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No	Date Approved by Board	Policies Amended	Date Master File Updated	Date Master File Posted
1	20 Jan 16	3.1 Terms of Reference for Board Directors 3.2 Terms of Reference for Individual Directors 3.3 Terms of Reference for the Board Chair 3.6 Terms of Reference for the Treasurer 3.7 Terms of Reference for the CEO 3.1.1 Director Orientation Program and Responsibilities 4.2 Terms of Reference for Committee Chairs 4.3 Terms of Reference for the Executive Committee 4.4 Terms of Reference for the Audit Committee 5.4 Communication with Nominating Entities, Stakeholders and the Public 5.5 Board Remuneration, Per Diem Meeting Fees and Expenses 6.2 Monitoring CEO Performance 6.6 Board and Committee Evaluation 7.2 Financial Condition and Activities 7.3 Financial Planning and Budgeting 7.4 Asset Protection and Financial Control 7.6 Corporate Donations	02 Aug 17	
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8	17 Jan 18	5.2.1 Meetings by Electronic Means	30 Jan 18	
9	12 Sep 18	1.1 Governing Principles added	03 Apr 19	
10.	23 Jan 19	4.4 Terms of Reference for the Audit Committee 5.2.3 Enterprise Risk Management	01 Feb 19	

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13.	04 Dec 19	5.6 Board Member Recognition	06 Dec 19	
14.		6.1.1 Added a column to CEO Operational Accountability Monitoring Schedule as per the Chair		
15.	12 Sep 18	6.5 Appendix A - Board Evaluation	02 Dec 20	
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17.	20 Jan 21	3.1.1. Director Orientation and Responsibilities	08 Feb 21	
18.	07 Apr 21	5.3.3. Selection and Succession	08 Apr 21	
19.	21 Jun 21	6.1 Monitoring CEO Performance – Removed		
20.	21 Jun 21	6.1.1 Re-Write, now 6.1 CEO Performance, Monitoring, and Evaluation Framework		
21.	21 Jun 21	6.1.2 Removed, now 6.1 Appendix A – CEO Operational Accountability Monitoring Schedule		
22.	21 Jun 21	7.4.1 Re-Write		
23.	01 Dec 21	Policy 7.4.1 Update – Investment Policy Statement	13 Dec 21	
24.	07 Apr 22	Policy 6.4, 2(b) Amendment	08 Apr 22	
25.	07 Apr 22	Policy 5.5 Board Renumeration Increase of 4.6%	08 Apr 22	
26.	07 Sep 22	Policy 6.5 Appendix A – Board Evaluation housekeeping	31 Aug 22	

1.1 Mission, Vision and Strategic Priorities

Date Amended: 12 Sep 2018

MISSION

Provide safe and efficient air service facilities and enable the economic development of the Comox Valley

CORE VALUES

Safety: We ensure that the safety and security of our customers, staff, facilities and environment is a primary concern in all aspects of doing business.

Quality: We are motivated by customer expectations in providing quality facilities and services in a customer sensitive and service driven manner.

Accountability: We are accountable for all our actions including financial management and we demonstrate integrity in our business relations, utilization of resources, treatment of our customers and staff, and in the general conduct of our business.

Economic Development: We work to support the economic development of the region.

VISION

Comox Valley Airport is the aviation gateway of the North Island

GOALS

1. Expand air services to new destinations and enhance services (passengers and cargo) to current destinations.
2. Maintain a viable airport master plan.
3. Remain financially viable and competitive.
4. Attract and retain a talented and motivated team of employees.

CVAC Governing Principles

1. The Board's job is to guide, direct and oversee the affairs of the organization.
2. The position of the Directors and entity known as the Board exist to operate in the best interests of the organization and those it was established to serve.
3. The only decisions or positions of the Board are those made by the Board in a legally convened session and through its accepted decision-making process.

4. The work to be done by the Board is determined by its mandate and its purpose (as stated in legislation), which is to govern, and consequently is different than the work to be done by the CEO, which is management and operations.
5. The Board acts and speaks as one.
6. The Board speaks through policy.
7. Annual assessment and evaluation of CVAC performance (governing and managing) is a requirement, not an option.
8. Individual directors do not make decisions or take actions on behalf of the Board unless authorized to do so by the Board.
9. The CEO is selected by and reports to the whole Board, not to any individual Board Member or Committee.
10. The CEO is the only staff (a) who is directed by and who reports to the Board; (b) with whom the Board communicates and interacts regarding the management, administration and operation of the organization; and (c) who the Board holds accountable for organizational performance.

2.1 Code of Conduct for Directors, Officers, and Senior Staff

Date Amended: 06 Dec 17

1. Prior to accepting an appointment as an Officer or to the Board of Directors of the Comox Valley Airport Commission (“The Corporation”), each such person shall provide to The Corporation and in the case of a proposed Director a Disclosure Statement and Undertaking in attached Form A, undertaking to conform to and be bound by this Code of Conduct, and detailing any business activity by the person or the person’s associate (as defined in the Canada Business Corporations Act) which would pose an actual or perceived conflict of interest in the person’s capacity as an Officer, senior employee or Director of The Corporation.
2. All Directors, Officers and Senior Staff shall file with The Corporation on an annual basis an updated Form A Disclosure Statement and Undertaking, and in the event of a mid- year material change or anticipated change, an amended Form A shall be filed forthwith.
3. All Directors and Officers of The Corporation shall act honestly and in good faith with a view to enhancing the best interests of The Corporation; shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and shall comply with all relevant legislation, regulations, laws and by-laws applicable to The Corporation. In addition, Directors are expected to fairly and honestly weigh and endeavor to balance all competing interests in making their decisions, and notwithstanding any of the foregoing, Directors hold a fiduciary duty to The Corporation.
4. Directors and Officers during and after their association with The Corporation shall keep confidential all knowledge and information in their possession relating to The Corporation except matters that have become of general or public knowledge, and they shall not make use of confidential information for personal gain or profit.

5. Except as permitted or requested by the Chair, or a resolution of the Directors, or as required or permitted by the Corporation By-laws, Directors and Officers shall not grant interviews to the media or others, and shall not make speeches or otherwise publicly discuss or disseminate information as to The Corporation's affairs or policies.
6. Directors and Officers shall not accept gifts or other benefits valued in excess of \$100 that could be construed as an attempt to secure from The Corporation for a third party any special concession, favor or other benefit.
7. Directors and Officers shall not place themselves in a position where they have a conflict of interest or duty between The Corporation and another party, and if a situation arises whereby a real or perceived conflict exists, the person involved shall immediately report the matter to the Chair, who may rule that the situation be disclosed to the Directors and Officers of The Corporation, and that the person not be involved in any decision making process relating to the situation in question.
8. Without limiting the generality of the obligations contemplated by above noted Clause 7:
 - a. Any Director or Officer who:
 - i. is a party to a material contract or proposed material contract with The Corporation, or
 - ii. is a Director or an officer of or has a material interest in any person, as "person" is defined in the Canada Business Corporations Act, who is a party to a material contract or proposed material contract with The Corporation,
 - iii. shall disclose in writing to The Corporation the nature and extent of that person's interest;
 - b. The person concerned shall not vote on any resolution pertaining to the contract or proposed contract except as permitted by the Canada Corporations Act or other applicable statute;
 - c. The disclosure required by subsection (a) shall be made, in the case of a person who is senior staff but is not a Director:

- i. forthwith after becoming aware that the contract or proposed contract is to be considered or has been considered at a meeting of Directors;
- ii. if that person becomes interested after a contract is made, forthwith after becoming so interested; or
- iii. if that person is interested in a contract and later becomes an Officer, forthwith after becoming an Officer.

2.2 Form A: Disclosure Statement and Undertaking for Directors, Officers, and Senior Employees of The Corporation

Date Approved: 01 Apr 2015

Dated: _____, 20____.

TO: The Comox Valley Airport Commission and _____
(Nominating body if applicable)

I, _____ being a prospective Officer, senior employee or member of The Board of the Comox Valley Airport Commission ("The Corporation"), state and declare:

1. I have read and understand the Code of Conduct of The Corporation, and hereby undertake to conform to and be bound by such Code.
2. A direct and indirect conflict with my duty as an Employee of The Corporation may arise because:
 - a. I hold the following offices (appointed or elected):

- b. I or a Trustee or Nominee on my behalf, own or possess, directly or indirectly, the following interests, including employment and professional interests, whereby directly or indirectly, a duty or interest might be created in conflict with my duty or interest as an Employee of The Corporation:

3. The nature of any conflicting office, duty or interest referred to in Clause 2 is:

4. In addition to any company referred to or listed in Clause 2, following is a list of every company in which I, or a Trustee or Nominee on my behalf, directly or indirectly, hold 10% or more of the ownership interest, including without limitation, issued share of a corporation.

Name of company and nature of business carried on:

5. Following are brief particulars as to my present employment and my primary sources of income. (Do not disclose amounts)

6. Following is a list of each affiliate (as defined in the Canada Business Corporations Act) known to me of a company listed in clauses 2 (b), 4 and 5 of this Statement:

Name of company, name of affiliate, and nature of affiliate's business.

7. In addition to the offices listed above, following is a list of every company of which I am an Officer or Director:

Name of company and positions held:

I hereby state that all of the foregoing statements are true and correct to the best of my knowledge and belief.

