

Director Responsibilities

Policy Type: Governance Process

Policy Number: #103

Date Approved: 10/16/97

Date Amended: Apr/22/02,
16/10/17

A Board member shall:

- a. communicate his or her nominator's views; however it is necessary, to act in the best interest of the Authority;
- b. observe the principle of Board unity. There is an obligation to explain a Board decision and to refrain from expressing a contrary opinion publicly. Adherence to the explanation as established by the Board is expected;
- c. agree to the channels to follow that have been accepted with agreed to points and issues to be discussed;
- d. recognize the Chair as the spokesperson to the media regarding Board policies and decisions;
- e. refer difficult inquiries to the Chair, or the CEO if the inquiry is an operational one;
- f. be well informed about the organization and it's business, including the relationship with external factors, tenants and associations that are pertinent;
- g. be involved with the Board's work, raise questions, request that items be placed on agendas, attend functions, serve on committees, extend the influence of the Organization whenever possible and moreover, be prepared for meetings;
- h. recognize the Board has the authority, not any one member or officer. The Board decides or "said";
- i. show respect for colleagues, management and staff;
- j. be a positive ambassador for the Authority;

- k.** observe confidentiality on all Board issues and deal with and use appropriate discretion when speaking on Board matters;
- l.** have no hidden agendas or surprises;
- m.** review this policy and sign a declaration annually saying that it has been read and will be adhered to.

**Form A: Annual Disclosure Statement and Undertaking for
Directors, Officers, and Senior Employees of the Corporation**
(collectively, sometimes referred to in this Form A as “Employee”)

To: The Victoria Airport Authority and ___ (Nominating Body if applicable).

I, _____, being an officer, senior employee or member of the board of the Victoria Airport Authority (the “Corporation”), state and declare:

1. I have read, and understand the Code of Conduct of the Corporation, a copy of which is attached to this Form A, and I hereby declare to continue to undertake to conform to, and be bound by, such code.

2. If I am a member of the Board of Directors of the Corporation, I have also read and continue to understand my responsibilities as a member of the Board as outlined in Policy #103 – Director’s Responsibilities, a copy of which is attached to this Form A, and I hereby declare I continue to undertake to conform to, and be bound by, such responsibilities.

3. A direct and indirect conflict with my duty as an Employee of the Corporation may arise because:
 - a) I hold the following offices (appointed or elected):

 - b) I or a trustee or nominee on my behalf, own or possess, directly or indirectly, the following interests, including employment and professional interests, whereby directly or indirectly, a duty or interest might be created in conflict with my duty or interest as an Employee of the Corporation:

4. The nature of any conflicting office, duty or interest referred to in clause 3 is:

5. In addition to any company referred to or listed in clause 3, following is a list of every company in which I, or a trustee or nominee on my behalf, directly or indirectly, hold 10% or more of the ownership interest, including without limitation, issued shares of a corporation.

6. Name of Company and nature of business carried on:

7. Following are brief particulars as to my present employment and my primary sources of income (*do not disclose amounts*):

8. Following is a list of each affiliate (as defined in the *Canada Business Corporations Act*) known to me of a company listed in clauses 3(b), 5 and 6 of this Statement:

Name of company, name of affiliate, and nature of affiliate's business.

9. In addition to the offices listed above, following is a list of every company of which I am an officer or director:

Name of company and positions held:

I hereby state that all of the foregoing statements are true and correct to the best of my knowledge as of _____ day of _____, 20_____.

Signed:

Employee

Witness



Compliance with the Corporation’s Policies and Procedures and Rules of Professional Conduct

Please read this form carefully and sign-off each section as indicated.

To: Victoria Airport Authority (the “Corporation”)

From:

A. The Corporation’s Policies, Procedures and Rules of Professional Conduct

I have read the Corporation’s policies as contained in the VAA Board of Directors Policy and Procedures Manual and the Code of Conduct, and specifically the Director’s Responsibilities as set out in Policy #103.

