

CANADIAN ADMINISTRATOR OF VRS

NOMINEE FAQ SHEET

What is the Canadian Administrator of VRS or the CAV?

In the spring of 2014, the Canadian Radio-television and Telecommunications Commission (CRTC) determined that video relay service (VRS) should be introduced in Canada to make telecommunications more accessible to individuals who are Deaf or Hard of Hearing (DHH) and communicate using sign language (for more information, see Telecom Regulatory Policy CRTC 2014-187, *Video relay service*). In its decision, the CRTC set out a number of requirements that the VRS service must meet. For example, the CRTC directed that VRS in Canada is to be national in scope, serve users of American Sign Language (ASL) and Langue des signes québécoise (LSQ), be funded by telecommunications services providers (TSPs) through the national contribution fund (NCF) and administered by an independent VRS administrator corporation. CAV serves as the independent VRS administrator corporation that will oversee the delivery of VRS in Canada. CAV is to be made up of a board of directors, and a small staff. The primary role of CAV will be to set up, oversee and promote VRS in Canada by contracting with third parties.

What is the structure of the board of directors of CAV?

In a further decision released in December 2014, the CRTC approved the structure for CAV board of directors (see Telecom Regulatory Policy CRTC 2014-659, *Structure and mandate of the video relay service administrator*). The governance structure of CAV is designed to ensure that the board of directors will be able to benefit from perspectives of the DHH community, sign language interpreters, TSPs and the Canadian public.

Specifically, there are nine (9) positions associated with CAV's permanent board of directors, as follows:



→ three (3) directors representing DHH stakeholders (DHH Directors), consisting of:

- one (1) director representing ASL stakeholders (the ASL Director);
- one (1) director representing LSQ stakeholders (the LSQ Director); and
- one (1) director representing ASL and/or LSQ stakeholders (the Third DHH Director);



→ two (2) directors representing TSP stakeholders (TSP Directors);



→ two (2) independent directors to serve as neutral voices (Independent Directors); and



→ two (2) permanent invitees representing interpreter stakeholders, consisting of:

- one (1) Permanent Invitee representing ASL interpreters (the ASL

- Permanent Invitee);
- one (1) Permanent Invitee representing LSQ interpreters (the LSQ Permanent Invitee).

What is the difference between a director and a permanent invitee?

Permanent invitee positions were created to allow for the perspectives of sign language interpreters to be integrated in CAV board of director operations without giving rise to inappropriate real or perceived conflicts of interest. In approving the creation of permanent invitee positions, the CRTC recognized that sign language interpreters have important expertise and perspectives that are required to set up and oversee the delivery of VRS; however, since sign language interpreters will also have a significant and direct financial interest in the operation of VRS, and since certain matters before the board may not require interpreter input (e.g., human resources matters), the CRTC considered that it would not be appropriate for sign language interpreters to be given full director status with a permanent presence at board meetings and the ability to vote on board matters. Accordingly, permanent invitees will be integrated in board activities as appropriate by invitation from the board, and will receive similar financial compensation to directors for their time. However, in order to avoid real or perceived conflicts of interests, permanent invitees will not have the right to vote on matters before the board of directors at meetings to which they are invited.

Am I eligible to be a director or permanent invitee?

The eligibility criteria to be a director or permanent invitee of the Canadian Administrator of VRS (CAV) are as follows:

- 1) **ALL candidates** must meet the following criteria to be eligible for either a director or permanent invitee position:
 - i. Be nominated by a registered stakeholder of CAV who is qualified to vote for the position the candidate is seeking,
 - ii. Be at least 18 years of age,
 - iii. Not have been declared incapable by a court in Canada or another country,
 - iv. Not have the status of a bankrupt, and
 - v. Not currently be employed by CAV.

- 2) **Director candidates** must additionally meet the following criteria:
 - i. Not provide, or have any commercial interest in, video relay services, and
 - ii. Not currently be a director, officer or employee of any person that either provides video relay services or has any commercial interest in video relay services.

What are the responsibilities of directors?

The primary responsibilities of the board of directors are as follows. The board of directors will:

- Retain an executive director to advise on and implement board decisions

- Appoint other officers (for example, Secretary and Treasurer)
- Design and oversee RFP processes to engage one or more VRS providers and a technical platform to launch VRS in Canada
- Ensure that the VRS service adheres to all CRTC requirements
- Prepare budgets and reporting documents
- Develop and implement financial accountability mechanisms, complaints processes, confidentiality standards and quality of services measures
- Develop education and public awareness campaigns
- Be responsible for the management of all general operational and policy decisions relating to CAV

How often will the board of directors meet?

The board of directors will likely be required to meet on a relatively regular basis during the initial set-up of the VRS service. Once fully operational, it is anticipated that the board will meet on a quarterly basis, or as the board deems appropriate. Board members who are involved in CAV's committees, as established by the board (e.g., governance committee, finance & audit committee, etc.), may schedule additional meetings as they deem appropriate.

Where will the board of directors meet?

Board meetings may be held at any time and place determined by the directors or the chair.

For how long a term will I serve?

Directors and permanent invitees will generally be elected to serve for a term of three (3) years, and may be re-elected to a maximum of two (2) consecutive terms.

Will directors and permanent invitees receive compensation?

CAV has established compensation for all DHH directors, independent directors and permanent invitees in line with similar not-for-profit corporations. TSP directors will not receive compensation.

Could I be exposed to liability by being a director or permanent invitee of CAV?

Although directors will be subject to customary directors' liabilities, it is not anticipated that directors will be exposed to any unusual or extraordinary liabilities by serving on the board of CAV. Directors will be protected by an indemnity from CAV, together with Directors' and Officers' Insurance for any liabilities that may arise from good faith actions. As permanent invitees have a different role than directors (and will not be voting on matters before the board), it is anticipated that they will not be exposed to customary directors' liability.