Signed:

3.1 Terms of Reference for Board Directors

Date Amended: 20 Jan 16

1. The Board of Directors of the Comox Valley Airport Commission is responsible for:
 - a. Formulating sound and effective policies at the broadest level;
 - b. Establishing the Board's vision, mission, values and goals accompanied with an ongoing review of the strategies associated with the same to include the planning and development of following documents to accommodate growth;
 - i. The CVAC Master Plan
 - ii. The CVAC Land Use Plan
 - iii. The CVAC Strategic Plan
 - iv. The CVAC Capital Plan
 - c. Establishing quality control and performance monitoring procedures to ensure the integrity of internal controls, and financial information systems, forecasts and audited statements, ensuring adequacy of resources – human, financial and material;
 - d. Ensuring identification of principal risks facing CVAC and ensuring systems to manage the risks are in place;
 - e. Communicating at the political level with elected government officials, as directed by the Board Chair;
 - f. Ensuring a dispute resolution mechanism is in place that requires a resolution to be reached in a timely manner;
 - g. Ensuring effective internal and external communication processes are maintained including communication *amongst* Board members, Board to committees, committees to committees, Board to staff and vice versa, and Board to other stakeholders within the community serviced by the Comox Valley Airport;
 - h. Providing advice and counsel to the Chief Executive Officer;
 - i. Ensuring that a succession plan is in place for the CEO;

- j. Conducting a thorough orientation for new Directors; and
- k. Evaluating Board and committee performance annually.

2. Matters Reserved for The Board - The following matters may be referred to committee for study, but the decisions regarding these matters are reserved for the Board;

- a. Approval of the CVAC Master Plan, Land Use Plan, Strategic Plan and Capital Plan;
- b. The review of the Corporation's performance in light of the Strategic Plan and budget and ensuring that any necessary corrective action is taken;
- c. Approval of the annual operating and capital expenditure budgets and any material changes to them;
- d. Approval of financial statements and management's discussion and analysis;
- e. Appointment or removal of the CEO;
- f. Annual review of the CEO's performance;
- g. Establishment of Board Committees and their Terms of Reference;
- h. Approval of the Annual Report;
- i. Major Capital Projects;
- j. Contracts, which are material, strategic, or by reason of size, entered into by the Corporation;
- k. Changes to the structure, size and composition of the Board;
- l. Appointment, reappointment or removal of the external auditor;
- m. Approval of the compensation system of the CEO;
- n. Division of responsibilities between the Board and CEO; and
- o. A formal review of the Board's performance.

3.1.1 Director Orientation Program and Responsibilities

Date Amended: 08 Feb 20

3.1.1 Director Orientation and Responsibilities

Program Goal:

To expedite the learning curve for new Board members to become optimally informed so they may promptly in their Board responsibilities.

Roles and Responsibilities:

New Member (Mentee)

- a. Review all core documents, in the Director Secure area to become familiar with bylaws, reports etc.
- b. Meet with the CEO for an introductory briefing, facility tour and be introduced to the staff.
- c. Learn the function and operation of the CVAC Board and their role on the Board.
- d. Commit to a personalized “learning program” to advance their capabilities as a Board member
- e. Following the initial mentor session, engage with their mentor on a regular basis to advance their knowledge and understanding.

Board Member (Mentor)

- a. To support, coach and act as a resource on behalf of CVAC Board in strengthening knowledge and information to their mentee.
- b. To assist by meeting with new members on a regular basis to support their learning efforts.

Administration

Provide access to corporate resources.

- a) Introduce new Board members to the CVAC facilities and respond to operational inquiries.
- b) Ensure that necessary initiation documentation is processed.
- c) Provide the name of the new Board members to the On the Fly Café.

Chronology of Events for New Members

Time Frame	Assigned Responsibility	Action/ Activity	Completion Status (Note date when completed)
Pre-Interview	CEO/Admin	<ul style="list-style-type: none"> Confirm that applicants qualify for Board membership as per Bylaw 	
Interview Day	Gov Committee	<ul style="list-style-type: none"> Candidate to be made aware of time commitments, conflict of interest guidelines and code of conduct. 	
Appointment Meeting	Board	<ul style="list-style-type: none"> Board to be advised of Mentor Mentor to be made aware of the Orientation Program requirements 	
Post Meeting	Chair	<ul style="list-style-type: none"> Chair to contact or meet new member advise of appointment and assignment of Mentor Discuss or confirm Committee appointment 	
Week 1 (after the appointment mtg.)	Administration	<ul style="list-style-type: none"> Provide new Member electronic access to: Bylaws, most recent financials, recent Board minutes, accountability reports for 2 years previous, copies of “sign on documents”, P&P Manual, Board contact list, meeting schedule, admin org chart. (Hard copies to be provided on request). Provide Director Secure parking permit, name tag Set up banking and CRA 	
Week 1 or 2	Mentor	<ul style="list-style-type: none"> Mentor arranges to meet with the new member and provide overview on Board structure, meeting procedures, review program requirements, dress code, access to on-site coffee etc. 	
Week 4	Mentor	<ul style="list-style-type: none"> Contact new member to see if the member has questions, needs, concerns and respond accordingly 	
Pre-1 st Committee/Board Meeting	Mentor	<ul style="list-style-type: none"> To review with new member the agenda, background information and meeting process. 	
Post 1 st Committee/Board Meeting	Mentor	<ul style="list-style-type: none"> Meet with new member to review the meeting and respond to any issues/questions. 	

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Month 2	CEO	<ul style="list-style-type: none"> To arrange on-site tour of the terminal, meet staff, discuss roles, current and future challenges facing CVAC. 	
Month 3	New Member	<ul style="list-style-type: none"> Conduct a second study of bylaws and P&P manual (2 hours) Review information on the CVAC website under Publications, Aviation literature, Useful links (2 hours) 	
Month 3	Mentor	<ul style="list-style-type: none"> To contact new Member and work to address issues and monitor orientation. 	
Month 4&5	Mentor	<ul style="list-style-type: none"> Follow up with Member on any meetings 	
Month 6&7	CEO	<ul style="list-style-type: none"> On-site meeting to answer questions and discuss areas of interest. 	
Month 8	Mentor	<ul style="list-style-type: none"> Meet with Mentee to review Orientation program and sign off. 	

3.2 Terms of Reference for Individual Directors

Date Amended: 20 Jan 16

1. Individual Directors have a duty and responsibility to:
 - a. Demonstrate high ethical standards and respect CVAC's code of conduct, confidentiality and conflict of interest guidelines;
 - b. Develop an understanding and knowledge of the aviation industry and the related environment in which CVAC operates;
 - c. Keep informed as to the policies, business and affairs of the organization;
 - d. Support Board-approved policies, positions and decisions.
 - e. Recognize the authority of the CEO and the Chair as the principal Commission spokespersons or as those delegated by the Chair;
 - f. Understand the difference between governing and managing, and comply with the distinction between the responsibilities of the Board and those of the CEO;
 - g. Prepare for Board and Committee meetings by reading reports and background materials to be able to make informed decisions when asked;
 - h. To participate as a member of at least one Board Committee;
 - i. Contribute and add value to Board discussions;
 - j. Make decisions within the Board that are consistent with CVAC's mission, vision, values and goals;
 - k. Maintain a 75% attendance record at Board and Committee meetings;
 - l. Attend Commission-related business and social events as required;
 - m. Communicate with and report to relevant Nominating Entities, if applicable, to satisfy their interests in CVAC activities;
 - n. Participate in on-going education;
 - o. Disclose any potential conflict of interest and abstain from discussing or voting in such eventuality.

3.3 Terms of Reference for the Board Chair

Date Amended: 20 Jan 16

1. The Chair of the Board of Directors shall lead the Directors in carrying out the responsibilities and function of the Board. The Chair presides over board meetings and:
 - a. Chairs Board meetings and ensures that the appropriate issues are addressed;
 - b. ensures orderly discussion and adequate opportunity for *all* opinions to be heard;
 - c. ensures that the Board refrains from administering the organization;
 - d. that, by way of the appropriate channels, members are provided with information they request;
 - e. ensures good attendance by all Board members;
 - f. ensures that Board meetings are conducted in an efficient, effective and focused manner;
 - g. builds consensus and teamwork within the Board;
 - h. addresses inappropriate Board members behavior;
 - i. ensures an orientation process for new Board members, to utilize their expertise and to make them feel part of the team;
 - j. fosters a constructive and harmonious relationship between the Board and management;
 - k. communicates the Board's direction to the CEO;
 - l. ensures the CEO is aware of concerns of the Board and stakeholders;
 - m. serves as an official spokesperson for the Board;
 - n. act, in conjunction with CEO, as primary spokesperson on CVAC's Mission, Vision, Values, Goals, Priorities and Projects;

- o. acts as a sounding board, counselor and confidant for the CEO including helping to review strategies, define issues, maintain accountability and build relationships;
- p. ensures that the Board is appropriately represented at industry, business and political functions and meetings;
- q. works jointly with the CEO to enhance CVAC's relationships with outside organizations, agencies and entities;
- r. appoints the Directors to committees and task forces;
- s. Chairs the Executive committee;
- t. coordinates Board and other meetings in conjunction with the CEO and prepares the appropriate agendas; and
- u. coordinates, monitors and reviews the work and function of all Committees;
- v. serves as non-voting ex-officio on all CVAC Standing Committees.

3.4 Terms of Reference for the Vice Chair

Date Approved: 01 Apr 2015

1. In this position, the Vice Chair of the Board of Directors shall assist the Chairman in carrying out the responsibilities and functions of the Board. The Vice Chair shall:
 - a. fulfill the responsibilities and duties of the Chair in his/her absence;
 - b. perform such duties as may be assigned by the Chair.