I have taken the time to understand the meaning, application, terms and conditions of these policies and rules. My signature below is an acknowledgement of my responsibilities as a member of the Board of Directors of the Corporation.

I hereby certify that I will comply with the Corporation’s policies, procedures and the Code of Conduct.

I understand that my signature on this form represents to the Corporation that the statements made are true and accurate.

Signed: _____ Date: _____

B. Conflict of Interest

I hereby declare that, to the best of my knowledge, belief and intentions, I am unaware of any conflicts or potential conflicts of interest as described in the Corporation’s Code of Conduct, except as noted below:

I acknowledge that if I become aware of any actual, perceived or potential conflicts of interest with the Corporation, personnel or clients of the Corporation in the future, I will notify the Corporation immediately.

Signed: _____ Date: _____

C. Confidentiality

I have read the Corporation’s Code of Conduct relating to confidential information and understand its terms and conditions. All information discussed at the Board of Directors meetings are to be treated as confidential unless otherwise authorized by the Corporation. I confirm that I will act in conformity with those policies, and that I will advise the Corporation immediately of any events that may have breached or potentially breached any of those policies and rules.

Signed: _____ Date: _____

Witnessed by: _____ Date: _____

Backgrounder for VAA Board of Directors

Mandate:

To manage, operate and develop the airport for which it is responsible in a safe, secure, efficient, cost effective and financially viable manner with reasonable airport user charges and equitable access to all air carriers; to undertake and promote the development of the airport lands for which it is responsible for uses compatible with air transportation activities; and to expand transportation facilities and generate economic activity in ways that are compatible with air transportation activities.

Corporate Office:

201 – 1640 Electra Boulevard, Sidney, British Columbia V8L 5V4
(Victoria International Airport – YYJ)

Annual Time Commitment:

- Board Meetings: Average 7 Board meetings per year, with 3 hours of meeting time and 3 hours of preparatory work = 6 hours each

- Committee Meetings: Each director sits on 2 to 3 Committees; average 6 Committee meetings per year, with 3 hours of meeting time and 3 hours of preparatory work = 6 hours each

Remuneration:

Annual Retainer:

- Chair: \$37,000
- Vice-Chair, Secretary and standing Committee Chairs: \$16,000
- Directors: \$11,000
- Per Diem Board and Committee Meetings: \$600
- Per Diem Meetings/Calls under two hours: \$300

(NOTE: Board Retainer, expenses and per diems are paid quarterly. Ad hoc meetings are approved by the Board Chair)

Expenses:

Each Board member will receive a total of \$1,150.00 per year for general expenses and/or education. The Board Chair will receive a total of \$1,650.00 per year for expenses and/or education.

With the prior approval of the Board, every director shall be indemnified and saved harmless out of the funds of the Authority from and against all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Authority, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

Board Education:

Each board member receives an annual membership through the Institute of Corporate Directors, which is paid for by the VAA. Board members are encouraged to participate in breakfast sessions or educational opportunities that interest them. The registration fee will be paid out of the member's general expenses.

Community and Industry Engagement:

Board members may be expected to attend the Annual Public General Meeting, meetings with nominators, stakeholder receptions as well as business luncheons or dinners where guest speakers are in attendance to talk about issues relevant to the community and the aviation industry. The Chair and Vice-Chair also attend Canadian Airports Council and Airports Council International annual conferences.

Board Composition:

The VAA Board is usually comprised of 12 directors: 2 appointed by the Federal Government, 1 appointed by the British Columbia Provincial Government, 2 nominated by the Town of Sidney, 2 nominated by the Corporation of the District of North Saanich, 1 nominated by the Corporation of the District of Central Saanich, 1 nominated by the Corporation of the District of Saanich, 1 nominated by the City of Victoria, 1 nominated by the Capital Regional District of British Columbia, and 1 nominated by the Greater Victoria Chamber of Commerce. There are 3 additional director positions that can be filled at the discretion of the Board, which are not normally filled.

