



Beyond, Every Day.

BOARD DIVERSITY & INCLUSION POLICY



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1. OVERVIEW

At Vancouver Airport Authority (the “**Airport Authority**”), we believe that our organization should reflect the rich diversity of the communities we serve. From our employees to our Board of Directors (the “**Board**”), we recognize that supporting diversity and fostering an inclusive environment for everyone is not just the right thing to do, it’s also the right thing for our business in building connections with, and for, British Columbians.

We see the uniqueness of every individual and believe that having people who reflect the full spectrum of skills, background, identity and lived experience is essential to our success. It enriches our decision-making, fosters creativity and innovation, and keeps our viewpoints progressive and socially aware. We also strive to create a truly inclusive culture that emphasizes equity and not only accepts and respects our differences, but values and embraces them.

What does this Policy do? It discusses how the Board will prioritize diversity and inclusion in determining its composition, including in communications with the various groups who nominate candidates to our Board (“**Nominating Entities**”) to encourage them to keep our diversity goals a priority when considering potential candidates. It also discusses Board oversight of our Employment Equity Plan for employees.

Who does this Policy apply to? All Board members.

2. DIVERSITY AND INCLUSION MANDATE

We know that the more inclusive our workplace, the more diverse leadership talent we attract. Enhancing diversity and inclusion throughout our organization occurs in a variety of ways, and the Board contributes through its decisions related to Board composition and the appointment of our President and Chief Executive Officer (“**CEO**”).

At the committee level, the Governance Committee is responsible for developing detailed plans to achieve Board diversity and ensuring that Board members don’t just fully participate in Board decisions, but that they *perceive* themselves to be fully participating members as well. The Governance Committee also presents nominees for election to the Board, including nominees solicited from the Nominating Entities and those identified to fill Director At-Large positions, as well as provides advice to the Board with respect to CEO appointments.

When identifying potential Board or CEO candidates, the Governance Committee will:

- i) consider individuals who are highly qualified, based on their talents, functional experience, industry experience, accomplishments, expertise, skills, character, interests, values, and other personal qualities, keeping in mind the Board Skills & Attributes Matrix and the Airport Authority's plans and strategic objectives,
- ii) consider criteria that promote diversity, including age, gender, ethnicity (eg BIPOC), sexual orientation, disability, neurodiversity, indigenous status, gender expression/identity (eg LGBTQIA2S+), education, religion, marital status, family status, geographic location*, national origin*, and other lived experience,
- iii) consider the current level of diversity of the Board or Management, as applicable, when making recommendations, as well as future diversity goals, and
- iv) establish recruitment and identification processes and, as required, engage qualified independent external advisors or reach out to Canadian organizations that are mandated to advance diversity on corporate boards to assist the Board in conducting its search for candidates that meet the Board's criteria for skills, experience and diversity.

* subject to the restrictions on Director qualifications in Vancouver Airport Authority By-law #1, s. 3.3



3. COMMUNICATION WITH NOMINATING ENTITIES

To ensure that our diversity and inclusion priorities are well received, the Board Chair will write to the applicable Nominating Entities prior to the end of a current appointee's term to:

- i) explain the purpose of the Board Skills & Attributes Matrix,
- ii) provide a copy of this Board Diversity & Inclusion Policy,
- iii) review the Board's composition and note any gaps in the Board's reflection of the communities that the Airport Authority serves, and
- iv) encourage the Nominating Entity to consider the needs of the Airport Authority.

4. SELECTION OF NEW DIRECTOR AT-LARGE CANDIDATES

A few of our Board members are referred to as Directors At-Large, appointed by the Board from the Airport Authority's wider community. The responsibility of identifying and selecting new Directors At-Large rests with both the Governance Committee and the Board as a whole, and this Policy will be considered throughout the selection and appointment process.



5. MONITORING AND REPORTING

Board Diversity & Inclusion Policy. The Governance Committee will report to the Board annually on the implementation of this Policy, as well as initiatives designed to increase diversity in the Board candidate pool. Among other things, success will be measured based on the level of diversity on the Board and the Governance Committee will seek feedback from the CEO in relation to this metric.

The Board has set diversity and inclusion stretch targets of achieving gender parity and having 30% of the Board comprised of individuals from other diversity groups set out in the criteria from our Diversity and Inclusion Mandate, above.

Unlike diversity, inclusion cannot be measured in numbers alone but must also be assessed qualitatively. As such, the Board will focus on its regular Director survey to ensure that all Directors feel safe, encouraged, and able to contribute to their fullest potential.

The Board will ensure that its progress on diversity and inclusion is included in the Airport Authority’s annual reporting.

Workforce Diversity, Inclusion and Belonging Plan. The Board has delegated the Human Resources Committee to monitor Management’s implementation of the Airport Authority’s Diversity, Inclusion and Belonging Plan. The Human Resources Committee will compare the rates of workforce retention, promotion, and attrition among the various demographics used to track diversity, and review results of employee surveys that ask employees about their perceptions of the work environment, levels of engagement and overall employee experience.

The Board will ensure that progress on the Diversity, Inclusion and Belonging Plan is reported in the Airport Authority’s annual reporting and that the Airport Authority is fulfilling its reporting requirements set out in the Employment Equity Act.

6. POLICY REVIEW AND APPROVAL

The Governance Committee will review this Policy annually on behalf of the Board and bring forward any significant changes to the Board for approval.

Table with 2 columns: Version Number, Effective Date. Row 1: Version 3, 21 November 2022