

April 2, 2020

File: CR-07-10

Mayor Rob Vagramov  
City of Port Moody  
PO Box 36100 Newport Drive  
Port Moody, BC V3H 5C3  
**VIA EMAIL: [rvagramov@portmoody.ca](mailto:rvagramov@portmoody.ca)**

Dear Mayor Vagramov:

**Appointment of Municipal Representative to the  
Vancouver Fraser Port Authority Board of Directors**

I am writing to invite nominations for the municipal representative to the Vancouver Fraser Port Authority (VFPA) Board of Directors.

The Vancouver Fraser Port Authority (VFPA) is an autonomous legal entity created in 2008 under the *Canada Marine Act* to manage port activities in the harbour of Vancouver and the Fraser River, and is governed by 11 part-time Directors. Sixteen municipalities make up the municipal "Appointing Body" and have the opportunity to collectively select a Director to represent their interests on the VFPA Board. All sixteen municipalities are members of the Metro Vancouver Board and since 2008, Metro Vancouver has voluntarily played a coordinating role in the process to appoint a Director to the Vancouver Fraser Port Authority Board, on behalf of the 16 municipalities that make up the "Appointing Body".

On May 31, 2020, the term of the current municipally-appointed Director, Ms. Penny Priddy, expires. Ms. Priddy was appointed to the Board as of June 1, 2011 and is not eligible for reappointment. Ms. Priddy has been an exemplary Director and her knowledge and experience have made significant contributions to the Board.

Board members to the Vancouver Fraser Port Authority are appointed for 3-year terms and for no more than three consecutive terms. As the representative of 16 municipalities, the municipality-appointed Director should possess thorough knowledge of municipal and regional interests and priorities and will work to ensure those perspectives and concerns are represented at the VFPA Board. They will also play a key role in facilitating communication between local governments and the Vancouver Fraser Port Authority.

Given the strategic priorities and mandate of the VFPA, Board members should also possess a wide range of skills and experience in areas such as governance, strategic planning, financial and risk management, business leadership, maritime industry and supply chain management, human

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resources and compensation, major capital projects, government relations, marketing and communications, and sustainability, especially as related to maritime industry, ports and supply chain.

Furthermore, the Canada Marine Act requires that all appointees have either transportation experience or stature within the business community. Current government employees and elected officials are not eligible to sit on the Board. Please note that a complete a background check is also required for all nominees.

If your municipality wishes to put forth a nomination, ***please respond no later than Wednesday, April 24, 2020***. As part of the recruitment process, ads will also be posted in the Vancouver Sun and Province newspapers. The results of the selection process will be considered at the May 13, 2020 meeting of Metro Vancouver's Finance and Intergovernment Committee, with a final report and recommendation of the Metro Vancouver nominee to be brought forward to the May 29, 2020 meeting of the Metro Vancouver Board.

Thank you for your consideration, and I look forward to working with you to maintain the productive relationship between Metro Vancouver and the Port of Vancouver.

If you have any questions, please contact Heather Schoemaker, General Manager, External Relations, by email at [Heather.Schoemaker@metrovancover.org](mailto:Heather.Schoemaker@metrovancover.org) or by phone at 604-314-4922.

Yours sincerely,



Sav Dhaliwal  
Chair, Metro Vancouver Board

SD/HS/db

Encl: Correspondence dated December 23, 2019, titled "Vancouver Fraser Port Authority ("VFPA") – 2020 Board Appointment" (Doc# 36683688)

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Vancouver Fraser Port Authority  
100 The Pointe, 999 Canada Place  
Vancouver, B.C. Canada V6C 3T4  
portvancouver.com

December 23, 2019

Chair Sav Dhaliwal  
Metro Vancouver  
Metrotown III, 4730 Kingsway  
Burnaby, BC V5H 0C6

Dear Chair Dhaliwal,

**Re: Vancouver Fraser Port Authority ("VFPA") - 2020 Board Appointment**

I write to provide notice of the upcoming municipal vacancy on VFPA's Board of Directors. Pursuant to VFPA's letters patent, 16 municipalities collectively appoint one Director.

Since 2008, Metro Vancouver has voluntarily played a coordinating role in this process because the 16 municipalities who, collectively, make up the "Appointing Body" also have seats on the Metro Vancouver Board. It is our understanding that the 16 municipalities, and Metro Vancouver, would prefer to see Metro Vancouver designated as the Appointing Body, to both enhance efficiency and formalize the role that Metro Vancouver has voluntarily taken on since 2008. VFPA is seeking to have its letters patent amended on this basis.

The municipality-appointed Director brings valuable perspective regarding the concerns of local communities which, in turn, facilitates meaningful engagement.

As of May 31, 2020, the term of the municipality-appointed Director, Ms. Penny Priddy, expires. Ms. Priddy was originally appointed to the Board as of June 1, 2011 and she is not eligible for reappointment to the Board. However, Ms. Priddy can continue to serve as a Director until May 31, 2020. Ms. Priddy has performed her duties as a Director in an exemplary fashion and her knowledge and experience have made a significant contribution to the Board.

The *Canada Marine Act* requires that all appointees have either transportation experience or stature in the business community. Current government employees and elected officials are not eligible to sit on the Board.

For your background, we have attached a list of the current Directors and their municipality of residence. Given the breadth of port activities in the region, you may wish to balance geographic representation.

To assist you in your review, I enclose a copy of the Director Recruitment Briefing document, the current Board Composition Plan (describing the skills and experience of the existing Directors) and a list of the other 15 municipalities who, collectively, appoint one Director.

Please note that all appointing entities require their appointee to complete a background check questionnaire prior to formally being appointed to VFPA's Board of Directors. I enclose a form of Background Check Questionnaire that you are free to use if you do not have one.

If you need any assistance in completing the background check, please contact VFPA's Corporate Secretary, Mark Gustafson, at 604-665-9161, as he would be pleased to assist you.

If you have any questions regarding the Director position or regarding VFPA in general, please contact me at your convenience.

Yours sincerely,

**VANCOUVER FRASER PORT AUTHORITY**



Judy Rogers  
Chair

Encls. Director Recruitment Briefing  
Board Composition Plan  
List of Port Municipalities  
Background Check Questionnaire (Profile & Declaration for Director at VFPA)



# Director recruitment briefing

Overview of position

Vancouver Fraser Port Authority

December 2019

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*For more information, please contact:*  
Mark Gustafson, Corporate Secretary | [Mark.Gustafson@portvancouver.com](mailto:Mark.Gustafson@portvancouver.com)

## 1.0 Organization overview

### Vancouver Fraser Port Authority

The Vancouver Fraser Port Authority (VFPA) is a non-shareholder, financially self-sufficient corporation, established by the Government of Canada in January 2008, in accordance with the *Canada Marine Act*, and accountable to the Federal Minister of Transport.

VFPA is governed by a diverse board of directors. The board makes independent and timely decisions based on business plans and capital spending with a focus on the operational needs of port users and is guided by a vision for long-term growth and competitiveness.

VFPA is responsible for the stewardship, operation and development of the land, water and assets within the its jurisdiction, including administration of more than 16,000 hectares of water, nearly 1,000 hectares of land and assets along hundreds of kilometres of shoreline.