Roles and Responsibilities of the Board:

- Oversees the conduct and operations of the VAA
- Sets the strategic direction for the VAA
- Ensures that long-term goals and the strategy necessary to achieve them are established and are consistent with the VAA's vision
- Ensures the necessary systems are in place to manage the risks associated with the VAA's business and to monitor and measure management's performance in carrying out the VAA's objectives
- Ensure effective communication is in place
- Ensure effective internal controls and financial reporting systems are in place so the corporation's finances are protected, and the corporation's financial reports may be relied upon with confidence as to their integrity and accuracy

Director Profile:Core Qualities:

Honesty
Integrity
Accountability
Reliability
Diligence

Leadership Qualities:

Previous experience reporting to, sitting on, or leading a Board of Directors

Specific Skills, Knowledge and Experience:

The members of the corporation, as far as practicable, shall consist of individuals who collectively have experience and have shown capacity in such disciplines as air transportation, industry, aviation, business, commerce, finance, administration, law, government, engineering, the organization of workers, and the representation of the interest of consumers and who have the business acumen and experience to assist in the management of the affairs of the Corporation as an ongoing, viable, commercial enterprise.

VAA Standing Board Committees:

1. Steering Committee
2. Governance Committee
3. Planning and Development Committee
4. Audit and Finance Committee
5. Human Resources Committee
6. Airport Consultative Committee

Diversity, Equity, and Inclusion

Policy Type: Governance Process

Policy Number: #127

Date Approved: 27 June 2022

Date Amended:

Policy Statement

At the Victoria Airport Authority work on diversity, equity, and inclusion is ongoing. The Board believes these are not just words but core principles to our organization's strength, innovation, and creativity. Furthermore, it recognizes that diversity, equity, and inclusion initiatives are key to attracting and retaining talent in today's competitive labour market.

Recommendations for candidates or appointees to the Board will be based on the abilities, skills, and experience the Board as a whole determines it requires from time to time while recognizing that a diverse and inclusive component will result in a more effective board.

Definitions

Diversity - The Board is committed to ensuring equitable and fair representation of underrepresented groups including women, persons with disabilities, Indigenous, Black and people of colour, (ethnicity and race), sexual orientation, and gender identity and expression at the Board table and within the Authority. It is also committed to ensuring '...such 'non-visible' qualities as diversity in thought, perspectives, education, socio-economic status and life experiences. (B.C Public Service definition of diversity)

Equity - "is about fairness and justice. It is about taking deliberate actions to remove systemic, group, and individual barriers and obstacles that hinder opportunities and disrupt well-being. Equity is achieved through the identification and elimination of policies, practices, attitudes, and cultural messages that create and reinforce unfair outcomes." (The Centre for Global Inclusion)

Inclusion - An environment in which Board directors and '...employees feel and are involved, respected, valued, and connected. We leverage the diversity of experiences, skills, and talents of all our directors and employees and strive to create a respectful boardroom and workplace in which individuals are encouraged to bring their ideas, backgrounds, and perspectives to the team.' (Based on B.C Public Service definition of diversity.)

Board Responsibilities

- Ensuring this policy is consistently applied to all Board recruitment and election processes;
- Ensuring that there is zero tolerance of discriminatory language and/or behaviour at Board meetings or any other type of Board activity;
- Ensuring the Board processes are accessible, inclusive, and equitable;
- Ensuring a commitment to inclusive behaviours; fair treatment based on one's needs, valuing uniqueness and cultivating a sense of belonging, and enabling an adequate voice for all Board members in decision-making;
- Setting targets and developing specific action plans as deemed necessary to achieve the optimum level of diversity on the Board from time to time;
- Engendering a meeting culture that ensures all directors have opportunities to bring their diverse experience, thoughts, and views to all committee and Board meetings, recognizing that experiences based on identifiers such as gender, ethnicity and race, geography, and identification as LGBTQ2S all bring valuable insight to decision-making;
- Approving changes to this policy.