3.5 Terms of Reference for the Secretary

Date Approved: 01 Apr 2015

1. In this position, the Secretary shall:
 - a. act as Chair of the Governance and Nominating Committee;
 - b. ensure that all requirements are met to maintain the Corporation in good standing;
 - c. record or cause to be recorded all minutes and votes of all proceedings conducted by the CVAC Board of Directors;
 - d. ensure that the Seal of the Commission is secured;
 - e. ensure that a quorum exists for the transaction of Board of Directors meetings;
 - f. perform other responsibilities as assigned by the Board.

3.6 Terms of Reference for the Treasurer

Date Amended: 20 Jan 2016

1. The Treasurer is responsible to the Board of Directors. In this position the Treasurer shall:
 - a. ensure that the financial risk and affairs of the commission are conducted in accordance with the directives and policies of the Commission;
 - b. ensure that the records of the financial affairs of the Commission are properly maintained in accordance with regulatory standards;
 - c. serve as Chairperson of the Finance Committee; and
 - d. perform other responsibilities as assigned by the Board.

3.7 Terms of Reference for the Chief Executive Officer

Date Amended: 20 Jan 2016

1. The Chief Executive Officer (CEO) shall, under the Direction of the Board, and in accordance with the CVAC By-laws, lead, supervise, manage and direct the operational, administrative, financial and business affairs of the Comox Valley Airport Commission (CVAC), and execute such powers and perform such duties as may be assigned by the Board.
2. The CEO shall be an Officer of the Commission.
3. The CEO is responsible to the Board of Directors through the Chair.
4. **Responsibilities:**
 - a. Act as a signing authority on behalf of the Board;
 - b. Report to the Board, maintain open communication with the Board, and keep the Board informed of all significant matters;
 - c. With the Chair, enable the board to fulfill its governance function;
 - d. Manage and control the operation of CVAC's Comox Valley Airport civil aviation facilities on a day-to-day basis in accordance with the plans, policies and parameters approved by the Board;
 - e. Provide appropriate direction and leadership while working to implement the Commission's Strategic Plan and achieve its goals;
 - f. Act as a non-voting ex-officio member of the Board of Directors and all CVAC committees;
 - g. Work jointly with all committees in pursuit of their goals and objectives;
5. **Functions:**
 - a. Strategic Planning and Development:
 - i. Develop and recommend a Strategic Plan that is consistent with the Board's vision, mission, values and priorities;

- ii. Subject to Board approval, develop and implement an Action Plan to fulfill the Strategic Plan's Goals and Objectives;
 - iii. Carry out the Action Plan to achieve the goals of the CVAC Strategic Plan as directed by the Board;
 - iv. Assist committees of the Board with their action plans;
 - v. Ensure all CVAC obligations related to agreements that are in effect with Transport Canada, the Department of National Defense, 19 Wing Comox and/or any other party are fully met;
 - vi. Identify the principle risks facing the Commission and recommend appropriate systems to manage the risks;
 - vii. Recommend and arrange consultant services as required and authorized;
 - viii. Develop and maintain a plan for CEO succession.
- b. Financial Administration:
- i. Develop and recommend the annual operating budget for Board review and approval;
 - ii. Prudently implement and manage the Commission's resources within the approved budget guidelines and in accordance with CVAC financial policies;
 - iii. Develop and recommend the five-year budget forecast for Board review and approval;
 - iv. Develop and recommend the 15-year capital plan for board review and approval;
 - v. Develop and maintain appropriate accounting procedures and records;
 - vi. Oversee the processing of all receivable and payable accounts, and approval all payments;
 - vii. Regularly monitor, review and report monthly to the board on the implementation of the approved budget, and prepare revisions to it for approval of the Board;

- viii. Present non-budgeted financial requirements to the Board when required;
 - ix. Present to the Board monthly and annual financial statements.
 - x. In conjunction with the Audit Chair, arrange for CVAC's annual audit to be performed.
- c. Operations:
- i. Direct the day to day activities of the Comox Valley Airport facilities, including supervision of CVAC staff, contractors and consultants responsible for the administration, operations, maintenance and public safety/security of and on the Comox Valley Airport property
 - ii. Ensure that day to day operations of the Comox Valley Airport are in accordance with applicable Transport Canada and DND/19 Wing regulations and directions;
 - iii. Ensure that plans and procedures are in place, current, and fully implemented to provide a safe, effective and efficient facility for aircraft operations;
 - iv. Ensure that service levels, maintenance standards, safety/security measures and all relevant manuals are maintained to the required levels;
 - v. Act as the primary point of contact for 19 Wing on all operational issues concerning the CVAC air terminal and associated lands;
 - vi. Maintain an active liaison with tenant airlines on operations matters of mutual interest.
- d. Property Management and Land Development:
- i. Develop, negotiate and sign on behalf of CVAC all subleases and contracts with the tenants and suppliers;
 - ii. Honour and enforce the terms of all subleases and contracts with the tenants and suppliers;
 - iii. Manage tenant agreements for those facilities and services located on CVAC managed lands;

- iv. Actively promote the development of Comox Valley Airport managed lands, services and facilities under the oversight of the Board;
- e. External Liaison:
 - i. Act, in conjunction with the Board Chair, as primary spokesperson on CVAC's Mission, Vision, Values, Projects, Priorities and Goals;
 - ii. Respond to inquiries from elected officials, airport users, the media and tenants with respect to the operations and development of the airport. Response will be in accordance with relevant Board policy;
 - iii. Coordinate communications with and responses to the media;
 - iv. Market CVAC facilities to promote increased passenger traffic and to develop air cargo services;
 - v. Develop and maintain a close working relationship with officials in Transport Canada, Nav Canada, CATSA, DND/19 Wing and local and provincial authorities with respect to the Comox Valley Airport;
 - vi. Represent the Comox Valley Airport and CVAC at community business, economic development and tourism functions;
 - vii. Promote the Comox Valley Airport through networking with and membership in organizations such as the B. C. Aviation Council, Airport Council International and Canadian Airport Council;
 - viii. Promote the Comox Valley Airport through speaking engagements at various social and service clubs, and through direct advertising and the development of favourable media interest;
- f. Airport Commission Administration:
 - i. Ensure that the day to day administrative needs of CVAC are fulfilled;
 - ii. Prepare the CVAC Annual Report;
 - iii. Develop and maintain a CVAC filing system;
 - iv. Maintain a comprehensive record of CVAC activities;
 - v. Develop and maintain a CVAC Policy and Procedures Manual;
 - vi. Oversee the design, marketing, promotion, delivery and quality of programs, products, reports and services;

- vii. Support operations and administration of the Board by advising and informing Board members on significant CVAC activities, and by interfacing between Board and staff.
- viii. Manage full time and part time staff and consultants of CVAC according to CVAC authorized human resources policies and procedures, and in keeping with current laws and regulations;
- ix. Prepare annual written performance reviews and appropriate training for all CVAC staff;
- x. Ensure that the Commission has written human resources policies that clarify personnel management rules for staff, provide for effective handling of grievances, and protect against wrongful conditions;
- xi. Review on an ongoing basis all facets of CVAC's organization and activities, and make recommendations for change to the Board.
- xii. Have at least one other senior manager familiar with Board and Chief Executive issues and processes to assume the role of Chief Executive Officer in an emergency.

3.8 Terms of Reference for the Board Liaison

Date Amended: 20 Apr 2016

1. Duties and Responsibilities:

- a. Organize Board, Committee and Member's meetings in accordance with procedures set out in the CVAC By-Laws and Board policies.
- b. Advise the CEO and The Chair and Committee Chairs of items for Board discussion.
- c. Prepare and distribute all agenda material and documents, as directed by The Chair or the Committee Chairs.
- d. Record all votes and maintain the minutes of all proceedings (Board of Director meetings, Committee meetings and the Annual General Meeting)
- e. Organize logistical support for Board of Directors' and Committee meetings. Arrange Board member travel to meetings and conference events.
- f. Ensure that appropriate records of The Corporation are maintained in a safe and secure environment.
- g. Ensure that adequate procedures are in place to maintain confidential data in a safe and confidential manner.
- h. Review and prepare expenses for payment, provided that the expenses fall within CVAC guidelines.
- i. Serve as a point of contact for Board member inquiries.
- j. Ensure that the Corporate record is at all times accurate and current.
- k. Provide other support functions as required from time to time by The Chair and the Board of Directors.
- l. Board Liaison will track the completion of the checklist in Policy 3.1.1.

2. Accountability:

The Board Liaison is accountable to the CEO for fulfillment of responsibilities.

4.1 Terms of Reference for Committees

Date Approved: 01 Apr 2015

1. Committees of the Board shall:
 - a. study, debate, discuss, formulate and recommend a course of action for consideration by the Board;
 - b. assist the Board through preparation of policy recommendations, for presentation to the Board at Board meetings;
 - c. when delegated and authorized by the Board, act on behalf of the Board for specific purposes; and
 - d. through the CEO, assist staff as required in meeting the objectives of the Commission.

4.2 Terms of Reference for Committee Chairs

Date Amended: 20 Jan 2016

1. In this position, the Committee Chair:
 - a. sets the Agenda;
 - b. ensures coordination of the Agenda, information packages and related events for committee meetings;
 - c. sets the tone for the committee's work;
 - d. chairs committee meetings in an efficient, effective and focused manner;
 - e. ensures the committee members have the information they need to make decisions regarding recommendations for Board consideration;
 - f. ensures the committee fulfils its monitoring responsibilities;
 - g. reports to the full Board on the committee's decisions/recommendations; and
 - h. assigns work to committee members.

