

# **Canadian Recreation Vehicle Coalition Committee**

## **COMMITTEE PROCEDURES Overview**

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# Canadian Recreation Vehicle Coalition Committee

## Committee Procedures Overview

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### I. CANADIAN RECREATION VEHICLE COALITION COMMITTEE

#### A. Overview:

The Canadian Recreation Vehicle Coalition Committee has been established to provide a forum for the cooperative discussion and addressing of issues affecting all entities participating in the recreation vehicle ("RV") industry in Canada. Particular issues of interest to this Committee have included: (i) standards for RV safety, such as NFPA 1192 and Canadian Z240; (ii) import/export regulations and procedures that impact RVs; (iii) the coordination of generic industry promotional and advertising efforts, including intellectual property licensing and allocations of advertising funds; and (iv) the coordination of federal and provincial legislative and regulatory lobbying efforts.

#### B. Participating Coalition Organizations:

Three organizations have come together, in a spirit of cooperation on behalf of the North American recreation vehicle industry, to establish the coalition that supports this Committee: the Recreation Vehicle Industry Association ("RVIA"), the Canadian Recreation Vehicle Association ("CRVA") and the Recreation Vehicle Dealers Association of Canada ("RVDA-Canada").

### II. COMMITTEE AND MEETING PROCEDURES

#### A. Committee Structure:

The Committee will consist of ten (10) voting members, drawn as follows: two representatives from RV manufacturers located in Canada; two representatives from RV manufacturers located in the United States; three representatives from RV dealers located in Canada; the President of RVDA-Canada; the President of CRVA; and the President of RVIA.

B. Committee Chairmen:

Committee Chairmen are appointed, upon the recommendation of the Committee members, by the Chairman of the RVIA Board of Directors. The Committee Chairman's term is for one year, which runs From October 1<sup>st</sup> through September 30<sup>th</sup> of the subsequent year. An individual Chairman is limited to service in that capacity for a lifetime aggregate maximum of six (6) years.

C. Duties of Committee Chairman:

- Exercise ordinary and reasonable care in performing duties as Chairman of the Canadian Recreation Vehicle Coalition Committee.
- Always adhere to the provisions of the Committee's Antitrust and Conflict of Interest policies.
- Regularly consult with liaison staff regarding the scheduling, location, agenda and any presentations for Committee meetings.
- Attend all scheduled Committee meetings and notify liaison staff if unable to attend.
- Prepare for upcoming Committee meetings by downloading and reviewing meeting materials such as agendas and supporting documents beforehand.
- Bring a printed or readily accessible electronic copy of the meeting materials to the Committee meeting.
- Preside at all Committee meetings; follow proper meeting procedures; address all agenda items; encourage attendee participation in discussions; and ensure that meeting minutes are taken.
- If requested to do so, represent the Committee and make presentations at meetings of the RVIA, CRVA or RVDA-Canada Boards of Directors.

D. Committee Members:

Membership on the Committee is held in accordance to the structure set forth in Section III. A, not by the individual. Consequently, a member whose employment circumstances change during the term of office may be required to resign from the Committee.

Each Committee member representing an RV manufacturer or RV dealer must be employed or retained by an RVIA, CRVA or RVDA-Canada

member company. Companies may nominate individuals for Committee membership in writing to either RVIA, CRVA or RVDA-Canada, as appropriate, who will then forward these nominations to the Committee Chairman for confirmation. The company or individual must agree to accept financial responsibility for the nominee's active participation. Membership is limited to individuals who have the authority to vote on issues without needing to obtain a directed vote from other company personnel.

Membership, once obtained, may continue at the Chairman's discretion, as long as the Committee member is employed by an eligible entity. If it becomes apparent that a particular Committee member has recorded more than two (2) unexcused absences, is not participating in the discussions, becomes a deterrent to the Committee's efforts and goals, or if the Committee Chairman otherwise determines it is not in the best interest of the Committee for the individual to remain on the Committee, the Chairman may remove that individual. Committee members may voluntarily resign at any time by submitting a written letter to the Chairman.