VFPA operates with one Board of Directors, one CEO, well-developed growth objectives and strategies, an understanding of business sector and supply chain dynamics, and an integrated sustainability framework.

Please see [Appendix A: Canada Marine Act](#) for a detailed description of Vancouver Fraser Port Authority's mandate.

### Amalgamation context

On January 1, 2008, after nearly one hundred and fifty years of existing separately, the Fraser River Port Authority, North Fraser Port Authority and Vancouver Port Authority combined to become the Vancouver Fraser Port Authority (VFPA).

### Port of Vancouver

The Port of Vancouver is a dynamic gateway for domestic and international trade and tourism. As Canada's largest and busiest port, the Port of Vancouver supports trade with more than 170 economies annually and generates an estimated \$11.9 billion in GDP, \$24.2 billion in economic output, and \$7 billion in wages. The Port of Vancouver serves as a major economic engine that strengthens the Canadian economy.

### Location

Positioned on the southwest coast of British Columbia in Canada, the Port of Vancouver extends from Point Roberts at the Canada/U.S. border through Burrard Inlet to Port Moody and Indian Arm, and from the mouth of the Fraser River, eastward to the Fraser Valley, north along the Pitt River to Pitt Lake, and includes the north and middle arms of the Fraser River.

### Local interests

The Port of Vancouver borders 16 Lower Mainland municipalities and intersects the asserted and established territories and treaty lands of several Coast Salish First Nations. The port authority works with many stakeholders, including elected officials, city staff, residents and businesses, to balance the needs of the shipping and tourism industries, and local communities.

### Terminals

The Port of Vancouver is a full service port offering 27 marine cargo terminals, Super Post-Panamax capacity, and several domestic, intermodal shipping terminals.

## **Infrastructure**

The Port of Vancouver is serviced by three intercontinental Class I railways, Canadian National, Canadian Pacific Railway and Burlington Northern Santa Fe, as well as BC Rail and Southern Railway of BC. The Port of Vancouver offers access to the Trans-Canada and U.S. Interstate highway systems with interconnecting service provided by major trucking lines. Vancouver International Airport (“YVR”) is approximately 25 minutes from Vancouver’s city centre and connects passengers to the popular Vancouver-Alaska cruise.

## **Business sectors**

The Port of Vancouver’s five business sectors include automobile, breakbulk, bulk, container and cruise.

<b>Cargo Totals</b>	<b>2018</b>	<b>2017</b>	<b>2016</b>	<b>2015</b>	<b>2014</b>
Total Tonnage ('000 metric tonnes)	147,093	142,078	135,538	138,083	139,638
<b>Cargo Type</b>					
Autos (in '000 units)	425	430	393	384	351
Breakbulk ('000 metric tonnes)	18,209	16,627	16,240	16,472	16,967
Bulk ('000 metric tonnes)	101,795	98,992	93,847	96,190	97,654
Container ('000 TEUs)	3,396	3,252	2,930	3,054	2,913
Cruise (Passengers)	889,162	842,928	826,820	805,435	812,095

## **International representatives**

To meet the needs of the Port of Vancouver’s international and domestic business partners, and to support government trade missions, representatives in Seoul, Korea and Yokohama, Japan work directly with VFPA’s overseas office in Shanghai, China to ensure access throughout the region.

## **Canada Place Corporation**

VFPA has six subsidiaries, one of which is Canada Place Corporation. Canada Place generates over \$1 billion annually in economic impact through the activities of the Vancouver Convention Centre, Pan Pacific Hotel, cruise ship terminal, and World Trade Centre.

Canada Place is home to the international award-winning Canada Day at Canada Place event, the largest Canada Day celebration outside of the nation’s capital, Ottawa.

## 2.0 Vision, mission, values and strategic issues

### Mission

To enable Canada's trade objectives, ensuring safety, environmental protection and consideration for local communities.

### Vision

To be the world's most sustainable port.

A sustainable port delivers economic prosperity through trade, maintains a healthy environment, and enables thriving communities, through meaningful dialogue and shared aspirations, and collective accountability.

### Values

- **Accountability:** Own it
- **Continuous improvement:** Innovate and advance it
- **Collaboration:** Succeed together
- **Customer responsiveness:** Deliver it

### Strategic issues

The Port of Vancouver business environment presents a tremendous growth opportunity for the regional gateway. It also presents challenges. The three main strategic issues facing the Port relate to its transportation logistics chain, throughput capacity and sustainability.

#### *Transportation logistics chain*

Supply chain efficiency and reliability has attained greater importance as rising cargo volumes have created increasingly frequent episodes of congestion at ports along the West Coast, including the Port of Vancouver. The Port's supply chain faces a number of strategic issues that must be addressed to ensure the efficiency of the entire transportation logistics chain.

#### *Throughput capacity*

VFPA must work with its supply chain partners to develop terminal and system capacity to align with the Port's current and long-term projected cargo volumes. Service providers have identified impediments to justify new capital investment, such as the rail tax environment in Canada and low operating returns in the container trucking industry. It can also be difficult for VFPA to earn the returns required to justify new investment in its capital-intensive terminals.

#### *Sustainability*

VFPA's goals and objectives must consider the best interests of the long-term viability of the Port of Vancouver, its stakeholders and partners, the community and the surrounding environment. VFPA must be prepared to deal with a wide range of issues including global security, environmental impact, effects of labour and operating disruptions, increasing port-related traffic, and market demand to redevelop industrial properties within its jurisdiction into residential housing or live/work units.

VFPA is committed to moving towards a more sustainable future for the Port of Vancouver, and are on an ongoing journey to work to meet their vision. With an envisioned future, a definition of a sustainable port and an aspirational vision to guide them, VFPA is working to integrate sustainability throughout their business process and culture.

*VFPA has the opportunity to capitalize on tremendous growth opportunities if it can manage these challenges.*

## 3.0 Corporate governance

### Legal framework

Pursuant to the *Canada Marine Act*, the Board is responsible for the stewardship of VFPA and for the management of VFPA's business and affairs. The Board operates by delegating to management certain of its authorities, including spending authorities, and by reserving certain powers to itself. Board members serve part time and the Board's role is one of governance and oversight of VFPA.

Although directors are appointed by the Minister, the Governor-in-Council and by the Appointing Bodies to bring special expertise or a point of view to Board deliberations, the best interests of VFPA are paramount at all times.

Please see [Appendix B: Board composition](#) for a list of appointing bodies and [Appendix C: Eligibility criteria](#) for eligibility criteria.

### Board governance

The Board of Directors guides VFPA in fulfilling its mandate, and sets the direction for VFPA. The Board and management approve the corporate vision, mission, values, and goals to guide the Corporation. The Board sets goals for corporate performance and these goals and associated objectives are the basis upon which accountability and performance are evaluated. Performance against these goals and objectives is reviewed and periodically revised when necessary.

VFPA's board members are appointed by the Minister, the Governor-in-Council and by the Appointing Bodies. The Board of Directors consists of eleven members with a broad range of experience and expertise. The individual members also contribute as members of committees of the Board to assist the Board in developing and furthering its mandates and its guiding principles.

The governance processes and guidelines outlining how the Board will carry out its duties of stewardship and accountability are set out in the Board Governance Manual, which is updated annually by the Governance Committee.