4.3 Terms of Reference for the Executive Committee

Date Amended: 20 Jan 2016

1. The Executive Committee is a Standing Committee established in Section 6.4 of the Bylaws.
2. **Purpose:** The Executive Committee, as directed by Bylaw 6.4, shall provide broad oversight of the strategic activities of the corporation, undertake reviews of policy, and act in accordance with roles assigned by the Board to administer undertakings for the Commission.
3. **Composition:**
 - a. The Committee shall be comprised of the Chair, the Vice-Chair, Secretary and Treasurer.
 - b. The Chair shall be the Chair of the Committee.
 - c. The quorum for the committee shall be three (3).
 - d. As part of the oversight role of the Committee, the CEO will be asked to attend and participate in the Executive Committee meetings. In the Human Resources assignment, the Executive Committee may, in reviewing certain aspects of the CEO's performance, require holding a meeting without management.
4. **Accountability:** The Executive Committee will report to the Board on all its proceedings. Minutes shall be kept of the Executive Committee Meetings. Notice of Executive Committee Meetings including a copy of the Agenda will be circulated to all Directors in advance of Executive Committee meetings.
5. **Responsibilities:**
 - a. Coordinate key meetings and events, specifically pertaining to the Annual General Meeting, Nominating Entities Meeting with the Commission, Annual Public Meeting and other such meetings and events when required.

- b. Undertake the Human Resources coordination of the Commission as it pertains to the contract of the CEO.
 - c. Conduct the CEO recruitment process, when required, and recommend a candidate for approval to the Board.
 - d. Review Director professional development requests for funding approval.
 - e. Act on behalf of the entire Board in the event of an emergency.
6. **Meetings:** The Executive Committee, as per Bylaw 6.5, shall be held at any time and place to be determined by the respective members thereof provided that 48 hours' notice of a meeting shall be given to each to each member of the Committee. No error or omission in giving notice of the Committee or any adjourned meeting of such Committee shall invalidate the meeting or make void any proceedings taken. Any member of the Executive Committee may waive notice of any meeting thereof and ratify, approve and confirm the business done.

4.4 Terms of Reference for the Audit Committee

Date Approved: 23 Jan 2019

1. **Status:** The Audit Committee is a Standing Committee established by Bylaw 6.8.
2. **Purpose:** The Audit Committee is concerned with the integrity of the Corporation's financial procedures. The Audit Committee assists the Board in fulfilling its oversight responsibilities regarding the integrity of the Corporation's accounting and financial reporting and the Corporation's internal controls.
3. **Composition:**
 - a. The Audit Committee Chair shall be assigned by the Board Chair.
 - b. The Committee shall be composed of a number of Directors that is less than a majority of Directors of the Board but not less than three Directors.
 - c. Internal staff resources will be provided for the Committee through the CEO.
 - d. A majority of Committee members constitutes a quorum.
4. **Accountability:** The Committee will report to the Board following each Committee meeting.
5. **Meetings:** The Committee shall meet at least two times a year.
6. **Responsibilities:** The duties of the Audit Committee are detailed in Section 6.8 of the Bylaws. They include:
 - a. conducting a periodic review of the accounting policies of the Commission;
 - b. providing a periodic assessment of the financial risks to the Commission and where appropriate, providing recommendations to the Board of Directors regarding the management of other risks identified in the Corporate Risk Register;
 - c. supervising the implementation of an effective system of internal financial controls;
 - d. conducting a periodic review of the financial statements of the Commission and providing recommendations to the Board of Directors regarding those statements;

- e. determining whether an auditor or a candidate for the position of auditor is independent, in particular by examining any existing or past relationship, whether contractual or otherwise, between the auditor or candidate and the Commission or any corporation in which the Commission has an ownership interest;
- f. making recommendations to the Board regarding the appointment, removal and remuneration of the auditor;
- g. approving the scope of internal and external audits and approving non-audit services to be performed for the Commission by the auditor; and
- h. reviewing the findings of the internal and external audits and management's response to them, making recommendations to the Board of Directors regarding the findings and response and reviewing the implementation of any of the Board's decisions regarding the recommendations of the Committee.

Additionally, the chair of the audit committee shall complete an annual review of *Form A: Disclosure Statement and Undertaking for Directors, Officers and Senior Employees of the Corporation*, to determine any conflict with the corporation.

Should a conflict be determined the Chair of the Audit Committee shall bring such to the attention of the Board Chair subsequent action.

4.4.1 Rotation of Auditors

Date Approved: 30 Nov 2016

1. The Audit Committee, assisted by input from management, will undertake an annual review of the corporate auditors' performance and compensation. If the annual review warrants, to ensure auditors of sufficient expertise are retained by the Commission for fair compensation, the Audit Committee may:
 - a. make a request for quotation from competing firms
 - b. request a partner or staff rotation from within the current auditor
 - c. undertake a full RFP process by the Committee

2. The audit committee, on behalf of the Commission, must seek competitive quotations from multiple qualified organizations at a minimum of every 5 years.

4.5 Terms of Reference for the Finance Committee

Date Approved: 01 Apr 2015

1. **Purpose:** The Finance Committee focuses on the financial performance of The Corporation, its operating and capital budgets and its adherence to financial policies and procedures.
2. **Composition:**
 - a. The Finance Committee shall be chaired by the Treasurer.
 - b. The Committee shall be composed of a number of Directors that is less than a majority of Directors of The Board but not less than three Directors.
 - c. Internal staff resources will be provided for the Committee through the CEO.
 - d. A majority of Committee members constitutes a quorum.
3. **Accountability:** The Committee will report to The Board following each Committee meeting.
4. **Meetings:** The Committee shall meet at least four times a year.
5. **Responsibilities:**
 - a. Ensure that CVAC is managed in accordance with stated financial policies.
 - b. Develop and keep current all CVAC financial policies.
 - c. Monitor expenditures/revenues throughout the year to ensure sound financial management.
 - d. Work with the CEO in coordinating the development of the annual CVAC operating and capital budget as required by the CEO.
 - e. Review and recommend to The Board approval of the annual CVAC operating and capital budgets.
 - f. Review the 5, 10, 15 year Capital Plans that support the approved Strategic Plan, and make recommendations to The Board accordingly.
 - g. On a continuous basis, review and recommend for approval by The Board any budgetary adjustments necessary to ensure the financial responsibility of CVAC.
 - h. Recommend changes in financial policies and procedures when deemed advisable and,

- i. Report on Committee activities to The Board at their regular meetings.

4.6 Terms of Reference for the Governance & Nominating Committee

Date Approved: 01 Apr 2015

1. **Status:** The Governance and Nominating Committee is a Standing Committee established by Bylaw 6.6
2. **Purpose:** The Governance & Nominating Committee (G & NC) shall ensure that the affairs of The Commission are conducted in compliance with statutory requirements, bylaws, codes, approved policies and principles. Its function shall also include those of the Nominating Committee. The duties of the Governance Committee are detailed in Section 6.6 of The Bylaws.
3. **Composition:**
 - a. The Governance Committee shall be chaired by the Secretary.
 - b. The Committee shall be composed of a number of Directors that is less than a majority of Directors of The Board but not less than three Directors.
 - c. Internal staff resources will be provided for the Committee through the CEO.
 - d. A majority of Committee members constitutes a quorum.
4. **Accountability:** The Committee will report to the Board following each Committee meeting.
5. **Meetings:** The Committee shall meet at least four times a year.
6. **Responsibilities:** The duties of the Governance Committee are detailed in Section 6.6 of the Bylaws. They include:
 - a. Conducting a periodic review of the corporate governance policies of The Commission.
 - b. Generally reviewing the corporate governance of The Commission, including the effectiveness of The Board of Directors, the Committees of The Board of Directors and the individual Directors. This means conducting an annual evaluation of the Board, Committees and individual Directors.
 - c. Identifying the skills, knowledge and experience requirements for The Board of Directors as a whole;

- d. In case of a vacancy on The Board of Directors, identifying the skills, knowledge and experience required by the individual who will fill the vacancy, and if the vacancy is in respect of a Member for which one or more Nominating Entities are authorized to nominate candidates, to communicate those attributes to the affected Nominating Entities.
- e. Consulting with each Nominating Entity on the qualifications of the persons being considered by that body as candidates for nomination as a Member, and
- f. Recommending to The Board of Directors an orientation program for new Directors and a succession plan for Directors and the Chief Executive Officer.

5.1 Governance Style

Date Approved: 01 Apr 2015

1. The Governance style of the Comox Valley Airport Commission (CVAC) Board requires The Board to:
 - a. be mindful of The Board's responsibilities and the distinction between The Board and CEO responsibilities;
 - b. retain a sense of group responsibility;
 - c. focus on results;
 - d. make collective decisions;
 - e. listen actively;
 - f. operate in a collegial mode; and
 - g. support CVAC's Vision, Mission, Values and Strategic Goals.

5.2 Meetings

Date Approved: 01 Apr 2015

1. Meetings:

- a. The Board of Directors will meet a minimum of four times a year.
- b. Meetings will be held in accordance with the CVAC Bylaws.
- c. The Chair and the CEO will be responsible for developing the agenda for all Board meetings.
- d. Directors may forward items for The Board agenda to The Chair.
- e. Board materials will be sent to Directors five (5) working days in advance of the Board meeting.
- f. The quorum for Board meetings will be a majority of Members.

