BOARD EVALUATION QUESTIONNAIRE

1. INTRODUCTION

1.1. The most powerful argument for undertaking Board evaluation was expressed by Jeffrey Sonnenfeld in his September 2002 Harvard Business article titled "What Makes Great Boards Great: It's not rules and regulations. It's the way people work together." He wrote:

"Lack of feedback is self-destructive. Behavioral psychologists and organizational learning experts agree that people and organizations cannot learn without feedback. No matter how good a board is, it's bound to get better if it's reviewed intelligently."

1.2. The objective of the Board, Committee and Board Chair questionnaire is to provide directors with an opportunity to examine how the Board is operating and to make suggestions for improvement.

1.3. This is not an assessment of any individual director. It is designed primarily to provide constructive input for the improvement of the Board "as a whole or as a unit".

2. PROCESS

2.1. Most responses can be made with a number ranging from 1 to 6, with 1 representing *Strongly Disagree* and 6 representing *Strongly Agree*. There is also an option for "unsure/don't know" on most items.

2.2 Please print the PDF and complete the questionnaire. Then return your completed questionnaire by **courier, fax or scan by _____**:

By **courier** send to:

Patrick O'Callaghan and Associates
3300 – 1055 Dunsmuir Street
Bentall 4, P.O. Box 49206
Vancouver, BC V7X 1K8

If sending by courier, remember to make a copy for your own records.

By **fax** send to: 604-684-1884.

By **scan** send to: kathryn@poca.net

BOARD EVALUATION QUESTIONNAIRE

2.3 Once Patrick O'Callaghan's office has received all of the completed surveys, Patrick's assistant will contact each Director to arrange an interview to discuss each Director's responses in greater detail. Directors' questionnaire results and interviews are confidential.

2.4 Patrick O'Callaghan will develop a summary report based on the questionnaire and interview results, which will include recommendations. The Governance and Human Resources Committee will review the report and recommendations prior to bringing them to the full Board for discussion.

2.5 Please note that the new Individual Director Peer Evaluation Questionnaire will be provided as a separate document. Patrick O'Callaghan will provide each Director with a summary of his or her results. The Board Chair is the only other person to receive a copy of each Director's individual report and is the only person who receives the consolidated report.

BOARD EVALUATION QUESTIONNAIRE

Name:	

THE BOARD

BOARD ORGANIZATION

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know
1. Directors possess the appropriate mix of skills, experience and diversity to guide the Authority towards achieving its strategic goals.	1	2	3	4	5	6	DK
Comments							

2. Directors have a clear understanding of the process for selecting and appointing directors.	1	2	3	4	5	6	DK
Comments							

BOARD EVALUATION QUESTIONNAIRE

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know
The Board: 3. at least annually, reviews its current composition in light of the Authority's strategic objectives, to determine what additional skills or experience may be required;	1	2	3	4	5	6	DK
4. develops criteria for selection as a result of the review;	1	2	3	4	5	6	DK
5. with respect to the Nominating Entities, communicates the criteria that the Nominating Entities might consider when appointing directors; and	1	2	3	4	5	6	DK
6. with respect to "at large" directors uses the criteria to guide the Board in its appointment process.	1	2	3	4	5	6	DK
Comments							

7. Directors' skills, experience and background are well utilized at Board and committee meetings.	1	2	3	4	5	6	DK
Comments							

8. The Board recognizes its primary responsibility is to monitor management and performance and to add strategic advice, not to manage the Authority.	1	2	3	4	5	6	DK
Comments							

BOARD EVALUATION QUESTIONNAIRE

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know
9. The Board has the appropriate number of board meetings.	1	2	3	4	5	6	DK
Comments							

10. Time at Board meetings is used effectively.	1	2	3	4	5	6	DK
Comments							

11. Oral presentations to the Board are of the appropriate length and content.	1	2	3	4	5	6	DK
Comments							

12. The quality of the material sent in advance of Board meetings is appropriate.	1	2	3	4	5	6	DK
Comments							

BOARD EVALUATION QUESTIONNAIRE

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know
13. Board material is distributed far enough in advance to allow adequate preparation.	1	2	3	4	5	6	DK
Comments							

14. The information I receive allows me to monitor results, identify potential areas of concern and understand important issues and trends affecting the Authority's operations.	1	2	3	4	5	6	DK
Comments							

15. The Chair and other Directors foster an attitude that is open to dissenting views and encourages frank discussion.	1	2	3	4	5	6	DK
Comments							