The Board maintains an analytical framework for assessing desired competencies, expertise, skills, background and personal qualities that are sought in potential candidates for the Board. This framework is shared with the Nominating Committee and all Appointing Bodies.

All directors should be independent of VFPA; that is, independent of management and free from any relationship that might interfere with the exercise of their independent judgment as a director. To be considered independent, the individual must:

- not serve as an employee or executive officer of VFPA;
- not receive any compensation from VFPA other than for services as a Director;
- not be an officer or owner of a business that does a significant amount of business with VFPA;
- not be a close relative of an executive officer or director;
- meet any additional independence criteria established from time to time by the Board; and
- not be in a conflict of interest situation that is not acceptable to the Governance Committee.

Directors are appointed to hold office for a term of not more than three years, and for not more than nine consecutive years. To ensure continuity, the Board seeks to ensure that no more than half of the directors' terms expire in any one year.

### Board's approach to corporate governance

The Board's governance role involves reviewing and approving a strategic planning process; reviewing and approving VFPA's strategic direction and related land use, business and annual operating and capital plans;

selecting qualified management; overseeing VFPA's business and activities; reviewing VFPA's material risks; and developing a board succession planning process. The Board is committed to conducting business in a professional, legally responsible and ethical manner.

Board Member(s)	Appointing Body	Existing Term	End of Current Term
C. Munroe	Minister	3 years	November 14, 2020
C. Loberg (Vice-Chair)	Prairie Provinces	3 years	February 28, 2021 <sup>1</sup>
K. Georgetti	Province of British Columbia	3 years	May 17, 2022
P. Priddy	Municipalities	3 years	May 31, 2020
C. McLay	Minister/Users	3 years	June 20, 2020
L. Ethans	Minister/Users	3 years	June 20, 2020
J. Rogers (Chair)	Minister/Users	3 years	December 13, 2020 <sup>2</sup>
J. McLeod	Minister/Users	3 years	December 19, 2020.
M. Corrigan	Minister/Users	3 years	June 28, 2021
B. Chan	Minister/Users	3 years	May 13, 2022
C. Louie	Minister/Users	3 years	March 24, 2022

## Executive leadership team

VFPA's Executive leadership consists of the following individuals:

- **Robin Silvester**, President & Chief Executive Officer
- **Victor Pang**, Chief Financial Officer
- **Tom Corsie**, Vice President, Real Estate
- **Peter Xotta**, Vice President, Planning & Operations
- **Cliff Stewart**, Vice President, Infrastructure
- **Sandra Case**, Vice President, People and Business Performance
- **Duncan Wilson**, Vice President, Environmental, Community and Government Affairs

## Conflict of interest

Pursuant to the Code of Conduct<sup>3</sup>, each year, Board Members and Executives shall acknowledge in writing to the Governance Committee that he/she has read and understood the Code of Conduct. At this time, the Board Member must disclose any potential or real conflicts of interest. Examples of conflict of interests are:

1. A conflict of interest refers to a situation in which a direct or indirect personal and/or financial interest may be perceived to affect the ability of directors to act in the best interest of VFPA.
2. A conflict may occur when an interest benefits the family, friends or business associates of any director or staff.

<sup>1</sup> Term as Vice-Chair ends February 28, 2021

<sup>2</sup> Term as Chair ends August 28, 2020

<sup>3</sup> Schedule "E" of the Letters Patent

3. Some of the more common areas of potential conflicts include material and direct personal involvement with sponsors, suppliers, vendors, contractors or customers, ownership of property directly and specifically affected by VFPA action or acquired as a result of confidential information obtained from VFPA.

### **Performance evaluation**

The Board is committed to Board and director evaluation designed to provide Directors with an opportunity each year to examine how the Board, its Committees, the Board Chair, Committee Chairs and individual directors are performing and identify opportunities for improvement.

Each year, the Governance Committee will recommend to the Board the specific evaluation process to be undertaken. The evaluation process will be appropriate to the stage of development of the Board and the Board's evaluation processes.

## 4.0 Nominating committee

The Nominating Committee is an advisory committee that provides advice to the Minister with respect to seven director positions appointed by the Governor-in-Council. The Nominating Committee consists of 15 voting members representative of certain classes of users of the Port within the domain of VFPA and one non-voting member who is a member of the Board.

The Letters Patent outlines a process to be followed by the Nominating Committee in soliciting and recommending candidates to the Minister<sup>4</sup>. The process involves the Nominating Committee interviewing candidates and then making recommendations to the Minister of Nominating Committee's suitable candidates. The Minister then seeks Governor-in-Council approval for the candidate. This process can take up to three to four months to complete.

Notwithstanding the obligation of the Minister to consult with the Nominating Committee, the Minister retains flexibility and discretion to appoint persons other than those persons recommended by the Nominating Committee to ensure an appropriate mix of Board members at all times.

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<sup>4</sup> Schedule "D", Letters Patent

## 5.0 Remuneration and expenses

The Board is responsible for setting director compensation<sup>5</sup>. Director remuneration falls in the following three categories:

- a) annual retainer;
- b) per meeting fee compensation for attending meetings and other work performed on behalf of VFPA;  
and
- c) reimbursement for reasonable expenses incurred in connection with authorized work performed on behalf of VFPA.

The Board Chair receives an annual salary plus Board and Committee meeting fees.

Directors receive the following annual retainers:

- a) for the Board Chair, \$100,000;
- b) for the Vice Chair, \$25,000;
- c) for directors, \$15,000;
- d) for Committee Chairs, an additional \$8,000.

Directors also receive \$1,250 for attending regular board meetings, and \$1,000 for conferences, out of province travel and special projects that are four hours or more in duration. Directors are also compensated for meetings and the like that are less than four hours in duration.

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<sup>5</sup> s. 30, *Port Authorities Management Regulations*

## **6.0 Time commitment**

The Board meets a minimum of six times per calendar year. The Board meetings are usually up to a full day. Board Books are sent to each director approximately ten days before the scheduled Board meeting, containing an index and documentation for all matters to be dealt with at the meeting. In addition to the regularly scheduled Board Meetings, the Board attends a two-day retreat to discuss strategic issues. Other meetings may be scheduled as necessary.

Committees have at least six scheduled meetings per year and are usually two hours long. The six scheduled Committee meetings are typically held the day prior to the six scheduled Board meetings. Other meetings may be scheduled as necessary.

### **Board committees**

There are presently four committees:

#### ***Audit and Risk Management Committee***

*Purpose:* To fulfill its statutory duty to assist the Board of Directors in fulfilling its obligations and oversight responsibilities relating to financial planning, the audit process, the special examination process, financial reporting, the system of corporate controls and risk management and when required, making recommendations to the full Board for approval.

#### ***Governance and External Relations Committee***

*Purpose:* To develop and recommend to the Board a set of corporate governance principles; make recommendations regarding the size, composition and charters of the committees of the Board; assist the Board and Board committees with the annual self-evaluation process; develop and recommend to the Board the Board Profile, the Director Recruitment Profile and Board Succession Plan; develop and oversee a process to respond to Appointing Bodies enquiries regarding potential Board candidates as appropriate; administer VFPA's Code of Conduct; and provide guidance and support for the port's community and environmental strategies and initiatives.