2. Meetings without Management:

- a. The Board may have an in-camera session at each Board meeting presided over by The Chair without the CEO and management present.
- b. In order to ensure discipline and to maintain effective relations with the CEO, The Chair shall ensure that The Board:
 - i. refrains from discussing issues that would benefit from and/or require the knowledge and expertise of the CEO; and
 - ii. refrains from rehashing the agenda, revisiting issues or making business decisions.
- c. Agenda items shall be limited to concerns/kudos about the following:
 - i. The Board's relationship with the CEO, e.g. information coming to The Board from management;
 - ii. CEO performance and compensation;
 - iii. The Board's internal working relationships; and
 - iv. The Board's management of its work.
- d. Following the meeting, The Chair shall debrief the CEO and inform the Recording Secretary of any action items.

5.2.1 Meetings by Electronic Means

Date Approved: 17 Jan 2018

- 1) **Purpose:** To Provide guidelines for attending regular Board, Standing Committees, or special Board meetings using telephone or video conferencing as per CVAC bylaw 5.1.
- 2) **Process:**
 - a. All Directors must have access to the method by which the meeting will be held and must be able to hear all of the other Directors participating in the meeting at all times during the meeting.
 - b. Board procedures for agendas, background materials, quorums, minutes, voting and other meeting practices shall be the same as they are for in person meetings.
 - c. Except in an emergency, a Director intending to participate through telephone or video conferencing shall communicate such intention to the CEO at least 3 business days in advance of the meeting.
 - d. The CEO will advise the Board, via email as to the Directors attending by telephone or video conferencing in advance of the Board meeting.
 - e. At the beginning of the meeting the Board Chair shall ask the Director participating through electronic means to state and ensure the following:
 - i. name
 - ii. location
 - iii. confirmation of the receipt of the agenda and relevant materials facts of the meeting
 - iv. confirmation that no person other than the said Director is attending or has access to the proceedings of the meeting
 - v. a director may attend and participate by electronic means to a maximum of three Board meetings per calendar year. While attending meetings via telephone or video conferencing is an option, when possible, Directors are encouraged to attend Board meetings in person.

5.2.2 Consent Agenda

Date Approved: 20 Apr 2016

1. Purpose:

- a. To expedite the conduct of routine business during Board meetings in order to allocate more meeting time to education and discussion of substantive issues.
- b. To provide an efficient process for approval of regular or routine issues that come before the Board, or matters where no debate is anticipated.

2. Policy:

- a. Typical Consent Agenda items are those which are routine and are not expected to require Board discussion. Examples of items which may be placed on a Consent Agenda include:
 - i. approval of prior Board and Committee Meeting minutes
 - ii. approval of routine policies and procedures or amendments
 - iii. approval of proposals or reports that the Board has previously discussed.

3. Consent Agenda Process:

- a. Prior to each board meeting, the Chair, in conjunction with the CEO will determine which items to place on the Consent Agenda portion of the Board meeting.
- b. At the start of each Board meeting, the Chair asks if any Board Member wishes to remove an item from the Consent Agenda in order to allow for discussion of such item. No motion or vote is required with respect to such removal.
- c. If an item is removed from the Consent Agenda, the Board Chair will place it on the regular portion of the Board Meeting Agenda in order to provide time for discussion of such item.
- d. The Board Chair asks for a motion to approve the Consent Agenda.

5.2.3 Enterprise Risk Management

Date Approved: 23 Jan 2019

1. Statement of Principle

- a. CVAC is committed to ensuring that risk management is a core capability and an integral part of its business activities. The Board is accountable for the oversight of risk management, thereby ensuring that a risk management framework is used in achieving CVAC's strategic plan goals.

2. Definitions

- a. **Risk** has an effect of uncertainty on business objectives. It is an event that can deter CVAC from achieving its strategic goals.
- b. **Enterprise Risk Management** is a proactive approach by which threats to and opportunities for an organization are identified, evaluated, and integrated across all disciplines.
- c. **Risk Register** is the official record of the identified risks facing the CVAC, their probability and severity rating, and mitigation strategies.

3. Risk Appetite

- a. CVAC operates within an overall medium low risk range. CVAC's lowest risk appetite is in meeting its safety, security, and regulatory objectives. A marginally higher risk appetite exists in achieving financial and reputational objectives.

4. Procedures

- a. Risk is an inherent part of the CVAC's business. For management and reporting purposes, they will be categorized as risks to: business, financial, operations, security, human resources, information management or technology, environment, assets or reputation.
- b. Management will maintain a Risk Register for review by the Board at least annually. The Register will include a description of the risk, the probability of it occurring, its severity or impact upon occurrence, an overall rating (probability x severity), mitigation strategies and the operational manager responsible.

- c. Management will also provide quarterly statements/declarations identifying any new risks or risks that are increasing in probability and/or severity.

5.3 Board Relationship with CEO

Date Approved: 01 Apr 2015

1. The Board will adhere to the following principles in its relationship with the CEO:
 - a. The Board's sole official connection to the operating organization, its achievement, and conduct will be through the Chief Executive Officer.
 - b. Only decisions of the Board acting as a body are binding on the CEO; decisions or instructions of individual Board Members, Officers or Committees are not binding on the CEO except in instances when the Board has authorized such exercise of authority.
 - c. The Board's only link to operational achievement and conduct is the CEO, so that all authority and accountability of staff, as far as The Board is concerned is considered the authority and accountability of the CEO.
 - d. Board Members will refrain from interfering with the day-to-day administration of CVAC by contacting individual employees in order to influence their conduct or decisions.
 - e. Board member concerns or questions about management performance will be raised with The Chair.
 - f. Board member concerns or questions about airport staff performance will be raised with the CEO.

5.3.1 Accountability of the CEO

Date Approved: 19 Oct 2016

1. The CEO is the Board's only link to operational achievement and conduct, so that all authority and accountability of staff, as far as the Board is concerned is considered the authority and accountability of the CEO.

5.3.2 Unity of Control

Date Approved: 19 Oct 2016

1. Only decisions of the Board acting as a body are binding on the CEO; decisions or instructions of individual Board Members, Officers, or Committees are not binding on the CEO except in instances when the Board has authorized such exercise or authority.

5.3.3 CEO Selection and Succession

Date Approved: 07 Apr 2021

The Board will ensure that provision is made for continuity of leadership for the Commission. The Board will have in place a documented process for succession should the CEO position become vacant due to sudden vacancy (e.g. resignation, termination, or health issues) or planned vacancy (e.g. retirement). The succession plan will also specify the process for appointing an interim CEO, should the CEO require an extended leave of absence due to personal health or other reasons. The Board will also ensure a current CEO position description, outlining the necessary skills and experience required, is in place.

The CEO will report on the succession plan annually during the CEO evaluation process.

1. Planned Vacancy (e.g. retirement)

- a. The Board will establish a CEO Search Committee consisting of up to four elected Directors, including the Chair.
- b. The CEO Search Committee will be chaired by the Chair or his/her delegate.
- c. The CEO Search Committee will design its own work plan with the aim of presenting a shortlist of candidates to the Board. In doing so it should consider;
 - Selecting a search firm to assist with the process
 - Inviting directors who are not members of the CEO Search Committee to attend its meeting as observers
 - Seeking the Board's approval of the CEO position description and compensation range
 - Giving the Board full electronic access to all documents relating to the search
 - Bringing extraordinary or unexpected developments in the search to the Board for decision.

- d. The Board will interview a short list of candidates and select the successful candidate.

2. Sudden Vacancy (e.g. resignation, termination, extended leave)

- a. The CEO will report on the succession plan annually during the CEO evaluation process. The appointment of interim CEO will be subject to Board approval.
- b. Once an interim CEO is in place the Board will follow the same procedure as a planned vacancy.

5.4 Communication with Nominating Entities, Stakeholders and the Public

Date Amended: 20 Jan 2016

1. The Comox Valley Airport Commission (CVAC) Board will continually review its governance to ensure effective and transparent communication with Nominating Entities, Stakeholders and the Public.
2. CVAC's communication with the Public and the Nominating Entities will include:
 - a. **CVAC Website.** The primary level of communication with the general public, stakeholders and Nominating Entities is through the CVAC website.
 - b. **Annual Public Meeting (APM).** The APM is a public forum held to present the CVAC Financial Statements and CVAC Annual Report. The Public will be invited to provide input by way of comments or questions. The CVAC Annual Report will be distributed and posted to the CVAC website.
 - c. **Meeting with the Nominating Entities.** The Commission will conduct an annual meeting with the Nominating Entities. The meeting will present the Audited Financial Statements, the CVAC Annual Report, and a statement of the operational goals for the current fiscal year.
 - d. **Governance.** The Board's Policy and Procedure Manual will be posted to the CVAC website and will include such information as the Corporation's General Operating Bylaws, Code of Conduct, CVAC Mission, Vision and Strategic Priorities.
 - e. **Board Appointments.** The Governance Committee will make arrangements to meet with the Nominating Entities regarding the skills, knowledge and experience requirements desired for Board appointments.
 - f. **External Presentations to Stakeholders.** Management will meet with various organizations throughout the year to make presentations and be available to answer any questions.

- g. **Media Releases.** The CVAC will issue timely media releases as required.
- h. **Correspondence to Nominating Entities.** The CVAC will keep Nominating Entities informed on significant issues through correspondence from the Chair of the Board.
- i. **Surveys.** The public will be surveyed periodically through the Customer Satisfaction Survey.

5.4.1 Access to Information

Date Approved: 22 Jan 2020

Statement of Principle

In accordance with good governance practices, CVAC is committed to providing timely access to information, appropriate protection of personal privacy, and appropriate protection of other information that is exempted or excluded from disclosure under the *Personal Information Protection and Electronic Documents Act*.