16. Board meetings allow sufficient time for interaction with management.	1	2	3	4	5	6	DK
Comments							

BOARD EVALUATION QUESTIONNAIRE

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know
17. There is an open and constructive relationship between the CEO and the Board.	1	2	3	4	5	6	DK
Comments							

There is: 18. an appropriate new director orientation program; and	1	2	3	4	5	6	DK
Comments							

19. an effective ongoing development program for directors.	1	2	3	4	5	6	DK
Comments							

BOARD EVALUATION QUESTIONNAIRE

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know
The division of authority and the allocation of responsibilities between the Board and senior management are clearly articulated in written terms of reference for: 20. the Board;	1	2	3	4	5	6	DK
21. Board Committees;	1	2	3	4	5	6	DK
22. an individual director; and	1	2	3	4	5	6	DK
23. the President and Chief Executive Officer	1	2	3	4	5	6	DK
Comments							

The Board: 24. regularly assesses its own performance, including its committees and the Board Chair; and	1	2	3	4	5	6	DK
Comments							

25. puts in place plans to address any issues identified in the assessments	1	2	3	4	5	6	DK
Comments							

BOARD EVALUATION QUESTIONNAIRE

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know
26. There is code of conduct and conflict of interest guidelines for directors and employees that promote a culture of high ethical standards and practices.	1	2	3	4	5	6	DK
Comments							

27. Directors are properly compensated (please specify any thoughts you have regarding the amounts or methods of director compensation).	1	2	3	4	5	6	DK
Comments							

28. My relationship with the senior management team is effective.	1	2	3	4	5	6	DK
Comments							

BOARD EVALUATION QUESTIONNAIRE

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know

THE BOARD CHAIR

29. There are written terms of reference effectively outlining the role and responsibilities of the Board Chair.	1	2	3	4	5	6	DK
Comments							

30. The Board Chair provides effective leadership to the Board.	1	2	3	4	5	6	DK
Comments							

31. The Board Chair has an effective working relationship with the President.	1	2	3	4	5	6	DK
Comments							

32. The Board Chair has an effective working relationship with the senior management team.	1	2	3	4	5	6	DK
Comments							

BOARD EVALUATION QUESTIONNAIRE

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know
33. The Board Chair enables directors to use their capabilities for the full benefit of the Authority.	1	2	3	4	5	6	DK
Comments							

34. My relationship with the Board Chair is effective.	1	2	3	4	5	6	DK
Comments							

35. The Board Chair effectively represents the Authority, as required.	1	2	3	4	5	6	DK
Comments							

36. What suggestions or comments do you have regarding the Board Chair's performance?
Comments

BOARD EVALUATION QUESTIONNAIRE

HUMAN RESOURCES

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know
The following processes are effective, clearly understood by the Board and meet the needs of the Board: 37. analyzing and setting the objectives for the President against which the President's performance will be measured;	1	2	3	4	5	6	DK
38. establishing the President's compensation;	1	2	3	4	5	6	DK
39. approving senior management compensation; and	1	2	3	4	5	6	DK
40. approving the Authority's broad compensation strategy and philosophy.	1	2	3	4	5	6	DK
Comments							

41. The Board is satisfied that President and management succession planning programs are in place, including programs to train and develop management.	1	2	3	4	5	6	DK
Comments							

42. Directors, through Board, committee and informal contact, have sufficient exposure to and knowledge of high potential executive and management employees in the Authority.	1	2	3	4	5	6	DK
Comments							

BOARD EVALUATION QUESTIONNAIRE

MISSION, STRATEGY AND PLANS

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know
Directors have a solid understanding of: 43. the Authority's mission;	1	2	3	4	5	6	DK
44. the Authority and its strategic objectives;	1	2	3	4	5	6	DK
45. the industry and competitive environment; and	1	2	3	4	5	6	DK
46. emerging public policy issues that could affect the Authority.	1	2	3	4	5	6	DK
Comments							

47. The current strategic planning process is effective and provides for appropriate director input and approval.	1	2	3	4	5	6	DK
Comments							

48. The Board is sufficiently engaged in the approval of the annual Business Plan, annual operating and capital budgets, human resources plans, major new capital project proposals and financings.	1	2	3	4	5	6	DK
Comments							

BOARD EVALUATION QUESTIONNAIRE

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know
I am satisfied with the Board's level of awareness of: 49. the nature and extent of the risks faced by the Authority; and	1	2	3	4	5	6	DK
50. the policies and procedures the Authority has in place to identify, monitor and manage these risks.	1	2	3	4	5	6	DK
Comments							

