



## Vancouver Airport Authority

### Individual Directors — Terms of Reference

#### Purpose and Authority

As a member of the Board, each Director will fulfill the legal requirements and obligations of their role, which include acting honestly and in good faith in the best interests of the Airport Authority and exercising the degree of care, diligence and skill required of a Director pursuant to the *Canada Not-for-profit Corporations Act*. With the exception of the CEO, all Directors are independent—they have no direct or indirect material relationship with the Airport Authority or its subsidiaries.

An individual Director has no specific authority as a Director but rather the authority resides with the Board of Directors as a whole. A Director cannot unilaterally operate, give direction to Management, or authorize transactions unless specific authority has been delegated by the Board and is properly transacted, within the direction given by the Board as a whole.

#### Responsibilities

As a member of the Board, each Director will:

##### *General*

- a) understand the difference between governing and managing, and not encroach on Management's area of responsibility
- b) declare all conflicts of interest – actual, potential or perceived – and demonstrate an understanding and sensitivity to conflict of interest issues
- c) subordinate their personal interests, and those of any other entity, to the best interests of the Airport Authority
- d) act and speak honestly, ethically and with integrity and not be influenced by self-interest, outside pressure, expectation of reward or fear of criticism
- e) maintain the confidentiality of Board discussions and materials, of any information supplied to the Director, and of any personal information, consistent with the Airport Authority's privacy policies and as required by law
- f) support the corporate culture by acting in an ethical, respectful and inclusive manner and promoting our "One YVR" approach
- g) serve as the Airport Authority's ambassador, reflecting our purpose, vision and

values to the community where appropriate

- h) ensure they are familiar with the constating documents and legislation under which the Airport Authority exists, its By-laws, values, Code of Ethics and other policies as they pertain to the duties of a Director

#### *Board Activity*

- i) maintain an excellent Board and committee meeting attendance record, the target being 100% attendance and no less than 80% without extenuating circumstances
- j) attend entire Board or committee meetings, not just parts of meetings
- k) attend meetings well prepared, having read and understood the provided background material and, if required, having consulted the Chair(s) or Management
- l) Continuously pursue knowledge and education regarding the business of the airport, to enable valued contribution
- m) advise the CEO or Board Chair, as appropriate, when planning to introduce significant and previously unknown information or material at an upcoming Board meeting
- n) participate actively as a member or Chair of one or more Board committees, understand the mandates of those committees and the process of committee work, and the role of Management and other employees in supporting the committee
- o) support and abide by Board resolutions
- p) be accessible and approachable, and available when needed
- q) participate in the annual Board Survey and Peer Evaluation and commit to improvement as required
- r) declare to the Board Chair and the Board by May 1<sup>st</sup> of the year prior whether they will be seeking re-election if their term of office ends in the coming year

#### *Communication and Board Interactions*

- s) participate fully and candidly in Board deliberations and discussions and contribute in a meaningful and knowledgeable way
- t) actively listen and communicate with other Directors and Management in a thoughtful, respectful and constructive manner that encourages the full and candid expression of each Director's views
- u) be a team player and work effectively with fellow Directors, being a positive and constructive force within the Board with a demonstrated interest in the long-term success of the Airport Authority
- v) exercise independent judgment and be willing to take a stand or express a view, even if it runs contrary to prevailing wisdom or the direction of conversation

- w) focus enquiries on issues related to strategy, policy, implementation and results rather than issues relating to the day-to-day management of the Airport Authority

#### *Strategy and Planning*

- x) demonstrate a comprehensive understanding of the Airport Authority’s strategic direction and plans, including an understanding of the Airport Authority’s key risks
- y) contribute and add value to discussions on the Airport Authority’s strategic direction and decision-making, including applying the strategic lenses of Climate, Digital, Reconciliation and Financial Sustainability, as well as a customer-centric perspective

#### *Business and Industry Knowledge*

- z) develop a strong understanding of the Airport Authority’s business and industry
- aa) demonstrate an understanding of the regulatory and legislative environment, industry trends, and the social and political environment within which the Airport Authority operates
- bb) remain knowledgeable about the Airport Authority’s facilities and visit them when appropriate
- cc) be an exemplary ambassador and representative of the Airport Authority
- dd) refrain from making unauthorized public statements and promptly advise the Chair, CEO or the Corporate Secretary if approached to speak about Airport Authority matters

#### *Nominating Entities*

- ee) where applicable and as appropriate, ensure that their Nominating Entity’s views are communicated to the Board and form an integral part of Board deliberations
- ff) where applicable, annually agree on communications with their Nominating Entity concerning Airport Authority affairs and promptly inform the Corporate Secretary of any Nominating Entity questions or requests
- gg) where applicable and as appropriate, invite a member of Management to accompany the Director to meetings with their Nominating Entity in their capacity as an Airport Authority spokesperson

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