The Board will make available to the public:

- a. the Terms of Reference of Board Officers and Director roles, responsibilities and accountabilities;
- b. a list of elected and ex-officio Directors and their attendance records;
- c. policies governing the Board and Board standing committees;
- d. the financial report on the Commission's performance as part of its Accountability Account;
- e. and, upon request, information that is subject to disclosure under the *Personal Information Protection and Electronic Documents Act*.

5.5 Board Remuneration, Per Diem Meeting Fees and Expenses

Date Approved: 07 Apr 2022

1. Introduction:

The Board of Directors has legal responsibility for the governance of CVAC's business and interactions. As such it recognizes the need of attracting individuals to the Board who are qualified, based on their talents, experience, functional expertise, and personal skills. Additionally, the Board recognizes the benefits of having a diverse composition as an essential element in maintaining a high-functioning Board.

2. Remuneration:

Remuneration shall be paid on the completion of each quarter of the Fiscal Year based on the following annual amounts:

Chair	\$10,394
Vice Chair	\$5,745
Secretary	\$9,847
Treasurer	\$5,745
Directors	\$4,376

3. Per Diem Meeting Fees:

No Per Diem Meeting Fee is to be paid for Board Meetings.

4. Expenses:

- a. Each Board member is entitled to claim reasonable and actual expenses.
- b. Board members will not be paid for time spent attending education and development activities, but will be reimbursed for expenses incurred such as conference and course fees, meals, accommodation and travel provided the Board member's participation has been pre-approved by the Executive Committee.
- c. Travel expenses arising from attendance at Commission relate functions and meetings may be reimbursed.

5. Annual Review of Remuneration and Expenses:

Board member's Remuneration and Expenses are to be reviewed annually in March by the Finance Committee. Upon review, the Finance Committee will bring forward an annual recommendation to the full Board.

5.6 Board Member Recognition

Date Approved: 04 Dec 2019

Purpose and Application

At the end of his/her service, a Director may be recognized with a token of appreciation in the form of a luncheon to celebrate his/her years of service to the Board of Directors.

During the term of a Director's service, it may be appropriate to acknowledge certain life events, such as get-well wishes, death of an immediate family member, or death of a current Director. In such cases an acknowledgment may include a card, flowers, or if requested by the family, a charitable contribution, not to exceed \$100.00, made only to a named, not-for-profit charity with a public service mission. These acknowledgements are applicable to the Directors during their term of service and will not extend beyond such.

6.1 CEO Annual Performance, Monitoring, and Evaluation Framework

Date Amended: 21 June 2021

1. The purpose of the CEO Annual Performance, Monitoring and Evaluation Framework is to set forth a rigorous process by which the CEO's annual performance goals are developed and agreed to by the CEO and the Commission Board and are subsequently monitored and evaluated. The Framework provides for agreed-upon goal setting, focusing on accountability and fair evaluation of the CEO's performance.
2. The Framework is guided by the following principles:
 - a. The CEO's performance objectives are aligned with the Commission's objectives.
 - b. Clear expectations are developed and agreed in advance between the CEO and the Board.
 - c. The CEO is encouraged to set personal developmental goals that provide specific direction as necessary from the outcomes of the evaluation process.
 - d. Processes are conducted in a manner conducive to ongoing good governance.
 - e. There is a direct relationship between the CEO's Employment Contract and the CEO Terms of Reference as set out in Section 3.7 above.
 - f. There is a clear link between performance and remuneration.
3. The Framework annual process will follow the following steps:
 - a. The Board will identify the areas it wishes the CEO to focus upon in the year ahead to further the Commission's strategic goals. The Board communicates those areas to the CEO.
 - b. The CEO will consider Board priorities and identify his/her key measurable goals for the new operating year. There should be a balance of organizational and personal goals.
 - c. The Board and CEO will discuss his/her goals and agree upon a set of key annual goals, normally not to exceed 10 separate measurable goals. The discussion will include the identification of the qualitative and quantitative targets or standards that will be monitored and measured to determine performance.

- d. Those agreed upon performance goals and standards will be documented in the CEO Performance Objectives Template and signed off by both the CEO and the Board Chair.
- e. The Board will monitor performance throughout the year and provide feedback to the CEO as the year progresses.
- f. Upon completion of the second quarter of the operating year, the CEO will provide a mid-year update to the Board on progress on the agreed upon goals. The Board will provide feedback on that report.
- g. Should the Board wish to include employee, stakeholder or client input in the year-end evaluation, that and the means to do so should be discussed with the CEO at the time of the mid-year review.
- h. Upon completion of the operating year, the CEO will provide a written report of his/her goal accomplishment.
- i. The Board will review the CEO's performance taking in to account the mid-year and end of year CEO reports, ongoing monitoring during the year and may include feedback sought from others as identified in 3.7.
- j. Prior to an assessment discussion with the entire Board, the Chair and one other Director selected by the Board will provide initial feedback to the CEO.
- k. The full Board will meet with the CEO to discuss the assessment and provide feedback.
- l. The CEO will take the assessment feedback into account before finalizing his/her proposed key performance goals for the year ahead.
- m. The Board will take into consideration the CEO evaluation as part of the annual remuneration review.

4. Performance Assessment Rating

- a. In assessing the CEO's performance, the Board will consider measurable goal achievement and the manner in which they were achieved.
- b. The Board will use a six-part rating scale for individual components of the evaluation and the overall assessment.

U - Unable to rate; DN - Did not meet expectations; MS - Met some but not all expectations; FM - Fully met expectations; EE - Exceeded expectations; SE - Significantly exceeded expectations

6.1 Appendix A - CEO Operational Accountability Monitoring Schedule

Date Amended: 21 June 2021

POLICY RELATED TOPIC	MONITORING SCHEDULE (CEO REPORTS)	MONITORING RESPONSIBILITY
User Satisfaction		
Tenants (ATB & Land) (a brief oral report on property management outlining the current tenants and terms of subleases and contracts with such)	Annually – September	Board
Traveling public (the CEO will share the results of the user audit)	Annually - Summer & Winter	Board
Airlines (a brief written report of the major airlines at CVAC and issues or opportunities)	Annually - June	Board
Financial Performance		
Planning and budgeting	Annually - March	Finance Committee
Compensation and benefits	Annually – March (Staff)	Board through annual budget process
Financial Condition and Activities (CEO reports on operating budget quarterly, major projects twice/year)	Generally, each time Audit, and the Finance Committees meet	Finance Committee
Revenue Generation Contracts > \$200k p.a.	Annually – March	Finance Committee
Emergency CEO Succession (the CEO will name the staff successor)	Annually - January	Executive Committee
Airport Operations Trends	As matters arise	Board

6.1 Appendix B - CEO Annual Performance Framework Schedule

Date Amended: 21 June 2021

Activity	Responsibility	Time-Frame
Board identifies key objectives for next operating year	Board	January
Seek any identified additional qualitative data	Board	Jan-Feb
Operational Plan & CEO key objectives	CEO	Feb-Mar
CEO's completes /presents Year-end results to Board	CEO	Mar-Apr
BD reviews CEO results	Board	April
BD-CEO discussion or results	Board & CEO	April-May
BD-CEO discuss & agree on new operating year key objectives	Board & CEO	May
BD determines CEO compensation for new operating year	Board	May
Operational Monitoring	CEO & Board	As per 6.1 Appendix A
Mid-Year Performance Update & Review	CEO & Board	November
Identification of intent to utilize additional qualitative data (e.g. 360 feedback)	Board	November

6.1 Appendix C - CEO Performance Objectives – Operating Year

Date Amended: 21 June 2021

Key Performance Objectives	Measurable Deliverable	Time-frame	Performance Status and Explanation	Board Comments	Performance Rating

6.4 Election Process for Officers of the Corporation

Date Approved: 1 Apr 2015

1. The Governance Committee has the responsibility for overseeing an orderly election process for Officers of The Corporation.
2. **Election Process for Officers of The Corporation:** The process for the elections for Officers of the Corporation shall be as follows:
 - a. Election of Officers of The Corporation will be held by secret ballot at the first meeting of the calendar year to fill expiring terms.
 - b. Members are eligible to stand for election as an Officer of The Corporation if the remaining term as a Director on The Board does not expire during the first 12 months that the office will be held.
 - c. The Governance Committee will appoint a Registrar from The Committee, preferably an outgoing member, to oversee the election process.
 - d. Each year the Registrar will provide Members at least two weeks notification of the deadline to file Expressions of Interest for Officer positions.
 - e. A candidate for Officer positions (Chair, Vice Chair, Secretary, or Treasurer) shall file an Expression of Interest for a specific position to the Registrar two weeks prior to the first meeting of the calendar year.
 - f. Board Members will be notified of the candidates running as Officers of The Corporation the day after the close date for Expressions of Interest.

6.5 Board and Director Evaluation

Date Amended: 19 Oct 2016

1. The Board evaluation processes are designed to provide Directors with an opportunity to examine how the Board is operating as a whole (Appendix A); how a Director views their own performance (Appendix B); and, how a Director is viewed by peer Directors (Appendix C). The intent is to make suggestions for improvement.
2. **Process:**
 - a. Appendix A
 - i. Once a year the Board will conduct a Board evaluation (Appendix A)
 - ii. Board members will be asked to complete the evaluation (Appendix A) and submit them to the Secretary of the Board on a confidential basis.
 - iii. The Secretary will complete a summary of the evaluations and present results for discussion and action at a subsequent Board meeting.
 - b. Appendix B
 - i. Once a year each Director will complete the Director Self Evaluation (Appendix B) for their own review.
 - c. Appendix C
 - i. Once each year the Directors will evaluate their fellow/peer Board Directors (Appendix C). Board Liaison will provide a schedule for the year.
 - ii. The Directors will be asked to complete each evaluation and submit it to the Board Liaison on a confidential basis.
 - iii. The Board Liaison will compile the results and share with the Board Chair and the Director. In regards to the peer evaluation of the Board Chair, the Board Liaison will compile the results and share with the Secretary and the Board Chair.
 - iv. The Board Chair will arrange a time to review the peer evaluation with the Director. The Secretary will arrange a time to review the peer evaluation with the Board Chair.