51. I am satisfied that the current strategic framework meets the Authority's needs.	1	2	3	4	5	6	DK
Comments							

52. The Board has an effective process for ensuring that management develops, implements and maintains a reporting system that accurately measures the Authority's performance against its strategic and business plans.	1	2	3	4	5	6	DK
Comments							

BOARD EVALUATION QUESTIONNAIRE

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know
FINANCIAL ISSUES							
53. The Board takes reasonable steps to ensure the implementation and integrity of the Authority's internal control and management information systems.	1	2	3	4	5	6	DK
Comments							
54. The Board directs management to ensure the Authority operates at all times within applicable laws and regulations and to the highest ethical standards.	1	2	3	4	5	6	DK
Comments							
STAKEHOLDER COMMUNICATIONS							
55. I am satisfied the Authority has in place a policy to enable management and the Board to communicate effectively with the public, security holders and regulators.	1	2	3	4	5	6	DK
Comments							

BOARD EVALUATION QUESTIONNAIRE

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know
I am satisfied the Board has processes in place to ensure: 56. financial results are reported fairly and in accordance with governing laws and generally accepted accounting principles; and	1	2	3	4	5	6	DK
57. timely reporting of any other developments that have a significant and material effect on the Authority.	1	2	3	4	5	6	DK
Comments							

58. The Board reports annually on the Board's stewardship for the preceding year.	1	2	3	4	5	6	DK
Comments							

59. The Board ensures that the Authority has in place a policy to enable the Authority to communicate effectively with its Nominating Entities	1	2	3	4	5	6	DK
Comments							

BOARD EVALUATION QUESTIONNAIRE

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know
60. **For Nominated Directors Only:** I received sufficient support to ensure that I could communicate effectively with my Nominating Entity as set out in Tab 13 Communications Plan with Nominating Entity of the Board's Governance Rules and Practices Manual.	1	2	3	4	5	6	DK
Comments							

BOARD SUMMARY

61. On a scale of 1 to 10, using your own personal criteria, please rate Board performance for the past year. Note: 1 is unacceptable, 10 is excellent.	

62. What suggestions do you have to improve the way the Board functions?	
Comments	

BOARD EVALUATION QUESTIONNAIRE

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know

COMMITTEES

GENERAL

1. The Board has established the appropriate committees to undertake the Board's mandate.	1	2	3	4	5	6	DK
Comments							

2. Committee reports are timely, clear, and sufficiently comprehensive to provide the Board with a good knowledge of the committees' deliberations and recommendations.	1	2	3	4	5	6	DK
Comments							

3. The current system for appointing Committee Chairs and members is satisfactory.	1	2	3	4	5	6	DK
Comments							

BOARD EVALUATION QUESTIONNAIRE

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know
4. The Board supports a periodic rotation in Committee leadership and membership in a way that recognizes and balances the needs for new ideas, continuity, and maintenance of functional expertise.	1	2	3	4	5	6	DK
Comments							

5. Do you have any general comments about any of the current Board committees **on which you do not sit?**	
Comments	

SPECIFIC COMMITTEES

Name the Committee(s) of which you are a member:

Committee 1:	

Committee 2:	

BOARD EVALUATION QUESTIONNAIRE

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know
Committee 1:							

1. There are clear terms of reference for the Committee that are supported by a calendar or work plan.	1	2	3	4	5	6	DK
Comments							

2. The Committee is effective in carrying out its mandate.	1	2	3	4	5	6	DK
Comments							

3. Committee meetings are productive and make good use of directors' time and expertise.	1	2	3	4	5	6	DK
Comments							

4. Committee members receive adequate material in advance of committee meetings, in sufficient detail, to permit members to effectively consider issues before the committee.	1	2	3	4	5	6	DK
Comments							

BOARD EVALUATION QUESTIONNAIRE

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know
5. Committee material is distributed far enough in advance to allow adequate preparation	1	2	3	4	5	6	DK
Comments							

6. The Committee's composition is appropriate.	1	2	3	4	5	6	DK
Comments							

7. I am able to make a significant contribution to this Committee.	1	2	3	4	5	6	DK
Comments							

8. Do you have any suggestions or comments regarding the performance of the Committee Chair?
Comments

9. What suggestions do you have about how to improve the effectiveness of the Committee?
Comments

BOARD EVALUATION QUESTIONNAIRE

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know
Committee 2:							

1. There are clear terms of reference for the Committee that are supported by a calendar or work plan.	1	2	3	4	5	6	DK
Comments							

