



Position Specification

Director

Vancouver Airport Authority

Board of Directors

Prepared for the Engineers and Geoscientists of BC and
Its Potential Candidates



DIRECTOR POSITION SPECIFICATION

POSITION	Director
COMPANY	Vancouver Airport Authority
WEBSITE	yvr.ca

MANDATE

Vancouver Airport Authority is driven by purpose and clear on our reason for being. *We exist for the sole purpose of serving our community and the economy that supports it.*

By creating a sustainable, efficient and people centered airport, Vancouver International Airport (“**YVR**”) enables trade, tourism and knowledge exchange to flourish. We do this by providing top-quality aviation infrastructure, logistics, digital innovation and air transport facilities for passengers and cargo at the terminal and throughout our operations on Sea Island.

At the same time, we recognize that our activities impact different groups in different ways. We therefore strive to balance the contribution we make in providing optimal access for our community to connect to the wider world, against the negative effects of aviation on the quality of life of local residents as well as the negative climate impact of air travel. Further, we recognize our opportunity and obligation to work in partnership with the Musqueam Nation on whose traditional lands YVR sits.

We gratefully pursue these efforts from a position of strength; YVR has a strong and long history of success. Recognized for innovation, growth and reflecting the very best of our region – in our terminal design, art, and especially in our people. At our core, we are a people business. People serving people to improve the access to - and growth of - our region. It is why our staff choose to work here.

More information on the Airport Authority and its environmental, economic, social and governance programs can be found on our website, yvr.ca, and in our Annual and Sustainability Report. The 2019 report, including the 2019 financial statements, can be found here: <https://www.yvr.ca/en/about-yvr/leadership-and-accountability/annual-and-sustainability-report>. The 2020 Annual and Sustainability Report will be available at the end of April 2021.

Executive Team

The Airport Authority Executive Team is led by President and CEO Tamara Vrooman, who assumed this position in July 2020. The other members of the Executive Team are:

Bill Bakk, Vice President Business Development

Richard Beed, Vice President People and Brand

Lynette DuJohn, Vice President Innovation and Chief Technology Officer

Argiro Kotsalis, Vice President Legal & Supply Management and Chief Governance Officer

Andy Margolis, Vice President Airport Capacity and System Design

Robyn McVicker, Vice President Passenger Journey

Scott Norris, Vice President Strategic Customer Relationship

Christoph Rufenacht, Vice President Airport Development and Asset Optimization

Diana Vuong, Vice President Finance and CFO

Their biographies can be found at:

<http://www.yvr.ca/en/about-yvr/leadership-and-accountability/the-executive-committee>

Board of Directors

The Airport Authority is governed by a Board of Directors that can have up to 15 members. Nine Board members are appointed by eight Nominating Entities:

Engineers and Geoscientists BC – 1

City of Richmond – 1

City of Vancouver – 1

Government of Canada - 2

Chartered Professional Accountants of BC – 1

Law Society of BC – 1

Metro Vancouver – 1

The Greater Vancouver Board of Trade – 1

In addition, the Chair serves as a Director at Large, the President and CEO serves as a Director and the Board may appoint up to four additional Directors from the community at large. See Appendix 1 for bios of the current Board members. Certain individuals are excluded from service on the Board; see Appendix 2.

KEY RESPONSIBILITIES

The Airport Authority expects the Board to set the right “tone at the top” through ethical values, transparency and adherence to high governance principles. Each Director is expected to be aligned with the Authority’s values of safety, teamwork, accountability and innovation. Directors should have an interest in YVR and fostering its strong culture of caring for every customer, promoting diversity, inclusion and belonging in the workplace and finding ways to go “beyond, every day.”

The Board oversees the conduct of business of the Airport Authority and supervises management, which is responsible for the day-to-day operation of the business. The Board has a key role in reviewing, validating and ultimately endorsing strategy. The Board is also charged with having an understanding of the principal risks associated with the Airport Authority’s business. To that end, the Airport Authority has a robust Enterprise Risk Management system focused on strategic risks.

All Directors owe a fiduciary duty to the Airport Authority; acting in the best interests of the Airport Authority must be paramount at all times. While recognizing the paramountcy of this fiduciary duty, Directors that are nominated by a Nominating Entity also have a responsibility to ensure that the perspective of that Entity is known to the Board and forms an integral part of the Board’s deliberations. Nominated Directors also have a responsibility to communicate with their Nominating Entities, while being respectful of the confidentiality of matters before the Board or within its purview.