#### ***Human Resources, Compensation, and Safety Committee***

*Purpose:* To assist the Board with respect to all matters relating to human resources, including but not limited to CEO evaluation and compensation, management development, succession planning; compensation philosophy for the Authority, significant human resources policies and employee pension issues.

#### ***Major Capital Projects Committee***

*Purpose:* To advise the Board and keep them apprised of the status of VFPA major capital projects (defined as those over \$5 million or substantially complex) or projects which include significant stakeholder sensitivity.

*Each director is typically a member of two committees.*

## 7.0 Board skills and experience

Given the Board's strategic priorities, and the associated challenges and opportunities, the Board members, as a group, should possess the following skills and experience, with each director contributing knowledge, experience, and skills in at least two domains:

Skills	Experience
<i>Board Experience</i>	Previous experience as a director of a commercial or non-profit organization; demonstrated knowledge of governance best practices.
<i>Strategic Planning</i>	Experience in preparing long-term strategic plans for sizeable commercial or not-for-profit organizations; setting key performance indicators and monitoring processes.
<i>Financial and risk management depth</i>	Experience in financial analysis, risk management and budgeting for a major organization (over \$100 million annual revenues); depth in financial and accounting systems, internal controls, audit and risk management processes.
<i>Business management /Leadership</i>	Experience in operating a large, complex business organization, including marketing, revenue generation, cost controls, recruitment and development of management team.
<i>Maritime Industry &amp; Supply Chain Experience</i>	Knowledge of and experience in the maritime industry, including transportation and logistics, terminal operations, shipping, and rail and trucking services.
<i>Human Resources &amp; Compensation</i>	Depth in human resource management, pension plan administration, labour negotiations, compensation policy, and executive development and succession planning.
<i>Major Capital Project Expertise</i>	Depth in the processes of development and oversight of large capital projects; knowledge and experience in property management and real estate, including government and community relations.
<i>Government Relations</i>	Experience in negotiating with senior governments, municipalities or First Nations including environmental approval processes.

Skills	Experience
<i>Marketing &amp; Communications</i>	Experience in consultative processes and performance measurement for a wide range of stakeholders (e.g. industry, governments, media, and the community at large); experience in international (especially Asia Pacific) trade development; understanding of diverse cultures.
<i>Sustainability</i>	Experience with sustainability issues or initiatives (economic, social, and community) preferably related to maritime industry, ports, or supply chain.
<i>Other Related Skills</i>	Any other skills or expertise which could be useful as a director (e.g. complex information technology project management, Capital markets transactions, security).

The required competencies are expected to change over time in relation to VFPA's evolving strategic goals and objectives. The Board Composition Profile is reviewed and updated annually.

For more information on VFPA, please visit: [portvancouver.com](http://portvancouver.com).

## Appendix A: Canada Marine Act

The Vancouver Fraser Port Authority (VFPA) was created under the *Canada Marine Act* (the “Act”) and its Letters Patent issued under the Act (the “Letters Patent”) to manage the federal real property and related port activities in the harbour of Vancouver and a portion of the Fraser River (the “Port”). VFPA is an autonomous legal entity governed by a Board of Directors with full control over all decisions affecting the operations of the Port. While engaging in port activities, VFPA is an agent of Her Majesty the Queen in Right of Canada. VFPA operates the Port in manner consistent with the purpose of the *Act* as set out in Section 49<sup>6</sup>.

In recognition of the significance of marine transportation to Canada and its contribution to the Canadian economy, the purpose of this *Act* is to:

- a) implement marine policies that provide Canada with the marine infrastructure that it needs and that offer effective support for the achievement of national, regional and local social and economic objectives and will promote and safeguard Canada’s competitiveness and trade objectives;
- b) promote the success of ports for the purpose of contributing to the competitiveness, growth and prosperity of the Canadian economy;
- c) base the marine infrastructure and services on international practices and approaches that are consistent with those of Canada’s major trading partners in order to foster harmonization of standards among jurisdictions;
- d) ensure that marine transportation services are organized to satisfy the needs of users and are available at a reasonable cost to the users;
- e) provide for a high level of safety and environmental protection;
- f) provide a high degree of autonomy for local or regional management of components of the system of services and facilities and be responsive to local needs and priorities;
- g) manage the marine infrastructure and services in a commercial manner that encourages, and takes into account, input from users and the community in which a port or harbour is located;
- h) provide for the disposition, by transfer or otherwise, of certain port and port facilities; and
- i) promote coordination and integration of marine activities and surface and air transportation systems.

VFPA’s activities involve shipping, navigation, transportation of passengers and goods, handling of goods and storage of goods and any other activities that are deemed necessary to the operation of the Port. The *Act* and Letters Patent set out certain restrictions on VFPA’s powers, including specific provisions with respect to the following areas:

- the extent of VFPA’s authorized activities<sup>7</sup>;
- the right to manage certain federal real property and immovables<sup>8</sup>;
- the right to lease and enter into work contracts<sup>9</sup>;
- the right to set fees<sup>10</sup>; and
- the right to borrow money<sup>11</sup>.

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<sup>6</sup> s. 4, *Canada Marine Act*

<sup>7</sup> s. 28-29, *Canada Marine Act*; s. 7-9 of the Letters Patent

<sup>8</sup> s. 44-46, *Canada Marine Act*; s.7 of the Letters Patent

<sup>9</sup> s. 8 Letters Patent

<sup>10</sup> s. 49-53, *Canada Marine Act*

<sup>11</sup> s. 7.3, Letters Patent

## Appendix B: Board composition

The Board is composed of eleven part time directors appointed as follows:

- a) the Governor-in-Council appoints one individual nominated by the Minister of Transport;
- b) the municipalities of Belcarra, Burnaby, Coquitlam, Delta, Langley (Township), Maple Ridge, New Westminster, North Vancouver (City), North Vancouver (District), Pitt Meadows, Port Coquitlam, Port Moody, Richmond, Surrey, Vancouver and West Vancouver jointly appoint one individual;
- c) the province of British Columbia appoints one individual;
- d) the provinces of Alberta, Saskatchewan and Manitoba jointly appoint one individual; and
- e) the Governor-in-Council appoints seven individuals nominated by the Minister of Transport in consultation with the Nominating Committee.

The *Act* provides that directors identified in paragraphs (a) to (d) above “shall have generally acknowledged and accepted stature within the transportation industry or the business community” and those identified in paragraph (e) above “shall have generally acknowledged and accepted stature within the transportation industry or the business community and relevant knowledge and extensive experience related to the management of a business, to the operation of a port or to maritime trade.”<sup>12</sup>

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<sup>12</sup>s. 15, *Canada Marine Act*

## Appendix C: Eligibility criteria

The *Canada Marine Act* stipulates that the following persons may not be directors of a port authority<sup>13</sup>:

- a) an individual who is a mayor, councillor, officer or employee of a municipality mentioned in the letters patent;
- b) an individual who is a member of the legislature of a province, or an officer or employee of the public service or of a Crown corporation of a province, mentioned in the letters patent;
- c) a Senator or a member of the House of Commons;
- (c.1) an officer or employee of the federal public administration, a federal Crown corporation or a port authority;
- d) an individual who is not a resident Canadian, as defined in subsection 2(1) of the *Canada Business Corporation Act*;
- e) an individual who is a director, officer or employee of a person who is a user of the port;
- f) an individual who is under eighteen years of age;
- g) an individual who has been declared mentally incompetent by a court in Canada or elsewhere; or
- h) an undischarged bankrupt.

