B, J, L, M, N, O, and P with a minimum of one (1) from a municipality.
 - v) Two (2) from the Columbia Shuswap Regional District representing areas of Salmon Arm, Sicamous, and Electoral Areas C, D, E, and F. The Columbia Shuswap Regional District shall also appoint one (1) elected official to the CK-RAC for a total of three (3) RAC appointees with a minimum of one (1) from a municipality.
 - vi) One (1) from the Fraser Valley Regional District representing areas of Hope and Electoral Areas A and B.
 - vii) One (1) MLA from the region including the provincial electoral districts of Fraser-Nicola, Boundary-Similkameen, Penticton, and Vernon-Monashee.
 - viii) One (1) MLA from the region including the provincial electoral districts of Kelowna West, Kelowna-Lake Country, and Kelowna-Mission.
 - ix) One (1) MLA from the region including the provincial electoral districts of Shuswap, Kamloops-North Thompson, and Kamloops-South Thompson.

TO-RAC members from Regional Districts or municipalities will be appointed by their respective Regional District Board. Per the SIDIT Act (Section 3(a)(i)) any elected official of a municipality or Regional District in the Thompson-Okanagan RAC region is eligible for appointment to the RAC.

TO-RAC members who are MLAs will be appointed by the MLAs in that region. Whenever possible, MLA appointments should represent the diversity of the political parties elected in the TO-RAC region.

Appointments to the TO-RAC must be forwarded in writing to the CEO of ETSI-BC for presentation at the first TO-RAC meeting of the year.

- b) Each group outlined above (i-ix) shall also appoint one (1) alternate TO-RAC member. Alternates shall be informed of proceedings and receive correspondence. However, Alternates shall not have voting privileges unless attending in the absence of an appointed member. Alternates are not eligible for appointment to the ETSI-BC Board of Directors.
- c) Each TO-RAC member will be appointed for a two-year term for a maximum of three (3) consecutive terms. This maximum term limit may be extended by an additional two-year term to allow an appointee to complete a term as an ETSI-BC Board Member.
- d) TO-RAC members shall provide regular updates regarding RAC activities and decisions to their respective Regional District.
- e) TO-RAC members shall be responsible for upholding Conflict of Interest, Confidentiality, and ethics best practices. If a member breaches these standards, the TO-RAC Chair will communicate this to the respective Regional District Chair and request that the Regional District Board replace the appointed TO-RAC member. Alternately, a TO-RAC member is removed as, and ceases to be, a TO-RAC member on the passing of a resolution to that effect by at least two-thirds (2/3) of the remaining TO-RAC members.
- f) If a TO-RAC member resigns, is removed by the RAC or the group that appointed them, or ceases to hold elected office, a replacement for that member must be appointed in the same manner as the original appointment. A member appointed under this section serves until the end of the term of the member replaced. The member may be reappointed at the end of their term. Term limits will apply.
- g) The TO-RAC shall elect a Chair and Vice-Chair to hold office for a two-year term to a maximum of two (2) consecutive terms.
 - i) The election will be held by secret ballot conducted by ETSI-BC staff.
 - ii) For this purpose, each member shall have one vote.
 - iii) During an election year, this shall happen at the first meeting of the year.
 - iv) If the Chair resigns or ceases to hold office mid-term, the Vice-Chair will assume the office until the end of the term.
 - v) The Chair will be responsible for:

- Approving the agenda
 - Coordinating meeting dates, places, and times with ETSI-BC staff
 - Ensuring minutes are duly recorded, reviewed, approved, and distributed
 - Chairing the meeting
 - Ensuring each TO-RAC member meets the member eligibility requirements and abides by the Terms of Reference
- vi) During the absence, illness, or other disability of the Chair, the Vice-Chair will have all the powers, and be subject to the same rules, as the Chair.

2. Meetings

- a) The first meeting of the TO-RAC in each year shall be held not later than May 1st. The TO-RAC shall meet as required for the remainder of the year.
- b) At the first meeting, the CEO of ETSI-BC shall present to the Chair, a certified list of those persons appointed to the TO-RAC.
- c) All meetings of the TO-RAC shall take place at such times and places as the Chair may determine with two weeks prior notice to RAC members by email.
- d) Any eight (8) members of the TO-RAC may at any time by a signed notice in writing directed to the Chair require a meeting to be called. The Chair shall within two weeks set a date for a meeting, which meeting shall be held no later than thirty (30) days from the date of receipt of the notice in writing directed to the Chair.
- e) TO-RAC meetings may be conducted by means of audio, visual and audio, electronic or other communications facilities that permit all participants to communicate with each other or otherwise participate in the proceeding simultaneously, in a manner comparable to a meeting where all were present in the same location, and in relation to a vote, permits Members to cast a vote in a manner that adequately discloses the intentions of the voters.
- f) A resolution that is approved in writing or by electronic means by a majority of TO-RAC Members is as valid as if it were passed at a meeting properly called and constituted. Resolutions passed in writing, via email, or by electronic poll must be recorded in the minutes at the next duly convened meeting of the TO-RAC.
- g) The Chair may expel and exclude from any meeting any person guilty of improper conduct at any meeting.
- h) The TO-RAC Chair shall preside at all meetings. If the Chair or Vice-Chair does not attend within fifteen (15) minutes after the time appointed for the meeting, and there is a quorum present, the attending members shall choose a member to preside during the meeting or until the arrival of the Chair or Vice-Chair.