Every Director must, at the time of their appointment, sign an acknowledgement that they have read and are bound by the Airport Authority’s conflict of interest guidelines.

The term of office is three years and Directors are eligible to serve for a total of nine years. There is no retirement age.

For further information regarding Director responsibilities, candidates are directed to the Airport Authority’s Governance Rules and Practices Manual found at: <http://www.yvr.ca/en/about-yvr/leadership-and-accountability/board-of-directors/board-manual>

SKILLS AND EXPERIENCE

The Board of Directors annually reviews its Directors Skills and Experience Matrix, which sets out skills that every Director is expected to bring to the boardroom, as well as specific skills and experience required to ensure that the Board plays an effective role in

the Airport Authority achieving its strategic direction. The Airport Authority is currently seeking the skills and experience set out below.

All Director Candidates should have what we call the “Essentials”, which are set out in Table 1 on page 6. Our Board seeks individuals with experience in promoting a positive inclusive board or corporate culture, strategic insight—engaging on a wide variety of strategic matters and considering a variety of stakeholders’ points of view among others. The Airport Authority also deeply values diversity; the Board’s Diversity and Inclusion Policy sets targets of gender equality (50%) and 30% of the Board comprised of individuals reflecting our diverse community (e.g. BIPOC, persons with disability, LGBTQIA2S). A copy of the Diversity and Inclusion Policy has been provided separately.

Having reviewed the Board’s current composition, the Board is seeking Directors with the following specific skill areas:

- asset life cycle management of large complex public and industrial facilities; and/or
- global supply chain systems that support e-commerce, perishables and other cargo.

In addition, Director Candidates with experience in the following additional areas would be highly valued:

- digital and technology applications in areas such as business intelligence, analytics, technical systems and digital twins in engineering and related fields;
- driving sustainability—experience with any or all sustainability pillars – environment/ climate, economic/financial, social (e.g. community impacts, employee/public safety) and governance programs in a large complex company or environment;
- board service on a larger corporation, community or not-for-profit Board or alternatively experience as a CEO reporting to a Board; and
- financial literacy or global business and marketing experience would also be helpful.

Additional information on the Board’s desired skills and experience can be found in Table 2 on page 7.

Table 1 – Essentials

The following table shows essential characteristics that the Board expects to find in Directors.

Integrity and Accountability	Conflict of Interest	Time Availability	Financial Literacy	Strategic Insight	Board Experience	Leadership	Senior Executive Experience	Risk Management	Informed Judgment	Mature Confidence	High Performance Standards	Diversity
Demonstrated integrity, and high ethical standards both in personal and professional dealings; Willing to act on, and remain accountable for, decisions made in the boardroom.	No real or perceived conflicts that are not easily satisfied through disclosure or exclusion from particular issues; This is verified annually.	Ability to devote the required time for preparation before, and participation at, board and committee meetings.	Competent in understanding financial matters and statements; Familiar with current accounting processes used to evaluate a corporation's financial performance. Experience in: strategies to mitigate financial distress, (e.g., downsizing, insolvency, business disruption), economic recovery and turnaround strategies, and mergers/acquisitions	Capable of contributing to Board work on identifying key trends, assessing risks and opportunities; Skilled in providing insight and suggestions in making strategic decisions, including encouraging innovation, providing divergent thinking and out of the box suggestions and focusing the Authority's strategic vision.	Service on the board of a large corporation, preferably with experience as committee chair; Experience with other types of Boards (e.g. community and not-for-profit) or, As a CEO reporting to a Board. Experience with the handling of major disruptors to the business (pandemic, natural disaster, disruptive technology), including potential change of control With process redesign and quality management systems	Ability, shown by prior actions, of taking into consideration all stakeholders as part of making sound business decisions; Ability to set "tone at the top" and promote a positive Board culture; An understanding of current "best practices" in corporate management in complex, rapidly evolving business environments. Experience with implementing change management in large organizations	CEO, COO, EVP, SVP, of a large corporation	Understanding of, and experience with, modern enterprise risk management systems and programs. Familiarity with Business Continuity Planning, analysis of global risk and downside scenario planning and analysis	Ability to communicate wise, thoughtful counsel on a broad range of issues helpfully.	Ability to facilitate superior Board and team performance by demonstrating respect for others; Places a premium value on collective achievement over individual performance.	High standards for self and others reflected in a record of achievement.	The Board should be reflective of our community, promoting diversity and inclusion on our Board. It strives to achieve stretch targets of gender equality and having 30% of the Board comprised of individuals from other diversity groups.