Governance and Nominating Committee Responsibilities

The Governance Committee reviews and assesses Board composition on behalf of the Board and recommends any amendments to the Board Skills and Competencies Matrix that is used to create the annual director recruitment profile that is ultimately approved by the Board.

In reviewing the Board's composition, the committee will consider diversity as defined in this policy to maintain an appropriate mix and balance of diversity, attributes, skills, experience, and backgrounds.

The Nominating Committee is responsible for endorsing qualified candidates for recommendation to the Board of Directors based on the requirements outlined in the approved director recruitment profile and plays an integral role in seeking candidates who bring diverse perspectives to the Board.

In identifying suitable candidates for election/appointment to the Board, the Nominating Committee will consider candidates on merit against objective criteria and with due regard for the benefits of diversity in the Board's composition.

VAA Board Member Attributes Matrix

In order to do its work effectively and fulfill its fiduciary responsibilities, the Victoria Airport Authority (VAA) Board of Directors is intentionally composed of diverse attributes. To assist in recruiting and replacing these skills as members depart, the following tables provide an overview of the attributes inventory on the Board of Directors. The matrix will provide a guideline for recruitment and assist the Governance Committee in preparing its request to Nominators.

The Board believes these are the attributes that every good, progressive director needs to govern in modern times. Both the Essential and Desired Attributes reference Diversity and its descriptors are aligned with the Board's policy on Diversity, Equity and Inclusion (Policy 127).

The experience levels for each of the following identified skills is ranked on a scale of 1 to 5: 1 – Little to no experience; 2 – Some experience or knowledge; 3 – Average experience or knowledge; 4 – Above average experience; 5 – in-depth knowledge and experience.

Essential Attributes		Board Score
Integrity and Accountability	<ul style="list-style-type: none"> Demonstrated integrity and high ethical standards both in personal and professional dealings. Willing to act on and remain accountable for decisions made in the boardroom. 	
Conflict of Interest	<ul style="list-style-type: none"> No real or perceived conflicts that are not easily satisfied through disclosure or exclusion from particular issues. This is verified annually. 	
Time Availability	<ul style="list-style-type: none"> Ability to devote the required time for preparation before and participation at board and committee meetings. 	
Financial Literacy	<ul style="list-style-type: none"> Competent in understanding financial matters and statements. Familiar with current accounting processes used to evaluate a corporation's financial performance. 	
Strategic Insight	<ul style="list-style-type: none"> Capable of contributing to Board work on identifying key trends, assessing risks or opportunities. Skilled in providing insight and suggestions in making strategic decisions, including encouraging innovation and focusing on the corporation's strategic vision. Senior Management experience in developing organizational strategic plans including the allocation of resources and monitoring of strategy execution s to achieve the desired results. 	

Essential Attributes Continued		Board Score
Board Experience	<ul style="list-style-type: none"> Understanding of and experience with a policy governance board. Experience with other types of boards (i.e., community and not-for-profit) or as a CEO reporting to a board. 	
Leadership	<ul style="list-style-type: none"> Ability, shown by prior actions, of taking into consideration all stakeholders as part of making sound business decisions. Ability to set the tone at the top and promote a positive organizational culture. 	
Risk Management	<ul style="list-style-type: none"> Understanding of, and experience with, modern enterprise risk management systems and programs. 	
Informed Judgment	<ul style="list-style-type: none"> Ability to helpfully communicate wise and thoughtful counsel on a broad range of issues. 	
Mature Confidence	<ul style="list-style-type: none"> Ability to facilitate superior board and team performance by demonstrating respect for others. Places a premium value on collective achievement over individual performance. 	
High Performance Standards	<ul style="list-style-type: none"> High standards for self and others reflected in a record of achievement. 	
Diversity	<p>In order to support cultural diversity at the board and organizational level, director experience includes:</p> <ul style="list-style-type: none"> Open-minded thinking Experience with diversity and inclusion initiatives Appreciation and respect for diversity of ideas at the board level Reflective self-awareness Willing to challenge the status quo 	
Interpersonal Skills	<ul style="list-style-type: none"> Ability to communicate with respect, encouraging openness to diverse perspectives and reflecting a collegial environment. Ability to clearly and concisely express their ideas and concerns, encouraging input from others and staying calm in heated debates. 	