- i) Quorum: A majority of the members constitutes a quorum for the transaction of the business of the TO-RAC. In the event that there is no quorum present within fifteen (15) minutes after the time appointed for the meeting or if quorum is lost during a meeting, no decision will be made although the remaining Members may continue with the agenda and make recommendation for issues to be decided later via electronic vote.
- j) Agenda: An agenda shall be determined by the Chair in consultation with the ETSI-BC CEO prior to each meeting outlining the business to be transacted. Agendas will be distributed to TO-RAC members prior to each meeting by ETSI-BC staff. The Chair may add additional items during the meeting if considered to be in the best interest of the TO-RAC.
- k) Minutes: The minutes of the proceedings of all meetings of the TO-RAC shall be drawn up and filed for future reference by ETSI-BC. Minutes will be circulated for review and adopted at the next regular meeting and signed by the Chair or other member presiding at the meeting at which they are adopted. The minutes shall be open for inspection by any TO-RAC member at all reasonable times.
- l) Voting: Decisions of the TO-RAC will be made by majority vote. Each member, including the Chair, who is present during a vote shall have one vote. Any member who is present and abstains from voting shall be deemed to have voted in the affirmative.

3. Election to ETSI-BC Board

- a) Four (4) of the TO-RAC members shall be appointed by election as directors to the ETSI-BC Board. Whenever possible, appointed directors should represent regions throughout the TO-RAC area (see Membership 1.a) with a maximum of one (1) appointed from any single Regional District.
- b) Per the SIDIT Act, MLAs are not eligible for appointment to the ETSI-BC Board.
- c) The term of office of a director of the ETSI-BC Board will be per ETSI-BC bylaws.
- d) The TO-RAC has the authority under the SIDIT Act to remove and replace any individual the TO-RAC has appointed to the ETSI-BC Board.
- e) If a director is removed and replaced, the TO-RAC Chair shall promptly notify the ETSI-BC Board of the replacement appointment.

4. Annual Allocation Procedures and Policies

As per the [SIDIT Act](#), the TO-RAC may identify projects that it considers appropriate for funding from the ETSI-BC Regional Account and recommend projects for funding by the ETSI-BC Board. The ETSI-BC Board may choose to further adjudicate these projects and amend the allocations, subject to the SIDIT Act and the ETSI-BC Board Bylaws and Policies. The TO-RAC will develop its recommendations as follows:

- a) Applicants will submit funding proposals through an ETSI-BC funding intake.


- b) ETSI-BC Staff will develop an ETSI-BC Board-approved scorecard summarize the due diligence assessment of the projects based on program requirements and the outcomes identified in the ETSI-BC Annual Operating Plan and Strategic Plan.
- c) Projects and the scorecard components will be presented to the TO-RAC by project score (highest to lowest).
- d) TO-RAC Members will determine which project applications to recommend for funding and will forward an approved recommendation to the ETSI-BC Board. Voting on applications and the motion to recommend may be in person or electronic depending on meeting availability.
- e) Projects that do not receive TO-RAC support due to lack of funding availability are eligible to be reconsidered when funds are available.
- f) The Regional Advisory Committee will only support a commitment of up to 50% of its annual allocation for projects in the first funding intake of the year. TO-RAC members can support committing up to the remainder in the second funding intake.
- g) Should there be grant funding still unallocated at the last intake of the year, the ETSI-BC Board will determine the amount to be carried forward to the next funding year.
- h) Per the SIDIT Act and the ETSI-BC Bylaws and Policies, the ETSI-BC Board may choose to further adjudicate these projects and amend the allocations.

5. Amendments to Terms of Reference

This set of Terms of Reference shall not be altered or amended except by motion passed at a duly convened meeting of the TO-RAC.

Adopted: April 8, 2022

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Chris Pieper, TO-RAC Chair

ⁱ Southern Interior Development Initiative Trust, DBA [ETSI-BC, the Economic Trust of the Southern Interior](#).