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<sup>13</sup> s.16 *Canada Marine Act*

Director's Name	Competencies										
	Board Experience	Strategic Planning	Financial & Risk Management Depth	Business Management /Leadership	Maritime Industry & Supply Chain Experience	Human Resources & Compensation	Major Capital Project Experience	Government Relations	Marketing & Communications	Sustainability Issues	Other: See Footnotes
1. Director A	4	4	5	4	4	4	4	2	3	2	
2. Director B	4	3	2	2	1	4	2	4	4	2	3 <sup>3</sup>
3. Director C	4	4	5	4	1	3	2	3	3	3	5 <sup>1</sup>
4. Director D	5	4	3/4	5	2	5	4	5	4	4	5 <sup>4, 2, 3</sup>
5. Director E	5	4	5	4	3	3	5	3	3	3	
6. Director F	4	5	4	5	5	4	5	5	5	4	5 <sup>7</sup>
7. Director G	5	5	5	5	3.5	3.5	4.5	4	3	4	4 <sup>5, 4</sup>
8. Director H	4	4	3	4	3	5	2	5	4	3	4 <sup>8</sup>
9. Director I	4	3	3	4	1	3	3	4	3	1	5 <sup>6</sup>
10. Director J	5	5	4	5	4	4	3	4	4	3	4 <sup>4, 8, 7, 6</sup>
11. Director K	4	4	3	3	3	3	3	5	4	4	4 <sup>4, 5</sup>

Ratings are: 1 – no knowledge 2 – limited knowledge 3 – some knowledge 4 – moderate knowledge 5 – in depth knowledge

<sup>1</sup> Negotiations with First Nations

<sup>2</sup> Community Engagement

<sup>3</sup> Working with all levels of government - internally & externally

<sup>4</sup> Capital Markets/Transactions

<sup>5</sup> Stocks/Bonds

<sup>6</sup> First Nations Experience

<sup>7</sup> Management/Leadership

<sup>8</sup> Board Governance

<sup>9</sup> Understanding of government decision making process as an elected official at the Municipal, Provincial & Federal level

## COMPOSITION OF CURRENT VFPA BOARD OF DIRECTORS

As at December 23, 2019, the VFPA's Board of Directors is comprised of the following eleven (11) individuals:

NAME	TERM	APPOINTED BY
<b>Penny Priddy</b>	<b>3 Years</b> June 1, 2017 to May 31, 2020	Municipalities
<b>Catherine McLay</b>	<b>3 Years</b> June 21, 2017 to June 20, 2020	Minister / Users
<b>Lisa Ethans</b>	<b>3 Years</b> June 21, 2017 to June 20, 2020	Minister / Users
<b>Craig Munroe</b>	<b>3 Years</b> November 15, 2017 to November 14, 2020	Federal
<b>Judy Rogers Chair<sup>1</sup></b>	<b>3 Years</b> December 14, 2017 to December 13, 2020	Minister / Users
<b>Joanne McLeod</b>	<b>3 Years</b> December 20, 2017 to December 19, 2020	Minister / Users
<b>Carmen Loberg Vice-chair<sup>2</sup></b>	<b>3 Years</b> March 1, 2018 to February 28, 2021	Prairie Provinces
<b>Michael Corrigan</b>	<b>3 Years</b> June 29, 2018 to June 28, 2021	Minister / Users
<b>Clarence Louie</b>	<b>3 Years</b> March 25, 2019 to March 24, 2022	Minister / Users
<b>Bruce Chan</b>	<b>3 Years</b> May 14, 2019 to May 13, 2022	Minister / Users
<b>Ken Georgetti</b>	<b>3 Years</b> May 18, 2019 to May 17, 2022	Province of BC

<sup>1</sup> Term as Chair ends August 28, 2020

<sup>2</sup> Term as Vice-Chair ends February 28, 2021

## VANCOUVER FRASER PORT AUTHORITY

### Board of Directors Specific Skills and Experience

To fulfill the Board's complex roles, the VFPA Board currently believes that it is strongest and most effective when the following knowledge, experience, skills and characteristics are represented on the Board, with each director contributing in at least two of the following categories.

<b>Skills/Experience</b>	
Board Experience	Previous experience as a director of a commercial or non-profit organization; demonstrated knowledge of governance best practices.
Strategic Planning	Experience in preparing long-term strategic plans for sizeable commercial or not-for-profit organizations; setting key performance indicators and monitoring processes.
Financial and risk management depth	Experience in financial analysis, risk management and budgeting for a major organization (over \$100 million annual revenues); depth in financial and accounting systems, internal controls, audit and risk management processes.
Business management /Leadership	Experience in operating a large, complex business organization, including marketing, revenue generation, cost controls, recruitment and development of management team.
Maritime Industry & Supply Chain Experience	Knowledge of and experience in the maritime industry, including transportation and logistics, terminal operations, shipping, and rail and trucking services.
Human Resources & Compensation	Depth in human resource management, pension plan administration, labour negotiations, compensation policy, and executive development and succession planning.
Major Capital Project Expertise	Depth in the processes of development and oversight of large capital projects; knowledge and experience in property management and real estate, including government and community relations.

<b>Skills/Experience</b>	
Government Relations	Experience in negotiating with senior governments, municipalities or First Nations including environmental approval processes.
Marketing & Communications	Experience in consultative processes and performance measurement for a wide range of stakeholders (e.g. industry, governments, media, and the community at large); experience in international (especially Asia Pacific) trade development; understanding of diverse cultures.
Sustainability	Experience with sustainability issues or initiatives (economic, social, and community) preferably related to maritime industry, ports, or supply chain.
Other Related Skills	Any other skills or expertise which could be useful as a director (e.g. complex information technology project management, Capital markets transactions, security).

**16 Municipalities listed in  
Vancouver Fraser Port Authority's Letters Patent**

1. Coquitlam
2. Delta
3. Maple Ridge
4. New Westminster
5. Pitt Meadows
6. Port Coquitlam
7. Surrey
8. Richmond
9. Vancouver
10. Burnaby
11. District of North Vancouver
12. City of North Vancouver
13. Port Moody
14. West Vancouver
15. Belcarra
16. Township of Langley

# Profile and Declaration for Director at Vancouver Fraser Port Authority

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In consideration of your desire to be appointed to the Board of Vancouver Fraser Port Authority ("VFPA"), the personal information contacted in this Profile and Declaration is required. The information obtained on this form will be used to assess your candidacy against the skills and experience sought for the vacant position.

For more information about the candidate selection and appointment process, please contact Mark Gustafson, VFPA's Corporate Secretary, at [mark.gustafson@portmetrovancover.com](mailto:mark.gustafson@portmetrovancover.com) or at 604-665-9161.

