



## Vancouver Airport Authority

### Board Chair Election Process

**Notice to Directors.** At least four weeks before the Board meeting at which the Chair's term will expire and an election can be held (the "Election Meeting"), the Corporate Secretary will advise all Directors in writing:

- a) that the Chair's term is about to expire
- b) whether or not the current Chair is eligible for re-election, and
- c) the procedures for making nominations and conducting an election by secret ballot.

**Nomination Process.** Each Director is entitled to nominate one non-Management Director to serve as Chair by submitting a name to the Corporate Secretary, in writing, not less than two weeks prior to the Election Meeting.

The Corporate Secretary, without disclosing the source of the nomination, will ask each of the nominees if he or she is willing to let his or her name be placed on the ballot.

One week before the Election Meeting, the Corporate Secretary will advise the Board of the names that will appear on the ballot. If there is only one nominee, then at the Election Meeting that Director will be declared elected as Chair.

**Nominee Address and Voting.** If there is more than one nominee, then at the Election Meeting and in the order the names appear on the ballot, each nominee shall be given two minutes to address the Board, the Corporate Secretary will give one ballot to each Director, and voting will be conducted by secret ballot. The Director with the greatest number of votes will be declared elected Chair provided that Director receives more than one half the votes cast.

If there are several nominees and no nominee receives more than one half the votes cast, then the Director who receives the fewest votes will be dropped from the ballot and another round of voting conducted.

The Corporate Secretary, and if the Board so directs, another person of the Board's choosing, will count the ballots and announce the results, but they will not disclose to any person the actual number of votes received by any Director and will destroy all ballots used.

<b>Version Number</b>	<b>Effective Date</b>
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