



Vancouver Airport Authority

Board Chair — Terms of Reference

Introduction

The principal role of the Chair of the Board of Directors is to provide leadership to the Board. The Chair is an “at large” Director who is responsible for managing the affairs of the Board and ensuring that the Board is properly organized, functions efficiently and independent of Management, all in the best interests of the Airport Authority, the communities it serves, and the Board.

Responsibilities

The Chair will:

Working with Management

- a) facilitate the effective operation and management of, and provide strong leadership to, the Board
- b) act as a sounding board, counselor and confidant for the CEO, including helping to identify problems, review strategy, maintain accountability, and build relationships
- c) ensure that corporate strategy, long-term plans and associated performance metrics are appropriately represented to the Board and reflect the purpose, vision and values of the Airport Authority
- d) lead the Board in monitoring and evaluating CEO performance
- e) ensure the Board oversees the CEO in implementing senior management succession and development plans
- f) foster a constructive, harmonious and independent relationship between the Board and Management
- g) ensure that the Board and Management comply with the By-laws
- h) act as the Board spokesperson and support Directors in acting as ambassadors for the Airport Authority
- i) Specifically promote and serve as an ambassador for “One YVR” to help facilitate the culture shift of the airport community working together to form a high-functioning airport ecosystem

Managing the Board

- j) ensure that the Board has full governance of the Airport Authority's business and affairs and is aware of its legal obligations as well as its obligations to the Airport Authority and the communities it serves
- k) chair Board meetings in an efficient, effective and focused manner
- l) attend committee meetings as appropriate
- m) serve as a member of the Human Resources and Governance Committees
- n) assist the Board in monitoring the strategy, policy and directions of the Airport Authority and the achievement of its purpose, ensuring that the strategic lenses of Climate, Customer, Digital, Reconciliation and Financial Sustainability are considered when overseeing the strategy and making board decisions
- o) act ethically and in a way that supports a respectful and inclusive corporate culture
- p) build consensus, develop teamwork and equitably resolve conflict within the Board
- q) foster an inclusive environment where Directors feel safe to share lived experience and diverse views
- r) encourage each Director to contribute to deliberations, particularly in areas which call upon that Director's unique skills, experience and background
- s) foster healthy and robust Board deliberations — encourage the candid expression of each Director's opinion and discourage any conduct or language that could reasonably be seen as intending to block the full expression of another Director's views
- t) in consultation with the Governance Committee, ensure that the Board engages in regular Board, Chair and Director evaluation
- u) keep the Board updated on major developments of any nature, and direct Management to ensure that the Board has sufficient knowledge to permit it to make major decisions
- v) recommend for Board approval committee membership and committee Chairs following consultation with the Governance Committee and the CEO
- w) ensure a three-year Board meeting schedule is annually submitted for Board approval
- x) coordinate Board meeting agendas, information packages and related events with the CEO and Corporate Secretary
- y) review minutes of Board meetings for accuracy

Corporate Secretary

- z) recommend the appointment and termination of the Corporate Secretary to the Board of Directors, in consultation with the CEO

aa) annually consider, in consultation with the Governance Committee Chair and the CEO, the performance of the Corporate Secretary in fulfilling their responsibilities to the Chair and the Board

Meetings and Functions

bb) chair meetings of Members, the Annual Public Meeting and the annual meeting with the Nominating Entities

cc) in consultation with the CEO, ensure that the Board is appropriately represented at official functions and meetings

| Version Number | Effective Date |
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| Version 2.5 | 28 June 2024 |