*(Please complete electronically and then print to sign. If you require more room than the space provided, please use a separate piece of paper)*

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**Name of the organization: VANCOUVER FRASER PORT AUTHORITY**

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## **CONTACT INFORMATION**

Name *(Please Print – Title/First/Initial/Last)*:

Telephone: *Work*                      *Home*                      *Cell*

Home Address:

Email Address:

## **BACKGROUND INFORMATION**

1. Educational background *(Provide a chronology)*

<i>Institution</i>	<i>Term Attended (Date to Date)</i>	<i>Degree/Diploma Obtained</i>

**CANDIDATE PROFILE AND****DECLARATION**

2. Professional and employment background for past fifteen (15) years. *(Provide a chronology)*

<b>Organization</b>	<b>Term of Service (Date to Date)</b>	<b>Position</b>

3. The following is a list of every company of which I am currently a director or officer. *(Provide a chronology)*

<b>Organization</b>	<b>Term of Service (Date to Date)</b>	<b>Position</b>

4. The following is a list of every company of which I was previously a director or officer for the past three (3) years. *(Provide a chronology)*

<b>Organization</b>	<b>Term of Service (Date to Date)</b>	<b>Position</b>

5. Past three (3) years and present community and civic activities. (*Provide a chronology*)

<i>Organization</i>	<i>Term of Service (Date to Date)</i>	<i>Position</i>

6. Current Memberships in professional organizations.

<i>Professional Organization</i>	<i>Term of Membership (Date to Date)</i>

7. Publications (*List any published works you have authored*).

<i>Publication</i>	<i>Publication Date(s)</i>

8. On a scale of 1-10 where 1 = low and 10 = high, indicate the level of your ability to read and understand financial statements.

**CONFLICT OF INTEREST – DISCLOSURE STATEMENT**

9. Please refer to the Vancouver Fraser Port Authority’s Letters Patent, Schedule “E” - Code of Conduct, attached hereto as Appendix “I” for guidance when completing the Code of Conduct Form attached hereto as Appendix “II”. If you have any conflict of interest, please note them on Appendix “II”.

**AUTHORIZATIONS**

10. I understand that the Vancouver Fraser Port Authority and the Vancouver Fraser Port Authority have an obligation to verify reference information with respect to all candidates for potential appointments, including myself.

By signing below, I authorize Vancouver Fraser Port Authority to verify or obtain any personal information about me directly from me, from organizations or references referred to in this Profile and Declaration, or from the specific organization(s) listed below for the purpose of evaluating my suitability for appointment to the governing board of Vancouver Fraser Port Authority. This authorization is valid for one year following the date of my signature.

11. Birth Date *(Required only to verify background information):*

**REFERENCES**

12. Please provide a minimum of three references.

Name:	Occupation:
Address:	
Home Telephone:	Business Telephone:
Name:	Occupation:
Address:	
Home Telephone:	Business Telephone:
Name:	Occupation:
Address:	
Home Telephone:	Business Telephone:

**BIOGRAPHY**

13. I agree that if I am appointed to Vancouver Fraser Port Authority, the Vancouver Fraser Port Authority may publish a biography of me that states the area of the Province in which I reside and contains some or all of the information provided in paragraphs 1 through 5 of this Profile and Declaration. *(If you wish, you may attach a short (i.e., 100 words) biography of yourself for publication purposes.)*

**ATTESTATION AND SIGNATURE**

I, \_\_\_\_\_  
(Print Name):

1. attest to the veracity of the information provided in this Profile and Declaration;
2. acknowledge and agree to adhere to the Charter of Expectations for Directors of Governing Boards; and
3. consent to a copy of this Profile being provided to the Vancouver Fraser Port Authority.

\_\_\_\_\_  
*Signature*

\_\_\_\_\_  
*Date*

**CONFIDENTIALITY**

The personal information requested on this form is collected under the authority of and used for the purpose of administering a variety of statutes which authorize the appointment of individuals to government's agencies, boards and commissions.

Information on the authority for a specific appointment is available on request. All information provided to us will be considered as supplied in confidence. Under certain circumstances some information may be released subject to the provisions of the *Access to Information Act and Privacy Act*.

This Profile and Declaration will be kept for a minimum of one year.

## Appendix "I" to Governing Board Candidate Profile and Declaration

### CODE OF CONDUCT

#### VANCOUVER FRASER PORT AUTHORITY CODE OF CONDUCT SCHEDULE E OF VFPA'S LETTERS PATENT

#### ARTICLE 1

##### OBJECTS AND INTERPRETATION

**1.1 Object of Code.** The object of this Code is to preserve and enhance public confidence in the integrity and impartiality of directors and officers of the Authority and the business activities and transactions carried on by the Authority by establishing clear conflict of interest rules for directors and officers of the Authority.

**1.2 Principles.** This Code shall be interpreted in accordance with the following general principles:

- (a) every director and officer shall discharge their duties and arrange their private affairs in such a manner so as to preserve and promote public confidence and trust in the integrity and impartiality of the Authority;
- (b) the obligations of a director or officer described in subsection 1.2(a) may not always be discharged merely by acting in accordance with the technical requirements of the Act, the Regulations, the Letters Patent, the by-laws and the policies and resolutions of the Board; and
- (c) public confidence and trust in the integrity and impartiality of the Authority may be as equally compromised by the appearance of a conflict as with the existence of an actual conflict.

**1.3 Definitions.** In this Code terms used herein shall have the meanings ascribed to them in the Act and the Letters Patent, and in addition the following terms shall have the following meanings:

- (a) "**Gift**" includes any good, service, benefit, hospitality, promise or favour; and
- (b) "**Related Party**" means with respect to a director or officer of the Authority
  - (i) a spouse, child, brother, sister or parent of such director or officer;
  - (ii) a relative of such director or officer (other than a spouse, child, brother, sister or parent of such director or officer) or a relative of the spouse of such director or officer if the relative has the same residence as the director or officer;
  - (iii) a corporation, partnership, trust or other entity which is directly or indirectly controlled by such director or officer or by a spouse, child, brother, sister or parent of such director or officer or any combination of such persons; and
  - (iv) a partner of such director or officer acting on behalf of a partnership of which the director or officer and the partner are partners.

**1.4 Application of Code.** This Code applies to all directors and officers of the Authority.

**1.5 Scope of Obligations.** Conforming to the specific requirements of this Code shall not absolve a director or officer of responsibility for taking such additional action as may be necessary to conform with any standard of conduct or comply with any duty imposed by the Act, the Regulations, the Letters Patent, the by-laws and the policies and resolutions of the Board or otherwise by law.

**1.6 Acknowledgement by Directors and Officers.** Each director and officer shall acknowledge in writing to the Governance Committee that

- (a) they have read and understood this Code;

(b) to the best of their knowledge they are in compliance with this Code and neither they nor any Related Party to them has a conflict or a potential conflict within the meaning of Article 2 of this Code; and

(c) in the case of each officer, compliance with this Code is a condition of their employment.

**1.7 Timing of Acknowledgement.** Each director and officer shall deliver the acknowledgement described in section 1.6 of this Code to the Governance Committee:

(a) with respect to the directors serving and officers employed on the date the Letters Patent take effect, forthwith upon the Letters Patent taking effect; and

(b) with respect to all other directors at the time of their appointment and with respect to all other officers at the time of the commencement of their employment.

**1.8 Annual Review.** Each director and officer shall regularly review their obligations under this Code and shall on the 15th day of March of each year provide the Governance Committee with a written acknowledgement

confirming such review and that, to the best of the knowledge of the director or officer,

(a) they are in compliance with this Code; and

(b) neither they nor any Related Party to them has a conflict within the meaning of Article 2 of this Code.