2. The Committee is effective in carrying out its mandate.	1	2	3	4	5	6	DK
Comments							

3. Committee meetings are productive and make good use of directors' time and expertise.	1	2	3	4	5	6	DK
Comments							

4. Committee members receive adequate material in advance of committee meetings, in sufficient detail, to permit members to effectively consider issues before the committee.	1	2	3	4	5	6	DK
Comments							

BOARD EVALUATION QUESTIONNAIRE

	Strongly Disagree					Strongly Agree	Unsure/ Don't Know
5. Committee material is distributed far enough in advance to allow adequate preparation	1	2	3	4	5	6	DK
Comments							

6. The Committee's composition is appropriate.	1	2	3	4	5	6	DK
Comments							

7. I am able to make a significant contribution to this Committee.	1	2	3	4	5	6	DK
Comments							

8. Do you have any suggestions or comments regarding the performance of the Committee Chair?
Comments

9. What suggestions do you have about how to improve the effectiveness of the Committee?
Comments

INDIVIDUAL DIRECTOR PEER EVALUATION QUESTIONNAIRE

1. INTRODUCTION

1.1 The purpose of individual director peer evaluation at the Vancouver International Airport Authority (the "Authority") is personal development, recognizing that individual director development contributes to the Board's overall effectiveness.

1.2 The individual director peer evaluation process is based on the content of the Terms of Reference for a Director. It is designed to provide directors with an opportunity to examine their effectiveness, compare their personal assessment with the assessment by their peers, identify areas of improvement and have a candid conversation with the Board Chair regarding their performance.

1.3 The peer evaluation process is confidential and the results are shared with the director and the Board Chair only.

2. PROCESS

2.1 Please print the PDF and complete the peer evaluation questionnaire. Then return your completed questionnaire by **courier, fax or scan by May 9, 2012**:

By **courier** send to:

Patrick O'Callaghan and Associates
3300 – 1055 Dunsmuir Street
Bentall 4, P.O. Box 49206
Vancouver, BC V7X 1K8

If sending by courier, remember to make a copy for your own records.

By **fax** send to: 604-684-1884.

By **scan** send to: kathryn@poca.net

2.2 Please be sure to complete <u>for yourself</u> and for all others directors.

2.3 Patrick O'Callaghan and Associates receives the evaluations and summarizes the results confidentially. Each director will receive a confidential report including:

INDIVIDUAL DIRECTOR PEER EVALUATION QUESTIONNAIRE

- How You Scored Yourself – This is the score you marked in the column under your own name.

- Average Peer Score of Your Performance – This is the average of the scores awarded to you by the other directors.

- Overall Average Peer Score – This is the overall average score for each category in the evaluation for all directors, including yourself.

- Any Comments Regarding Your Performance – This section falls at the end of your report. It is an anonymous summary of any written comments on your performance by the other directors.

2.4 The Board Chair is the only other person to receive a copy of each director's individual report and is the only person who receives the consolidated report. The Board Chair will schedule an interview with each director for a confidential discussion regarding the director's contribution and views regarding the Board and director performance.

Name:

Note: Please complete <u>for yourself</u> and for all other Directors.

There is comment section for each director at the end of the numerical scoring section. Comments are very helpful. Please ensure you provide explanatory comments if you score a director 1 or 2 on any question.

N/A Not Able to Assess	1 Not Satisfactory	2 Room for improvement	3 Satisfactory	4 Consistently good	5 Excellent/Optimal

Criteria	M. Jordan	B. Bentz	G. Cadman	J. Caron	R. Goepel	K. Goosen	G. Hayward	H. Jampolsky	C. Kerfoot	W. Parasiuk	G. Sinclair	T. Vrooman	P. Webster
1) Board Activity													
a) *Respects confidentiality;* *Identifies potential conflict areas – real or perceived – and ensures they are appropriately reviewed;* *Exercises good judgment and act with integrity.*													
b) *Demonstrates an understanding of the difference between governing and managing, and does not encroach on management's area of responsibility.*													

N/A Not Able to Assess	1 Not Satisfactory	2 Room for improvement	3 Satisfactory	4 Consistently good	5 Excellent/Optimal

Criteria	M. Jordan	B. Bentz	G. Cadman	J. Caron	R. Goepel	K. Goosen	G. Hayward	H. Jampolsky	C. Kerfoot	W. Parasiuk	G. Sinclair	T. Vrooman	P. Webster
2) Skills and Experience													
a) *Use his or her ability, experience and influence constructively.*													
b) Is available as a resource to management and the Board; Demonstrates a willingness and availability for individual consultation with the Chair or President.													
3) Preparation and Attendance													