Alternates to Committee members may participate provided the Chairman has received and approved, prior to the meeting, a written request from the respective member. Alternates will not be permitted to vote, make or second motions.

E. Duties of Committee Members:

- Exercise ordinary and reasonable care in performing any duties as a member of the Canadian Recreation Vehicle Coalition Committee.
- Always adhere to the provisions of Committee's Antitrust and Conflict of Interest policies.
- Attend all scheduled Committee meetings and notify liaison staff if unable to attend.
- Prepare for upcoming Committee meetings by downloading and reviewing meeting materials such as agendas and supporting documents beforehand.
- Bring a printed or readily accessible electronic copy of the meeting materials to the Committee meeting.
- Fully participate in discussions and exchanges of ideas related to authorized meeting topics during the Committee meeting.
- If you volunteer for an ad hoc committee, research project, legislative review effort or any other additional duties, make your best effort to fulfill these commitments in a timely manner.

F. Informational Members and Non-Member Guests:

Individuals can be placed on the Committee roster as an Informational member, provided the individual's written request has been approved by the Committee Chairman. Informational members may participate in discussions, but may not vote, make or second a motion. An Informational member that has more than two (2) unexcused absences will forfeit their Informational membership status. Note that new Committee appointees are frequently drawn from persons who previously have served as active Informational members.

Each meeting will be open to any interested RVIA, CRVA or RVDA-Canada member, even if they are not a member of the Committee. Any non-member of RVIA, CRVA or RVDA-Canada that would like to attend a Committee meeting as a guest must obtain the approval of the Committee Chairman prior to the meeting. Invited guests may provide input on any given matter before the Committee if recognized and invited to do so by the Chairman.

G. Staff Liaisons:

At least one liaison staff member designated by RVIA must be present during each Committee meeting. The liaison staff will be responsible for making the physical arrangements for each meeting, communicating meeting notices and logistical information and providing attendees with agendas, attachments and any other documents required for the meeting in timely advance of the meeting date. During the meeting, liaison staff will assist the Chairman as requested, take notes of the proceedings and record the results of any votes.

Upon the conclusion of a meeting, minutes will be drafted by liaison staff, reviewed by RVIA's General Counsel, and forwarded to the Committee Chairman within thirty (30) days from the meeting date. Upon the Chairman's approval, the minutes will be made available to all Committee members and will be included in the next meeting agenda for Committee review and approval. Alternatively, minutes may tentatively be approved in advance of the next meeting via letter ballot sent to all Committee members. Any such tentative approval of minutes must be ratified at the next Committee meeting.

H. Meetings:

Meetings may be held at the directive of the Committee Chairman either in person or by any other means of communication that enables all Committee members to simultaneously hear one another. A person participating in this manner will be deemed present at the meeting. Liaison staff will forward or otherwise make available appropriate documentation in a timely manner.

Committee members will be notified of the next meeting date and location not less than sixty (60) days in advance, whenever possible.

Except in the event of a newly emerging issue, or if any Chairman determines that timing is critical on a particular issue, new business items should be submitted to liaison staff for inclusion on the agenda at least four weeks prior to the scheduled meeting date.

A majority (51% or more) of all voting Committee members will constitute a quorum. Liaison staff, via telephone contact, will assure in advance that a quorum is available. If a quorum is not possible after a meeting is called, it is at the Committee Chairman's discretion if the meeting is held. If so, minutes will be taken and, if necessary, such minutes and a letter ballot of any motions introduced will be sent to each member (see paragraph H, below).

If a Chairman is unable to attend a meeting, but a quorum is possible, that Chairman may consult with liaison staff and designate a Committee member as the temporary Chairman for that meeting. If a Chairman is absent at the start of a scheduled meeting, and a quorum is possible, the present Committee members may appoint one of their number, by simple majority, as temporary Chairman for that meeting.