Table 2 – Desired Skills and Experience

Financial Experience	Aviation/Air and Other Transportation Industry Experience	Customer Service Experience	Land or Project Development Experience	Digital and Technology Experience	International Experience	Government Relations and Community Service	Human Resources Experience	Legal/ Governance Experience	Corporate Responsibility/ ESG Experience
CFO or senior financial executive of large corporation; Senior Audit Partner with one of the major Canadian audit firms; Corporate finance leadership, including investment banking, mergers and acquisitions, and other complex financial transactions.	Senior executive international airline or aviation industry experience in areas that may include, operations, maintenance, health and safety, cargo and logistics; and customer service among others: Management experience at airport with significant international and connecting traffic; and Other modes of international passenger and cargo movement.	Senior executive from an industry where meeting individual customer needs is critical to the organization's success; <u>In particular, travel, hospitality, theme park, and cruise industries, direct to consumer sales;</u> Shopping centre design development and management.	Senior executive; Oversight and/or project management of large capital projects from inception to completion; Complex engineering, multi-sourced financing, projects; including public, government and environmental approval processes. Life cycle management of large complex multi-tenant public and industrial facilities	Senior leader; digital universe, Information, technology, social media, e-commerce, cybersecurity, business intelligence and analytics, e-health, new economy and their application in for-profit businesses.	Considerable work outside Canada; Global business and marketing experience, particularly in Asia Extensive relevant contacts; Strong credibility with the Canadian government as a senior international businessperson. Global supply chain systems supporting e-commerce fulfillment services	Extensive work with, or within, government; Knows policy and legislation development; Credibility and connections within: a) political and civil service sectors; and b) community organizations. Experience serving within and leading charitable organizations Public issue management.	Senior human resource executive in a large, complex corporation; Knows executive compensation; Performance management systems; Succession planning and development; Senior partner in recognized human resource consultancy.	Senior Partner of a law firm with a broad range of clients and experience with complex transactions and/or governance matters; Preferably a leadership role within the firm; or, Senior legal executive in a large corporation with experience with large, complex deals or projects; Senior lawyer with significant exposure to board (sitting as director or advising as counsel) and governance experience.	Senior executive responsible for comprehensive health and safety programs in a large, complex company or environment; Large corporation involvement in environment, sustainability, community; communications;

BOARD MEETING DATES

Board meeting dates are set for three years in advance and Committee meeting dates for one year in advance. However, due to the challenges and uncertainties arising from COVID-19, this schedule is subject to change.

Board Meeting Dates 2021-23

	2021	2022	2023
Board of Directors	Feb 25	Feb 24	Feb 23
Board of Directors	April 15	April 14	April 13
Annual Nominating Entities Meeting	May 13	May 12	May 11
Annual Public Meeting (APM)	(noon to 5:30pm)	(noon to 5:30pm)	(noon to 5:30pm)
Annual Meeting of the Members			
Board of Directors	Jun 10	June 7*	June 6*
Board's Strategic Retreat	June 24, 25	June 23, 24	June 22, 23
Board of Directors	Sept 30	Sept 29	Sept 28
Board of Directors	Dec 9	Dec 8	Dec 7

Board meetings generally start at 9:00 am and are usually held on Thursdays. Starred* Board meetings are held on an alternative day.

TIME COMMITMENT

The Board has five regular meetings plus a strategic retreat and the Annual Meeting of the Members. On average, Board Committees meet four times a year each. The number of Board and Committee meeting days, however, do not fully reflect the time commitment required of Directors, particularly in their first year. New Directors are expected to participate in an orientation program, including a review of governance and fiduciary matters, as well as other introductory meetings. Board members are also encouraged to attend Airport Authority-sponsored functions and events, including director development sessions. While events are currently limited due to COVID, in a routine year, these might number four or five. In addition, while voluntary, Directors are occasionally asked to participate in community-sponsored events.

A Director should expect to spend an average of 21 days per year on Board business, not counting meeting preparation time.