**Comox Valley Airport Commission
Evaluation of the Board: Director's Questionnaire**



Director: _____

Evaluation Period: _____ to _____

Governance Chair Overseeing the Board Evaluation:

6.5 Appendix A - Board Evaluation

Date Amended: 02 Dec 2020

CVAC Board Director Evaluation Questionnaire

The purpose of this CVAC Board Member evaluation is to assess the effectiveness of the Board as a whole, the committee activities, the chair and individual performance. Please complete this annual evaluation as honestly as possible. All responses will be aggregated prior to sharing to the Board. Your comments are confidential and will remain anonymous with the Governance Chair conducting this annual review. Where comments are invited, please be constructive and helpful in keeping with the professionalism of the Board. Sections A through E should be answered by all Board members. For sections F, G and H, complete the sections for the committee(s) you sit on.

A. How Well Has the Board Done Its Job?

	Enter the number 1 in the column that best reflects your opinion	(1) Strongly Disagree	(2) Disagree	(3) Unsure	(4) Agree	(5) Strongly Agree
A1	CVAC operates with a strategic plan or a set of measurable goals and priorities.					
A2	CVAC operates with clearly written terms of reference for all positions on the Board.					
A3	CVAC maintains a conflict-of-interest policy that all Directors adhere to.					
A4	CVAC provides an appropriate Orientation program to familiarize new members with airport operations and Board policies.					
A5	The Board commits the time necessary to deal with all critical and strategic issues.					
A6	The Board has the tools and knowledge to effectively monitor the organization's performance.					
A7	The Board's regular meeting agenda items reflect our strategic plan and priorities.					
A8	The Board gives direction to the CEO on how to achieve the goals by setting, referring to, or revising policies.					
A9	The Board has identified and reviewed CVAC's relationship with each of its key stakeholders.					
A10	The Board has communicated CVAC's accomplishments and challenges to key stakeholders.					

A11	The Board has ensured that stakeholders have received reports on how CVAC optimized the use of its resources.					
A12	The diversity of the Board's directors ensures a balance of skills, perspectives and professional backgrounds.					
A13	The Board provides sufficient professional development opportunities to support its Directors.					
	Total	__x1=__	__x2=__	__x3=__	__x4=__	__x5=__

My overall rating: (If completing this manually, add up the number per column (e.g. 5- Agree), multiple by the value of the column (5 x 4=20) then add the five column totals together.

Excellent (56+)
 Satisfactory (55-34)
 Poor (<33)
 Any feedback or areas to improve upon regarding how well the Board has done its job.

B. How Well Has the Board Conducted Itself?

	Enter the number 1 in the column that best reflects your opinion	(1) Strongly Disagree	(2) Disagree	(3) Unsure	(4) Agree	(5) Strongly Agree
B1	All Directors place the interests of the CVAC above any constituent organizations they represent.					
B2	Our organization operates with a strategic plan or a set of measurable goals and priorities.					
B3	The Board operates with a clear and well-communicated set of operating procedures.					
B4	Board meetings are open and candid.					
B5	The atmosphere during the Board meetings encourages critical thinking with respectful dialogue.					
B6	Board meetings allow enough time for the exchange of ideas to inform decision making.					
B7	Board members share their knowledge and expertise, when directed by the Chair, to					

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	Enter the number 1 in the column that best reflects your opinion	(1) Strongly Disagree	(2) Disagree	(3) Unsure	(4) Agree	(5) Strongly Agree
	help the CEO in his/her role with CVAC.					
B8	Board members respect that it is the Chair's responsibility to be the direct liaison with the CEO.					
B9	There are mechanisms in place that allow the Board to act independently of the CEO as necessary.					
B10	The Board gives direction to the CEO by setting goals and referring to, adopting or amending policies.					
B11	The Board discusses its performance annually and takes proactive steps towards continual improvement.					
B12	The Board reviews the performance of the standing committees annually.					
B13	The Board reviews the performance of the standing committees annually and takes proactive steps towards continual improvement.					
B14	The Board has identified and reviewed the organization's relationship with each of its key stakeholders.					
B15	The Board has ensured that CVAC's accomplishments and challenges have been communicated to key stakeholders.					
B16	The Board has ensured that stakeholders receive reports on how CVAC has used its resources.					
	Total	__x1=__	__x2=__	__x3=__	__x4=__	x5=

My overall rating:

Excellent (68+)

Satisfactory (67-42)

Poor (<41)

Any feedback or areas to improve upon regarding the Board has conducted itself.

C. Board Participation and Engagement:

	Enter the number 1 in the column that best reflects your opinion	(1) Strongly Disagree	(2) Disagree	(3) Unsure	(4) Agree	(5) Strongly Agree
C1	As Board members we are aware of what is expected of us.					
C2	The Board's regular meeting agenda items reflect our strategic plan and priorities.					
C3	As Board members we have opportunities to learn about the issues impacting the airport and the aviation industry.					
C4	Board members come prepared to the meetings.					
C5	We receive written reports to the Board in advance of our meetings.					
C6	All Board members participate in important Board discussions.					
C7	We support and encourage different points of view.					
C8	We all support the decisions made.					
C9	The Board assesses its composition and strengths before recruiting new Board members.					
C10	The Board assumes most of the responsibility for Director recruitment and orientation.					
C11	Our Board meetings are productive, respecting the use of people's time.					
C12	Board meetings generally end on time.					
C13	Board meetings are scheduled at times that respect the majority of the members.					
C14	Committee meetings in general end on time.					
C15	Committee meetings are scheduled at times that respect the majority of the members.					
	Total	__x1=__	__x2=__	__x3=__	__x4=__	__x5=__

My overall rating:

Excellent (64+)

Satisfactory (63-39)

Poor (<38)

Any feedback or areas to improve upon regarding the Board's participation and engagement.

D. Board's Relationship with the CEO and Staff:

	Enter the number 1 in the column that best reflects your opinion	(1) Strongly Disagree	(2) Disagree	(3) Unsure	(4) Agree	(5) Strongly Agree
D1	The roles of the Board and the CEO are clearly defined, with the CEO delegated as the manager of the CVAC's operations and the Board focused on policy, planning and financial oversight.					
D2	The Board, through the Chair, provides feedback to the CEO on a regular basis.					
D3	The information the CEO provides to the Directors is sufficient to assist the Board in understanding the needs of the organization to succeed.					
D4	The CEO reports regularly to the Board on CVACs financial performance.					
D5	The CEO provides regular progress reports to Board to inform Directors on the Administration's key activities.					
D6	Staff are invited to attend meetings, with the CEO, on an as needed basis to provide detailed information on select topics.					
D7	The Board seeks out the advice and counsel of the CEO					
D8	The Board invites the CEOs contributions into the strategic planning process for CVAC.					
D9	The Board provides direction to the CEO by setting and reviewing policies.					
D10	The Board has formally evaluated the CEO within the past 12 months.					

	Enter the number 1 in the column that best reflects your opinion	(1) Strongly Disagree	(2) Disagree	(3) Unsure	(4) Agree	(5) Strongly Agree
D11	The Board has formally discussed the CEO's salary within the past 12 months.					
D12	The Board ensures that the CEO is able to take advantage of professional development opportunities.					
	Total	__x1=__	__x2=__	__x3=__	__x4=__	__x5=__

My overall rating:

Excellent (51+)

Satisfactory (50-31)

Poor (<30)

Any feedback or areas to improve upon regarding the Board's relationship with the CEO.

E. Feedback to the Board Chair

	Enter the number 1 in the column that best reflects your opinion	(1) Strongly Disagree	(2) Disagree	(3) Unsure	(4) Agree	(5) Strongly Agree
E1	The Chair is well prepared for Board meetings.					
E2	The Chair helps the Board stick to the agenda.					
E3	The Chair tries hard to ensure that every Board member has an opportunity to be heard.					
E4	The Chair is skilled at managing different points of view.					
E5	The Chair has demonstrated versatility in facilitating Board discussions.					
E6	The Chair knows how to be direct with an individual Board member when their behaviour needs to change.					
E7	The Chair helps the Board work well together.					
E8	The Chair demonstrates good listening skills.					
E9	The Board supports the Chair.					
E10	The Chair is effective in delegating responsibility amongst Board members.					
	Total	__x1=__	__x2=__	__x3=__	__x4=__	__x5=__

My overall rating:

- Excellent (43+)
 Satisfactory (42-26)
 Poor (<25)

Any feedback or areas to improve upon to support the Chair?

F. Feedback to the Audit Committee Chair (Complete only if you are a member of this committee during the period of evaluation)

The primary mandate of the Audit Committee is to assist the board in fulfilling its oversight responsibilities regarding the integrity of the Corporation’s accounting and financial reporting and the Corporation’s internal controls.

