



Backgrounder for VAA Board of Directors

Mandate:

To manage, operate and develop the airport for which it is responsible in a safe, secure, efficient, cost effective and financially viable manner with reasonable airport user charges and equitable access to all air carriers; to undertake and promote the development of the airport lands for which it is responsible for uses compatible with air transportation activities; and to expand transportation facilities and generate economic activity in ways that are compatible with air transportation activities.

Corporate Office:

201 – 1640 Electra Boulevard, Sidney, British Columbia V8L 5V4
(Victoria International Airport – YYJ)

Annual Time Commitment:

- Board Meetings: Average 6 Board meetings per year, with 3 hours of meeting time and 3 hours of preparatory work = 6 hours each
- Committee Meetings: Each director sits on 2 to 3 Committees; average 6 Committee meetings per year, with 3 hours of meeting time and 3 hours of preparatory work = 6 hours each

Remuneration:

Annual Retainer:

- Chair: \$37,000
- Vice-Chair, Secretary and standing Committee Chairs: \$16,000
- Directors: \$11,000
- Per Diem Board and Committee Meetings: \$600
- Per Diem Meetings/Calls under three hours: \$300

(NOTE: Board Retainer and expenses are paid quarterly; per-diem meeting attendance is paid at the end of the year once the attendance is known. Ad hoc meetings are approved by the Board Chair)

Expenses:

Each Board member will receive a total of \$1,150.00 per year for general expenses and/or education. The Board Chair will receive a total of \$1,650.00 per year for expenses and/or education.

With the prior approval of the Board, every director shall be indemnified and saved harmless out of the funds of the Authority from and against all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Authority, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

Board Education:

Each board member receives an annual membership through the Institute of Corporate Directors, which is paid for by the VAA. Board members are encouraged to participate in breakfast sessions or educational opportunities that interest them. The registration fee will be paid out of the member's general expenses.

Community and Industry Engagement:

Board members may be expected to attend the Annual Public General Meeting, meetings with nominators, stakeholder receptions as well as business luncheons or dinners where guest speakers are in attendance to talk about issues relevant to the community and the aviation industry. The Chair and Vice-Chair also attend Canadian Airports Council and Airports Council International annual conferences.

Board Composition:

The VAA Board is usually comprised of 12 directors: 2 appointed by the Federal Government (currently vacant - renewals / replacements in progress), 1 appointed by the British Columbia Provincial Government, 2 nominated by the Town of Sidney, 2 nominated by the Corporation of the District of North Saanich, 1 nominated by the Corporation of the District of Central Saanich, 1 nominated by the Corporation of the District of Saanich, 1 nominated by the City of Victoria, 1 nominated by the Capital Regional District of British Columbia and 1 nominated by the Greater Victoria Chamber of Commerce. There are 3 additional director positions that can be filled at the discretion of the Board and are not normally filled.

[NOTE: One of these positions has been filled by a former Federal appointee so the Board complement for 2020 is 13 members.]

Roles and Responsibilities of the Board:

- Oversees the conduct and operations of the VAA
- Sets the strategic direction for the VAA
- Ensures that long-term goals and the strategy necessary to achieve them are established and are consistent with the VAA's vision

- Ensures the necessary systems are in place to manage the risks associated with the VAA's business and to monitor and measure management's performance in carrying out the VAA's objectives
- Ensure effective communication is in place
- Ensure effective internal controls and financial reporting systems are in place so the corporation's finances are protected and the corporation's financial reports may be relied upon with confidence as to their integrity and accuracy

Director Profile:**Core Qualities:**

Honesty
Integrity
Accountability
Reliability
Diligence

Leadership Qualities:

Previous experience reporting to, sitting on, or leading a Board of Directors

Specific Skills, Knowledge and Experience:

The members of the corporation, as far as practicable, shall consist of individuals who collectively have experience and have shown capacity in such disciplines as air transportation, industry, aviation, business, commerce, finance, administration, law, government, engineering, the organization of workers, and the representation of the interest of consumers and who have the business acumen and experience to assist in the management of the affairs of the Corporation as an ongoing, viable, commercial enterprise.

VAA Standing Board Committees:

1. Steering Committee
2. Governance Committee
3. Planning and Development Committee
4. Audit and Finance Committee
5. Human Resources Committee
6. Airport Consultative Committee