



## Vancouver Airport Authority

### Corporate Secretary — Terms of Reference

#### Introduction

The Corporate Secretary is responsible for providing legal, strategic and operational support to the Airport Authority's Board of Directors. The Corporate Secretary works with the Board Chair to establish and administer the Airport Authority's governance framework. They provide advice to the Board, individual directors, the Executive and employees of the organization to ensure compliance with that framework and on issues relating to Board decisions, requirements and requests. At the direction of the Board Chair, the Corporate Secretary assists the Board in the discharge of its duties by organizing and recording the activities of each meeting of the Board and its Committees. The Corporate Secretary also coordinates and works collaboratively with Committee Chairs regarding committee matters. The Corporate Secretary must have a broad understanding of the organization and its operations to effectively carry out their responsibilities.

#### Accountability

The Corporate Secretary is an employee of the Airport Authority who reports operationally to the Board Chair and is also accountable to the Board of Directors. They report administratively to the President and CEO (CEO).

Performance Management of the Corporate Secretary is the responsibility of the CEO in accordance with organizational policies and processes.

#### Responsibilities

The Corporate Secretary will:

##### *Corporate Governance*

- a) promote strong corporate governance practices within the organization and keep current on evolving corporate governance practices
- b) be the primary information source and advisor on all matters related to corporate governance for Directors and employees of the Airport Authority

- c) ensure effective Board orientation procedures and promote ongoing training and educational opportunities for Directors, including keeping Directors informed of changing or new requirements relating to their legal and fiduciary duties
- d) oversee the Airport Authority's policy framework and provide advice and guidance to the Board, CEO and Management on compliance with the framework

#### *Board and Members' Meetings*

- e) organize logistics, agendas, submissions and appropriate briefing materials for meetings of the Board, Board Committees and Members in collaboration with the CEO and the Board and Committee Chairs, as appropriate
- f) attend and act as secretary at all Board, Board Committee and Members' meetings, aside from the Human Resources Committee where the Board Chair or VP People & Brand will act as secretary
- g) coordinate preparation and circulation of meeting minutes and review minutes for accuracy, consistency and appropriateness
- h) ensure that the Airport Authority meets the filing requirements of the *Canada Not-for-profit Corporations Act*
- i) advise and assist Management with respect to meeting preparation to ensure that Board requirements are clearly understood

#### *Communication*

- j) be the main point of contact between the Board and Management and will promote a strong and effective working relationship between the two
- k) ensure that appropriate tools and systems are in place to manage Board information and communication so that Directors can adequately discharge their responsibilities
- l) ensure that Board decisions are communicated to Management in a timely manner
- m) ensure the confidentiality of Board materials, records and deliberations as appropriate, or as directed by the Board Chair

#### *Board Budget*

- n) manage the Board budget and review and ensure the effective administration of Board expenditures and expense entitlements

<b>Version Number</b>	<b>Effective Date</b>
Version 2	1 January 2023