## ARTICLE 2

### CONFLICTS OF INTEREST

**2.1 Conflicts Generally.** A director or officer shall not allow his or her personal interests or the personal interests of a Related Party to the director or officer to conflict with or to give rise to the appearance of a conflict with the duties and responsibilities of the director or officer to the Authority or the interests of the Authority.

**2.2 Specific Types of Conflicts.** Without restricting the generality of section

2.1, the following represent examples of specific matters which give rise to a conflict or the appearance of a conflict on the part of a director or officer:

(a) *Competition with the Authority:* A director or officer or a Related Party of a director or officer engages in any activity, or has a material interest in any person which engages in an activity, which is in competition or could

reasonably be expected to be in competition with the Authority's present or proposed interests;

(b) *Transactions with the Authority or a User; Material Interests:* A director or officer or a Related Party of a director or officer

(i) has a material interest in a user;

(ii) owes material obligations to the Authority or a user, other than in connection with the duties of the director or officer arising from their position with the Authority;

(iii) conducts business with the Authority or a user; or

(iv) holds a material interest in a person which conducts business with, or acts as a consultant or advisor to, the Authority or a user;

(c) *Interest in Material Contract:* A director or officer

(i) is a party to a material contract or proposed material contract with the Authority; or

(ii) is a director or officer of or has a material interest in any person who is a party to a material contract or proposed material contract with the Authority; and

(d) *Acceptance of Offices with Conflicted Entities:* A director or officer accepts an appointment or a nomination for election to an office of, or employment with, any corporation, partnership, foundation,

institute, organization, association or other entity, the business or activities of which are, or could reasonably be expected to be, in conflict with the interests of the Authority.

**2.3 Conflicts For Which Approval Satisfactory.** Engaging in the following activities shall be deemed not to give rise to a conflict or the appearance of a conflict on the part of a director or officer within the meaning of Article 2 of this Code provided that the director or officer obtains the written approval of the Governance Committee prior to engaging in such activities:

(a) *Acceptance of Offices With Entities Benefiting From Authority:* A director or officer accepts an appointment or a nomination for election to an office of, or employment with, any corporation, partnership, foundation, institute, organization, association or entity, the business or activities of which benefit or could reasonably be expected to benefit from the business of the Authority or decisions made by the Authority; and

(b) *Use of Authority Property:* A director or officer uses property of the Authority or property managed by the Authority for the personal benefit of the director or officer or a Related Party of the director or officer. If a director or officer fails to obtain the written approval of the Governance Committee prior to engaging in any activity described in subsections (a) or (b) of this section, the engagement of the director or officer in such activity shall be deemed to give rise to a conflict of interest within the meaning of Article 2 of this Code.

## ARTICLE 3

### DISCLOSURE OF CONFLICTS

**3.1 Timing of Disclosure.** Written disclosure of a conflict or an appearance of a conflict shall be made by a director or officer forthwith after the director or officer becomes aware of the conflict or the appearance of a conflict within the meaning of Article 2 of this Code.

**3.2 Declaration of Interest.** For the purposes of this Code, a notice in writing to the Governance Committee by a director or officer providing reasonable particulars of the interest, asset, activity or position giving rise to the conflict or the appearance of a conflict together with such other material information relating to the conflict or the appearance of a conflict as shall be reasonably requested by the Governance Committee shall be deemed to be disclosure of the conflict or the appearance of a conflict.

**3.3 Voting and Participation.** A director or officer who is in conflict within the meaning of Article 2 of this Code shall not participate in discussions or vote on any decision of, or provide recommendations to, the Governance Committee or the Board on any matter related to the conflict. Notwithstanding the foregoing, a director or officer may participate in, vote on and provide recommendations to the Governance Committee or Board respecting any matter related to

(a) an arrangement by way of security for money lent to, or obligations undertaken by the director or officer for the benefit of, the Authority;

(b) a contract that relates primarily to his or her remuneration as a director, officer, employee or agent of the Authority; and

(c) a contract for indemnity in favour of the director or officer or directors' or officers' liability insurance.

**3.4 Quorum for Directors' Meetings.** Nothing contained in section 3.3 shall preclude a director or officer who is in conflict within the meaning of Article 2 of this Code from being counted to determine the presence of a quorum at a meeting of directors or committee of directors of the Authority where all or a portion of the business conducted at such meeting is consideration of the transaction or matter giving rise to the conflict, the interpretation of this Code or a determination or recommendation made pursuant to Article 4 of this Code. Notwithstanding the foregoing, a director or officer who is in conflict shall absent himself or herself from the meeting for the portion of the meeting during which the transaction or matter giving rise to the conflict is considered.

**3.5 Similar Transactions.** In the case of similar transactions that are, or could reasonably be expected to be, of a recurring nature and which are made or will be made in the ordinary course of the operations of the Authority, a director or officer who is in conflict as a result of such transactions shall be deemed to have complied with the disclosure requirements of this Article 3 if,

(a) in the case of the directors serving or officers employed on the date the Letters Patent take effect, forthwith upon the Letters Patent taking effect; and

(b) in the case of all directors and officers, including the directors and officers described in subsection 3.5(a), on or before the 15th day of March of each year for which such disclosure relates, the director or officer makes a single annual written disclosure to the Governance Committee setting out the nature and extent of the conflict arising as a result of the transactions together with such other information relating to the conflict as shall reasonably be requested by the Governance Committee.

## ARTICLE 4

## COMPLIANCE

**4.1 Voluntary Activities.** When a conflict arises within the meaning of Article 2 of this Code, in addition to the disclosure required under Article 3 of this Code, a director or officer may voluntarily undertake one or more of the following actions to address the conflict:

- (a) *Divestment*: selling or causing the sale of the asset or interest giving rise to the conflict to a party which is not a Related Party;
- (b) *Withdrawal*: resigning the position or withdrawing from the activity or causing the resignation or withdrawal; or
- (c) *Resignation*: resigning where the director or officer is unwilling or unable to divest the asset or interest, withdraw from the activity or resign from the position giving rise to the conflict.

**4.2 Voluntary Compliance Not Determinative.** Voluntary compliance by a director or officer with one or more of the measures described in section 4.1:

- (a) in the case of a director, shall not relieve the director from complying with such other measures as may be determined by the entity appointing the director to be appropriate in connection with a conflict or an appearance of conflict; and
- (b) in the case of an officer, shall not relieve the officer from complying with such other measures as may be determined by the Board to be appropriate in connection with a conflict or an appearance of conflict.

**4.3 Initial Determination by Governance Committee.** Where a disclosure is made to the Governance Committee by a director or officer pursuant to Article 3 of this Code or facts are brought to the attention of the Governance Committee which indicate a conflict or appearance of conflict or failure to comply with this Code by a director or officer, the Governance Committee shall forthwith initially determine

- (a) whether the disclosure made by the director or officer indicates a conflict within the meaning of Article 2 of this Code; and
- (b) whether, if applicable, the director or officer has failed to comply with this Code.