The following should be considered when assessing each director's preparation for and participation in meetings:

- *Demonstrates that he/she has prepared for each Board and committee meeting by reading the provided reports and background materials.*
- *Demonstrates that he or she has acquired adequate information necessary for decision-making.*
- *Advises the Chair or President before introducing significant and previously unknown information at a Board meeting.*
- *Maintains an excellent Board and committee meeting attendance record.*
- *Reserves the full day for Board meetings to allow for flexibility, even if meetings are scheduled for 8:00 a.m. to 1:30 p.m.*

4) Communication													

The following should be considered when assessing each director's performance with regard to communication:

- *Participates fully and frankly in the deliberations and discussions.*
- *Encourages free and open discussion of the affairs of the Authority by the Board.*
- *Asks probing questions, in an appropriate manner and at proper times.*
- *Focuses enquiries on issues related to strategy, policy, implementation and results rather than issues relating to the Authority's day-to-day management.*
- *Communicates with the Chair and with the President between meetings, as necessary and appropriate.*

N/A Not Able to Assess	1 Not Satisfactory	2 Room for improvement	3 Satisfactory	4 Consistently good	5 Excellent/Optimal

Criteria	M. Jordan	B. Bentz	G. Cadman	J. Caron	R. Goepel	K. Goosen	G. Hayward	H. Jampolsky	C. Kerfoot	W. Parasiuk	G. Sinclair	T. Vrooman	P. Webster
5) Relationships and Independence													
a) *Is a positive force with a demonstrated interest in the long-term success of the Authority; and Speaks and acts independently.*													
b) *Has established an effective, independent and respected presence and a collegial relationship with other directors.*													
6) Committee Work													

The following should be considered when assessing each director's committee work:

- *Participates on committees and is knowledgeable about the purpose and goals of committees.*
- *Understands the process of committee work, and the role of management and staff supporting committees.*

7) Nominating Entities & Nominated Directors													

The following should be considered when assessing nominated directors:

- *While recognizing a fiduciary duty to act in the best interests of the Authority, ensures that the perspective of his or her Nominating Entity is known and thus forms an integral part of the Board's deliberations.*

N/A Not Able to Assess	1 Not Satisfactory	2 Room for improvement	3 Satisfactory	4 Consistently good	5 Excellent/Optimal

Criteria	M. Jordan	B. Bentz	G. Cadman	J. Caron	R. Goepel	K. Goosen	G. Hayward	H. Jampolsky	C. Kerfoot	W. Parasiuk	G. Sinclair	T. Vrooman	P. Webster
8) General Business Acumen , Knowledge and Experience													

The following should be considered when assessing each director's general business knowledge and acumen: --as distinguished from Authority specific knowledge (see next question)

- *Contributes to effective Board discussion through insights gained outside the Authority's business;*
- *Applies and offers the lessons gained in prior dealings that are analogous to Authority issues;*
- *Advances Board deliberations through strategic questions;*
- *Assists Board understanding by examining issues from different perspectives;*
- *Uses business knowledge and experience from field of expertise to constructively contribute to Board deliberations.*

9) Authority and Industry Knowledge													

The following should be considered when assessing each director's knowledge of the Authority:

- *Is generally knowledgeable about the Authority's business and its industry.*
- *Demonstrates an understanding of the Authority's unique role of within the community.*
- *Demonstrates an understanding of the regulatory, legislative, business, social and political environments within which the Authority operates.*
- *Maintains an acquaintance with the Authority's senior managers.*
- *Is knowledgeable about the Authority's facilities and visits them when appropriate.*
- *Is an effective ambassador and representative of the Authority.*

10) Summary													

Please rate each director's overall effectiveness on the Board.

Note: **Constructive comments are extremely helpful and informative. Please provide your comments regarding Directors' performance in the space provided below**

M. Jordan	
B. Bentz	
G. Cadman	
J. Caron	
R. Goepel	

Note: **Constructive comments are extremely helpful and informative. Please provide your comments regarding Directors' performance in the space provided below**

K. Goosen	
G. Hayward	
H. Jampolsky	
C. Kerfoot	
W. Parasiuk	

Note: **Constructive comments are extremely helpful and informative. Please provide your comments regarding Directors' performance in the space provided below**

G. Sinclair	
T. Vrooman	
P. Webster	

Do you wish to recommend any changes to this questionnaire?