The Chairman may go into executive session for all or any portion of any meeting by closing the meeting to Committee members only.

I. Rules and Order of Business:

Robert's Rules of Order, latest edition, will govern the procedure for the conduct of all Committee meetings. The Committee Chairman has the authority to decide any dispute regarding procedural rules that may arise during the course of a meeting.

The order of business for Committee meetings will generally be set in accordance with the following guidelines:

- (i) Call to Order
- (ii) Antitrust Reminder
- (iii) Roll Call
- (iv) Reading/Approval of Minutes of Previous Meeting
- (v) Reporting Items
- (vi) Decision Items
- (vii) Other
- (viii) Old Business
- (ix) New Business
- (x) Decision on Next Meeting Date and Location
- (xi) Adjournment

Depending upon various circumstances, such as guest speakers, multimedia presentations, the importance of particular issues and the amount of meeting time anticipated for these guests, presentations or the discussion of such issues, the Chairman has the discretion to re-order these items as may be appropriate.

J. Motions and Voting:

In accordance with Robert's Rules of Order, all matters requiring a vote that come before a Committee must be introduced via a motion. Any Committee member, recognized by the Chairman, may make such a motion. If the motion is seconded by another member, the Chairman will then declare a period of time to discuss the merits of the motion and, upon completion, call the question for a vote. A simple majority vote will carry on all matters of business that come before the Committee.

Only Committee members actually present and in good standing may vote at any meeting. Each Committee member, who is authorized to vote, has one vote on each issue. Written votes of absent committee members will not be accepted, but the member's position, if known, may be shared with the Committee.

Action required or permitted to be taken at a meeting of a Committee may be taken without a meeting if the Committee approves such action by written or electronic ballot, provided the number of ballots cast equals at least a quorum, and such action shall have the same effect as if taken at a duly constituted Committee meeting.

### **III. IMPORTANT POLICIES AND PROVISIONS**

A. Antitrust Policy:

It is the responsibility of every person who participates in any Committee meeting to exercise strict compliance with the antitrust laws of the United States and Canada and the antitrust policy of this Committee. Because the consequences of an antitrust violation are so serious, this policy is intended to prevent any question of impropriety. A copy of the printed Antitrust Reminder, which is to be distributed at every Committee meeting, can be found in the Appendix Section.

By their very nature, associations and gatherings of several associations and their members together are easily vulnerable to antitrust problems. For instance, a violation under the United States' Sherman Antitrust Act can arise if two primary factors are met: (i) a combination of competitors and (ii) any act that does, in fact, restrain trade. Because meetings of the Committee already involve a combination of competitors, all it takes for a violation to occur is any act to restrain trade, whether deliberate or through lack of caution. A violation of the Sherman Antitrust Act is a criminal offense



that can result in prison sentences, hundreds of thousands of dollars in fines per violation for convicted individuals and several million dollars in fines per violation for convicted corporations.

To avoid even the appearance of illegal activity, Committee members should never discuss with any competitor items such as pricing, product content, sales territories, the terms and conditions of sales, or any other information that could be the basis for limiting free and fair competition. Even casual conversations, no matter how innocent their intent may be, can form the basis for charges or a lawsuit. Therefore, Committee members should be especially careful in conversations before and after official meetings, including at social functions. If any topic arises in which there may be some question about its propriety under the antitrust laws, Committee members should table it and immediately contact the RVIA General Counsel or Assistant General Counsel to obtain legal guidance before proceeding.

B. Conflict of Interest Policy:

All persons serving on the Committee are required to review and sign a Conflict of Interest form. This form can be found in the Appendix Section. By signing the form, each member pledges to take no action that conflicts with the interests of the Committee, RVIA, CRVA or RVDA-Canada while acting in the capacity of a Committee member or in exercising their Committee responsibilities.