**4.4 Recommendation by Governance Committee.** Upon determining that a conflict exists and/or that a director or officer has failed to comply with this Code, the Governance Committee shall provide the Board with a written recommendation as to the appropriate method for the director or officer to comply with this Code which may include but is not limited to

- (a) a recommendation that the conflict has been or will be satisfactorily addressed
  - (i) through disclosure by the director or officer;
  - (ii) by the director or officer undertaking one or more of the actions described in section 4.1; or
  - (iii) by the director or officer undertaking actions other than as described in paragraphs 4.4(a)(i) and (ii);
- (b) in the case of a director, whether a recommendation should be made to the director that the director resign; and
- (c) in the case of an officer, the sanctions, if any, which the Governance Committee recommends be imposed against the officer.

**4.5 Determination by Board.** Upon receiving a recommendation of the Governance Committee provided pursuant to section 4.4, the Board shall forthwith consider the recommendations of the Governance Committee and make a final determination as to

- (a) whether the director or officer is in a conflict within the meaning of Article 2 of this Code;
- (b) whether the director or officer has failed to comply with this Code;
- (c) whether the conflict has been or will be satisfactorily addressed through
  - (i) disclosure by the director or officer;

- (ii) the director or officer undertaking one or more of the actions described in section 4.1; or
- (iii) the director or officer undertaking actions other than as described in paragraphs 4.5(c)(i) and (ii);

(d) in the case of an officer, the measures to be taken by the officer to address the conflict and any sanctions to be imposed upon the officer in connection with a failure by the officer to comply with this Code; and

(e) in the case of a director, whether to request the director to resign.

**4.6 Opportunity to be Heard.** The Governance Committee and the Board, as the case may be, shall provide a director or officer with an opportunity to be heard in connection with an initial determination made pursuant to section 4.3, a recommendation made pursuant to section 4.4 or a determination made pursuant to section 4.5.

**4.7 Notification of Determination Respecting Officer.** Upon the Board making a determination pursuant to section 4.5 in respect of an officer, the Board shall forthwith provide the officer with written notification of the determination, including the reasons therefor, together with any direction of the Board to be complied with by the officer.

**4.8 Notification of Determination Respecting Director.** Where the Board has determined that a director has failed to comply with this Code, the Board shall forthwith provide the entity which has appointed such director to the Board with written notification of the failure to comply along with full particulars of the circumstances giving rise thereto.

## ARTICLE 5

### ACCEPTANCE OR OFFERING OF GIFTS

**5.1 Acceptance or Offering of Gifts.** No director or officer shall offer Gifts to, or accept Gifts from, users or potential users without the prior written consent of the Governance Committee. Notwithstanding the foregoing, Gifts may be accepted or offered provided

- (a) the Gift is not in the form of cash or cash equivalent;
- (b) the Gift is not intended to be, and is neither in such form nor of sufficient value such that it could reasonably be construed to be, a bribe or other improper payment; and
- (c) the Gift is of modest value and the acceptance of the Gift is in accordance with customary business practice.

## ARTICLE 6

### INSIDE INFORMATION

**6.1 Use of Information.** A director or officer shall not use any information obtained in connection with his or her position with the Authority for personal benefit or for the benefit of any other person unless such information has been disclosed to the public or has been made available to the public. Without limiting the generality of the foregoing, a director or officer who has knowledge of a proposed action or decision by the Authority shall not purchase or sell assets or advise any other party to purchase or sell assets the value of which could be expected to be materially affected by the proposed action or decision until such time as the proposed action or decision has been announced or has been made available to the public.

**6.2 Disclosure of Confidential Information.** Subject to section 6.3, no director or officer shall disclose any information concerning the business and affairs or proposed business and affairs of the Authority acquired in connection with his or her position with the Authority ("Confidential Information") which has not been disclosed to the public or been made available to the public without the prior written consent of the Governance Committee.

**6.3 Permitted Disclosures.** A director or officer may disclose Confidential Information:

(a) to the extent that the disclosure is reasonably necessary in connection with the performance of the duties and responsibilities of the director or officer, including, without restriction, disclosures necessary in connection with a financing transaction or proposed financing transaction involving the Authority;

(b) to the extent disclosure is required by law (including, without limitation, the *Access to Information Act* [Canada] and *Privacy Act* [Canada] requirements) or by a court or tribunal of competent jurisdiction; and

(c) to professional advisors of the Authority.

**ARTICLE 7****OUTSIDE EMPLOYMENT**

**7.1 Offers of Employment or Appointment.** In discharging his or her duties and responsibilities to the Authority, a director or officer shall not allow the performance of such duties and responsibilities to be affected by offers or potential offers of outside employment or appointment.

**7.2 Disclosure of Offer.** A director or officer who receives a firm offer of employment or appointment which may affect the performance of the director's or officer's duties or responsibilities shall forthwith disclose the offer to the Governance Committee in writing.

**ARTICLE 8****RECORDS AND PRIVACY**

**8.1 Confidentiality Obligation.** Information concerning the interests or activities or proposed interests or activities of a director or officer provided to the Governance Committee in connection with the disclosure obligations of this Code or the Regulations or otherwise obtained by the Governance Committee shall be placed in a separate personal file established for the director and officer and kept in secure safekeeping.

**8.2 Privacy.** Subject to disclosure of personal information in accordance with law (including, without limitation, disclosure under the *Access to Information Act* [Canada] and *Privacy Act* [Canada]), in addition to the confidentiality obligations set forth in section 8.1, the Governance Committee shall take all commercially reasonable efforts to ensure that the privacy of the director or officer disclosing personal information to the Board is fully respected.

## VANCOUVER FRASER PORT AUTHORITY

### CODE OF CONDUCT FORM

#### Acknowledgement by Directors

I, \_\_\_\_\_ Director, do hereby acknowledge that: (Please Print)

- (a) I am in compliance with the Code of Conduct for Directors and Officers of Vancouver Fraser Port Authority; and
- (b) neither myself nor any related party to myself has a conflict or a potential conflict within the meaning of Article 2 of the Code of Conduct except as provided below; and
- (c) I acknowledge and understand Section 6 of the Code of Conduct below:

#### INSIDE INFORMATION

**6.1 Use of Information.** A director or officer shall not use any information obtained in connection with his or her position with the Authority for personal benefit or for the benefit of any other person unless such information has been disclosed to the public or has been made available to the public. Without limiting the generality of the foregoing, a director or officer who has knowledge of a proposed action or decision by the Authority shall not purchase or sell assets or advise any other party to purchase or sell assets the value of which could be expected to be materially affected by the proposed action or decision until such time as the proposed action or decision has been announced or has been made available to the public.

**6.2 Disclosure of Confidential Information.** Subject to section 6.3, no director or officer shall disclose any information concerning the business and affairs or proposed business and affairs of the Authority acquired in connection with his or her position with the Authority ("Confidential Information") which has not been disclosed to the public or been made available to the public without the prior written consent of the Governance Committee.

**6.3 Permitted Disclosures.** A director or officer may disclose Confidential Information:

- (a) to the extent that the disclosure is reasonably necessary in connection with the performance of the duties and responsibilities of the director or officer, including, without restriction, disclosures necessary in connection with a financing transaction or proposed financing transaction involving the Authority;

**CANDIDATE PROFILE AND**

**DECLARATION**

(b) to the extent disclosure is required by law (including, without limitation, the *Access to Information Act* [Canada] and *Privacy Act* [Canada] requirements) or by a court or tribunal of competent jurisdiction; and

(c) to professional advisors of the Authority.

Signed and dated this      day of  
20\_\_.

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