COMPENSATION

Director Remuneration

Item	Compensation
Annual Retainer – Non-management Directors ¹	\$35,000
Board and Committee Meetings fee (Including Day of Travel and Speaking Engagement)	\$1,400
Other Meetings Fee	\$700

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

Additional information on Director Compensation can be found on the corporate website in the Board Manual located at:

<http://www.yvr.ca/en/about-yvr/leadership-and-accountability/board-of-directors/board-manual>

Director Insurance and Indemnity

The Airport Authority carries D&O insurance in the amount of \$30 million; a primary layer of \$10 million and two excess layers of \$10 million each. In addition, the Airport Authority has a fiduciary insurance policy in the amount of \$5 million.

Every Director has the benefit of an Indemnity Agreement that indemnifies and saves harmless the indemnified Director against all costs, charges and expenses which the Director may incur as a result of any action, suit or proceeding brought against the Director as a result of an action or matter done or permitted by the Director while serving on the Airport Authority Board, provided there has been no fraud, malicious intent, gross negligence or failure to disclose a conflict. The indemnity begins from the date that an individual becomes a Director and continues after the individual ceases to be a Director.

Appendix 1

Current Vancouver Airport Authority Directors



**Annalisa King, Chair
Director at Large**

Annalisa King is a corporate Director and was recognized in 2012 as BC's CFO of the Year by Business in Vancouver. Annalisa is the former Chief Financial Officer and Senior Vice President of Best Buy Canada Ltd. Prior to joining Best Buy Canada Ltd., she was the Senior Vice President of Business Transformation for Maple Leaf Foods. She has held leadership positions in finance at several consumer packaged goods companies. Annalisa also sits on the board and audit committees of two public companies, Saputo Inc. and the Northwest Company Inc.



**Hayden Acheson
Nominated by the Government of Canada**

Haydn Acheson has extensive senior leadership experience in the transportation sector, most recently as President and General Manager of Coast Mountain Bus Company. Prior to that, he held senior executive roles in the Canadian airline industry in the areas of operations, customer service and flight operations and also has an extensive labour relations background. He is an accomplished airline captain with thousands of hours of flight time.



**John Currie, C. A.
Nominated by the Chartered Professional Accountants of British
Columbia**

John Currie is a respected Vancouver-based business leader. He is the former Executive Vice President and Chief Financial Officer of lululemon athletica Inc., an athletic apparel company. John brings extensive corporate financial experience to the Authority Board through his previous experience at lululemon and as CFO of Intrawest Corporation. He serves on the boards of several public and private companies and is a Professional Chartered Accountant.



Mary Anne Davidson.

Nominated by The Greater Vancouver Board of Trade

Mary Anne Davidson brings extensive experience in Human Resources management. She most recently served as Vice President Human Resources for ACCIONA Canada Inc., a global provider of sustainable solutions for infrastructure and renewable energy projects. She has also held senior leadership positions with the Residential Construction Industry Training Association KPMG, CustomHouse Global Foreign Exchange and provincial Crown Corporations.



Frances Fiorillo

Director at Large

Frances Fiorillo has extensive experience in the airline industry providing leadership in areas including human resources and operational strategies and competitive positioning. She most recently served as Senior Vice President, People and Inflight Service, at Virgin America where she helped launch and grow that award-winning airline. Frances also served as the Chief Human Resources Officer at the BC Provincial Health Services Authority and held senior executive positions at a subsidiary of Air Canada and at Canadian Airlines International.



Kenneth Goosen, P. Eng.

Nominated by the Association of Professional Engineers and Geoscientists of BC

Kenneth Goosen is President - AeroStrategies Limited, a BC Company specializing in airline maintenance and logistics. Ken has more than 30 years' experience in senior management, engineering and operations positions with Canada's major airlines. He was Senior Aviation Advisor at AeroInfo Systems for Boeing, Vice President Maintenance and Engineering for Canadian Airlines International and Senior Vice President Operations for Zip, Air Canada's start-up airline. Following his airline career, Ken established an aviation consulting company, Aero Strategies Ltd. which included among its clients several airlines, aviation training organizations.



Kevin Howlett
Director at Large

Kevin Howlett brings 40 years of experience in the aviation industry with expertise in human resources and operational management and corporate and government affairs. Kevin was most recently Senior Vice President Regional Markets & Government Relations at Air Canada and also held senior positions at Jazz Aviation and Canadian Airlines.



