DIRECTOR COMPENSATION

1. Compensation

Item	Compensation
Annual Retainer – Chair	$135,000
Annual Retainer –non-management directors[1]	$25,000
Additional Annual Retainer – Finance and Audit Committee Chair	$8,000
Additional Annual Retainer – Other Committee Chairs	$6,500
Board and Committee Meetings fee (Including Day of Travel and Speaking Engagement, See Sections 2.3 and 2.4 for further clarification)	$1,250
Other Meetings Fee	$625

[1] Management Directors do not receive additional compensation for their service on the Board.

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2. Compensation Guidelines

2.1 Board and Committee Meetings

"Board and Committee Meetings" are defined as any Board meeting or Board Committee meeting published in the Board Calendar, as approved by the Board annually, or any Board meeting or Board Committee meeting added to the calendar during the course of the year which lasts longer than 2 hours. No distinction will be made between participation in person and participation by video, telephone or such other mode that permits that director to hear and be heard by all other participants.

2.2 Other Meetings

"Other Meetings" are meetings added to the Board Calendar during the course of the year which last two hours or less or any other meetings designated as such by the Chair.

The Chair will determine, at the Chair's discretion, whether a Board and Committee Meetings Fee or an Other Meetings Fee will apply when a director, at the request of the Board, the Chair or the President, undertakes a trip to the airport or elsewhere for the purpose of meeting with individuals or groups beneficial to the development of Airport business.

DIRECTOR COMPENSATION

2.3 Travel

2.3.1 A "day of travel" is defined as four hours or more spent in any one day by a director travelling to attend to the business affairs of the Authority but does not include travel to attend Board and Committee Meetings or to participate in director education and development activities.

2.3.2 Reimbursement of expenses arising from travel out of town must be pre-approved, in the case of directors by the Chair, and, in the case of the Chair, by the Chair of the Governance Committee.

2.3.3 Where deemed necessary, a travel advance for a requested trip can be issued but this should be avoided in so far as possible and is to be accounted for promptly after completion or cancellation of the trip.

2.3.4 Travel expenses arising from attendance at Board and Committee Meetings will not be reimbursed unless incurred by a director who resides, and who at the time of his or her appointment resided, outside the Greater Vancouver Regional District.

2.3.5 At the Chair's discretion, travel expenses arising from attendance at special, extraordinary or emergency meetings of the Board or any of its Committees may be reimbursed.

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2.4 Speaking Engagements, Education and Development Activities and Social Events

2.4.1 All speaking requests are handled through the office of the President, thus directors are asked to submit any such request they might receive to the President's office. If a director is asked to give a speech, the President will see that appropriate notes are prepared. Directors are entitled to compensation and the Chair will determine, at the Chair's discretion, whether a Board and Committee Meetings Fee or an Other Meetings Fee will apply.

2.4.2 Directors will not be paid for time spent attending education and development activities, but directors will be reimbursed for expenses incurred such as conference fees, meals, accommodation and travel provided that directors' participation has been pre-approved, in the case of directors by the Chair, and, in the case of the Chair, by the Chair of the Governance Committee.

2.4.3 Directors will not be paid for time spent attending social events, including meals and receptions, but the Chair may authorize the payment of the admission fees to certain of these events.

2.5. Out of Pocket Expenses

In addition to the foregoing remuneration, a director will be reimbursed for all reasonable out of pocket expenses necessarily incurred in the fulfillment of the director's duties as a director.

No credit card will be issued by the Authority.

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2.6 Compensation Administration

2.6.1 All claims for fees and expenses submitted by directors, other than the Chair, will be reviewed and signed by the Chair and the Corporate Secretary. Any claim for expenses, beyond the Chair's Annual Retainer, submitted by the Chair will be reviewed and signed by the Chair of the Governance Committee and the Corporate Secretary.

2.6.2 Any questions about fees and expenses will be referred to the Governance Committee for resolution. The Governance Committee will conduct an annual review of directors' fees and expenses in conjunction with its review of the directors' compensation plan as set out in Section III Q. of Tab 15d Terms of Reference for the Governance Committee.

2.6.3 Directors are not required to complete expense forms for Board or Committee Meetings or for Other Meetings where minutes including a record of attendance are provided to the office of the Corporate Secretary.

2.6.4 Monthly expense forms are required to document a day of travel, speaking engagement, education or development activity, reasonable out of pocket expenses or any Other Meeting where minutes including a record of attendance are not provided to the Board office. All forms received before the 5th business day of a month will be reviewed, signed, and processed such that directors will receive their cheques before the last business day of that month. Forms received *after* the 5th business day will be held and processed the *following* month.

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2.6.5 Annual retainers for Directors and Committee Chairs are paid quarterly in advance; except for the Chair of the Board whose compensation is paid monthly.

2.6.6 Other than meetings of the Board and its Committees, there will be no remuneration for any other activity unless the Board, the Chair, or the President specifically requests the director to perform a particular duty on behalf of the Authority.