The experience levels for each of the following identified skills is ranked on a scale of 1 to 5: 1 – Little to no experience; 2 – Some experience or knowledge; 3 – Average experience or knowledge; 4 – Above average experience; 5 – in-depth knowledge and experience.

Desired Attributes		Board Score
Tourism	<ul style="list-style-type: none"> Senior leader familiar with destination management, tourism trends, community economic development, and human capital in the labour market. Knowledge of community challenges and opportunities, business practices and entrepreneurship. 	
Senior Executive Administration or Management	<ul style="list-style-type: none"> Leader responsible for strategic direction of an organization: CEO, COO, EVP, SVP of similar sized organization or larger 	
Strategic Human Resource Management	<ul style="list-style-type: none"> Senior human resource executive in a strategic role: knows executive compensation, performance management systems, succession planning and development. Responsible for health and safety in a large manufacturing or industrial company (CSR) 	
Engineering, Land and Project Development, and Sustainability	<ul style="list-style-type: none"> Senior executive, oversight and/or project management of large capital projects from inception to completion. Complex engineering, multi-sourced financing projects including public, government and environmental approval processes. Strategic involvement in environment, sustainability, community and communications. 	
Air Transportation and Aviation	<ul style="list-style-type: none"> Senior executive, in particular: international airports, aviation, airline, development manufacturing and maintenance of aircraft, cargo and logistics, and other modes of international passenger and cargo movement. 	
Business, Commerce and Industry	<ul style="list-style-type: none"> Senior advisor familiar with financial and business analytics, able to assess programs in order to provide strategic advice on community economic development and commercial opportunities 	
Communications, Marketing and Public Relations	<ul style="list-style-type: none"> Public Issues Management 	

Desired Attributes Continued		Board Score
Finance and Accounting	<ul style="list-style-type: none"> Chief Financial Officer or senior financial executive of a large corporation. Senior Audit Partner with one of the major Canadian audit firms. Corporate finance leadership, including investment banking, mergers and acquisitions, and other complex transactions. 	
Digital and Technology	<ul style="list-style-type: none"> Senior leader, digital universe, information technology, social media, e-commerce, cybersecurity, new economy, business intelligence and analytics and their application in for-profit businesses. 	
Legal	<ul style="list-style-type: none"> Senior Partner of a law firm with a broad range of clients and experience with complex transactions, preferably a leadership role within the firm or senior legal executive in a large corporation with experience in large, complex deals or projects. 	
Government and Regulated Industries	<ul style="list-style-type: none"> Extensive work with, or within, government. Knows policy and legislation development, credibility and connections within a) political and civil service sectors and b) community organizations. Experience in compliance with government regulations 	
Consumer Interests	<ul style="list-style-type: none"> Senior executive from an industry where meeting individual customer needs is critical to the organization's success; in particular, the travel, hospitality, theme park and cruise industries, with direct-to-consumer sales. Shopping centre design development and management. 	
Organized Labour	<ul style="list-style-type: none"> Experience with Collective Agreements Experience operating in a unionized environment Member /representative of organized labour 	
Diversity	<p>The Board aspires to be reflective of the community it serves and should include diversity of ages, and categories identified in the <i>Employment Equities Act</i>: women, visible minorities, Indigenous, Black and people of colour, and persons with disabilities.</p>	