Ken M. Kramer, QC
Nominated by the Law Society

Ken M. Kramer is the founder and principal of KMK Law, a boutique firm specializing in the areas of Estates, Trusts and Elder Law. Ken has served on numerous boards and committees with missions focused on disability and seniors' issues and currently serves as Vice Chair of the College of Chiropractors of BC.



Jill Leversage
Nominated by the Government of Canada

Jill Leversage is a corporate director with over 25 years' experience in corporate finance and investment banking. She has expertise in the areas of initial public offerings, financing strategies and advising boards and management on corporate financings, mergers and acquisitions and business valuations. She holds the Fellow of the

Institute of Chartered Professional Accounts of BC designation and is a retired Chartered Business Valuator.



Dan Nomura
Nominated by the City of Richmond

Dan Nomura is President of the Canadian Fishing Company (Canfisco), which operates a fully integrated, sustainable seafood business including fishing, processing and sales. In addition to his extensive leadership experience in the industry, he is active in the community serving on the Board of the Richmond Olympic Oval, previously on the Board of the Nikkei National Museum and Cultural Centre and on several cultural, educational and sport committees.



Kush Panatch
Director At Large

Kush Panatch is the principal owner of a group of companies involved in acquisition, management and development of real estate. Panatch Capital Corp. specializes in investing private equity capital in Real Estate Development projects as well as in the Technology Sector. With more than 25 years of experience, Mr. Panatch brings to his role as a YVR Director extensive knowledge in development, finance, marketing, construction and environmental legislation.



Tamara Vrooman
President and CEO and Director

Tamara Vrooman is President & CEO of Vancouver Airport Authority. Prior to joining YVR, Tamara served for 13 years as the President & CEO of Vancity, Canada's largest community credit union, where she demonstrated a successful vision for values-based banking. Tamara currently serves as Simon Fraser University's 12th Chancellor and chairs the board of the Rick Hansen Foundation, in addition to other board roles. She is the recipient of the Order of British Columbia (2019) among other citations.



Juggy Sihota
Nominated by the City of Vancouver

Juggy Sihota is Vice President, Consumer Health, at TELUS where she leads the national strategy, execution and operation of the Consumer Health business. Juggy has more than 25 years of telecom leadership experience including leading several merging technology businesses and operations across TELUS.



Wayne Wright
Nominated by Metro Vancouver

Wayne Wright served as Mayor of New Westminster from 2002 to 2014. He was named "New Westminster's Citizen of the Year" in recognition of his work in the community. As a member of Metro Vancouver's Board of Directors, Mr. Wright chaired the Housing Committee and sat on both the Zero Waste and Regional Planning and Agriculture committees. He was the Vice-Chair of TransLink's Mayors' Council, a regional representative to the Municipal Finance Authority and a member of numerous regional committees.

Further information on the Airport Authority's Directors can be found at:
<http://www.yvr.ca/en/about-yvr/leadership-and-accountability/board-of-directors>

Appendix 2 – Exclusions from Board Membership

Certain individuals are barred from Membership on the Board under Vancouver Airport Authority's by-laws. With the exception that at any one time, not more than one Director from the exclusion in sub-paragraph (c) and not more than one Director from the exclusion in sub-paragraph (d), may serve as a Director, the following are specifically *barred* from membership on the Board:

- (a) a corporation;
- (b) a person aged 17 years or younger;
- (c) a person who is not a citizen of Canada;
- (d) a person who is not a resident of British Columbia;
- (e) a person holding federal, provincial or municipal elected office;
- (f) a person employed by or providing services on a full time basis under contract to any federal, provincial or municipal government department or agency, or by any corporation owned by Her Majesty the Queen in right of Canada or any province of Canada;
- (g) a person who has the status of a bankrupt;
- (h) a person who is found by a court to be a mentally incompetent person or of unsound mind; or
- (i) a person who has been convicted of an offence in connection with the promotion, formation or management of a corporation, or involving fraud unless five years have elapsed since the expiration of the period fixed for suspension of the passing of sentence without sentencing or since a fine was imposed, or the term of imprisonment and probation imposed, if any, was concluded, whichever is the latest, but the disability imposed by this paragraph ceases on a pardon being granted under the *Criminal Records Act* (Canada).