	Indicate the response that best reflects your opinion	(1) Strongly Disagree	(2) Disagree	(3) Unsure	(4) Agree	(5) Strongly Agree
F1	The mandate of the Committee continues to be appropriate.					
F2	The committee Chair is well prepared for the meetings.					
F3	Members of the Committee receive adequate material in advance of the meetings, with sufficient time to review the items and come prepared.					
F4	An appropriate amount of time is allocated to committee work.					
F5	The committee Chair tries hard to ensure that all members have an opportunity to be heard.					
F6	The committee Chair is skilled at managing different points of view.					
F7	The committee Chair knows how to be direct with an individual member when their behaviour needs to change.					
F8	The Board supports the committee Chair.					
F9	The committee Chair is effective in delegating responsibility amongst to members.					
F10	The committee is able to reach consensus about important issues.					
	Total	__x1=__	__x2=__	__x3=__	__x4=__	__x5=__

My overall rating:

Excellent (43+)

Satisfactory (42-26)

Poor (<25)

Any feedback or areas to improve upon to support the Audit Committee Chair?

G. Feedback to the Finance Committee Chair (Complete only if you are a member of this committee during the period of evaluation)

The primary mandate of the Finance Committee is to focus on the financial performance of the Corporation, its operating and capital budgets and its adherence to financial policies and procedures.

	Indicate the response that best reflects your opinion	(1) Strongly Disagree	(2) Disagree	(3) Unsure	(4) Agree	(5) Strongly Agree
G1	The mandate of the Committee continues to be appropriate.					
G2	The committee chair is well prepared for the meetings.					
G3	Members of the Committee receive adequate material in advance of the meetings, with sufficient time to review the items and come prepared.					
G4	An appropriate amount of time is allocated to committee work.					
G5	The committee chair tries hard to ensure that all members have an opportunity to be heard.					
G6	The committee chair is skilled at managing different points of view.					
G7	The committee chair knows how to be direct with an individual member when their behaviour needs to change.					
G8	The Board supports the committee chair.					
G9	The committee chair is effective in delegating responsibility amongst to members.					
G10	The committee is able to reach consensus about important issues.					
	Total	__x1=__	__x2=__	__x3=__	__x4=__	__x5=__

My overall rating:

Excellent (43+)

Satisfactory (42-26)

Poor (<25)

Any feedback or areas to improve upon to support the Finance Committee Chair?

H. Feedback to the Governance & Nominating Committee Chair (Complete only if you are a member of this committee during the period of evaluation)

The primary mandate of the Governance and Nominating Committee is to ensure the affairs of the Commission are conducted in compliance with statutory requirements, bylaws, codes and approved policies and principles. The Committee reviews the plan for the composition of the Board of Directors, orientation of new directors and ongoing development of existing directors, governance issues, review of bylaws and Policy and Procedures Manual.

	Indicate the response that best reflects your opinion	(1) Strongly Disagree	(2) Disagree	(3) Unsure	(4) Agree	(5) Strongly Agree
H1	The mandate of the Committee continues to be appropriate.					
H2	The committee chair is well prepared for the meetings.					
H3	Members of the Committee receive adequate material in advance of the meetings, with sufficient time to review the items and come prepared.					
H4	An appropriate amount of time is allocated to committee work.					
H5	The committee chair tries hard to ensure that all members have an opportunity to be heard.					
H6	The committee chair is skilled at managing different points of view.					
H7	The committee chair knows how to be direct with an individual member when their behaviour needs to change.					
H8	The Board supports the committee chair.					
H9	The committee chair is effective in delegating responsibility amongst to members.					
H10	The committee is able to reach consensus about important issues.					
	Total	__x1=__	__x2=__	__x3=__	__x4=__	__x5=__

My overall rating:

Excellent (43+)

Satisfactory (42-26)

Poor (<25)

Any feedback or areas to improve upon to support the Governance and Nominating Committee Chair?

I. Feedback to the Board Chair of the Executive Committee (Complete only if you are a member of this committee during the period of evaluation)

The Executive Committee is comprised of the Chairperson, the Vice Chairperson, Secretary and Treasurer. Its primary purposes are to manage the operations of the Board of Directors, facilitate decision making between Board meetings and has some decision-making authority as directed by the Board.

	Indicate the response that best reflects your opinion	(1) Strongly Disagree	(2) Disagree	(3) Unsure	(4) Agree	(5) Strongly Agree
I1	The mandate of the Committee continues to be appropriate.					
I2	The committee chair is well prepared for the meetings.					
I3	Members of the Committee receive adequate material in advance of the meetings, with sufficient time to review the items and come prepared.					
I4	An appropriate amount of time is allocated to committee work.					
I5	The committee chair tries hard to ensure that all members have an opportunity to be heard.					
I6	The committee chair is skilled at managing different points of view.					
I7	The committee chair knows how to be direct with an individual member when their behaviour needs to change.					
I8	The committee chair knows how to be direct with an individual Director when their behaviour needs to change.					
I9	The Board supports the committee chair.					
I10	The committee chair is effective in delegating responsibility amongst to members.					

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	Indicate the response that best reflects your opinion	(1) Strongly Disagree	(2) Disagree	(3) Unsure	(4) Agree	(5) Strongly Agree
I11	The committee is able to reach consensus about important issues.					
	Total	__x1=__	__x2=__	__x3=__	__x4=__	__x5=__

My overall rating:

Excellent (47+)

Satisfactory (46-28)

Poor (<27)

Any feedback or areas to improve upon to support Executive Committee Chair?

Comox Valley Airport Commission Director's Self-Evaluation Questionnaire



Director: _____

Evaluation Period: _____ to _____

Governance Chair Overseeing the Board Evaluation:

6.5 Appendix B - Director Self Evaluation

Date Amended: 02 Dec 2020

CVAC Director Self Evaluation Questionnaire

The purpose of this CVAC Directors self-evaluation is to reflect on your personal effectiveness as a member of the Board. Please complete this annual evaluation as honestly as possible. You do not submit this for external review. However, if you would like to discuss any element following personal reflection, please contact the Chairperson of the Board directly.

My Performance as a CVAC Director

	Indicate the response that best reflects your opinion	(1) Strongly Disagree	(2) Disagree	(3) Unsure	(4) Agree	(5) Strongly Agree
1	I am aware of what is expected of me as a Board member.					
2	I have a record of attending 75%+ Board meetings.					
3	I have a record of attending 75%+ sub-committee meetings.					
4	I read the minutes, reports and other materials in advance of our Board meetings.					
5	I am familiar with what is in the organization's by-laws and governing policies.					
6	I frequently encourage other Board members to express their opinions at Board meetings.					
7	I am encouraged by other Board members to express my opinions at Board meetings.					
8	I am a good listener at Board meetings.					
9	I follow through on things I have said I would do.					
10	I maintain the confidentiality of all Board decisions.					
11	When I have a different opinion than the majority, I raise it.					
12	I maintain the confidentiality of all Board decisions.					
13	When I have a different opinion than the majority, I raise it.					
14	I support Board decisions once they are made even if I do not agree with them.					
15	I promote the work of our organization in the community whenever I had a chance to do so.					

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	Indicate the response that best reflects your opinion	(1) Strongly Disagree	(2) Disagree	(3) Unsure	(4) Agree	(5) Strongly Agree
16	I stay informed about issues relevant to our mission and bring information to the attention of the Board.					
	Total	__x1=__	__x2=__	__x3=__	__x4=__	__x5=__

My overall rating:

Excellent (65+)

Satisfactory (64-41)

Poor (<40)

Any reflections on your own performance as a Board and committee member.

6.5 Appendix C- Director Evaluation

Date Amended: 19 Oct 2016

Considerations	Director 1	Director 2	Director 3	Director 4	Director 5	Director 6	Director 7	Director 8	Director 9
Ratings: 1 = Exceed expectations; 2 = Meets expectations; 3 = Needs improvement; N = Not sufficient opportunity to observe									
Attendance, participation and responsiveness									
1. Attends Board Meetings regularly									
2. Prepares adequately for Board Meetings									
3. Participates in Board Meetings attended									
4. Available for consultation between meetings.									
5. Returns calls/emails in a timely manner									
6. Makes time available for unscheduled, time-sensitive meetings									
Substantive Issues									
7. Understands CVAC's business									
8. Makes quality contributions to Board Meetings									
9. Is financially literate.									
10. Contributes new ideas/insights on issues raised by Management									
11. Provides thoughtful and constructive feedback to Management									
12. Anticipates new issues that Management and The Board should consider									
13. Understands and actively exercises Board Governance responsibilities									
14. Makes concise contributions without distracting the discussion from the issues									
Qualitative Issues									
15. Brings a different and valuable perspective and experience to The Board									
16. Facilitates open and interactive discussion of issues									
17. Participates in rigorous decision making									
18. Takes ownership of an issue on behalf of The Board									

ANY COMMENTS MAY BE MADE ON THE BACK OF THIS FORM.

7.1 Communication and Support to the Board

Date Approved: 1 Apr 2015

1. The CEO shall support the Board in its work and keep it informed.
2. The CEO shall:
 - a. submit monitoring data require by the Board in a timely, accurate, and understandable fashion, directly addressing the provision of Board policies being monitored;
 - b. keep the Board apprised of relevant trends, anticipated adverse media coverage, and external and internal changes, particularly changes in the assumptions upon which any Board policy has been established;
 - c. advise the Chair if, in the CEO's opinion, the Board is not in compliance with its own policies;
 - d. marshal for the Board as many staff and external points of view, issues, and options as needed for fully-informed Board choices.

7.2 Financial Condition and Activities

Date Amended: 6 Dec 2017

1. With respect to the actual financial conditions and activities, actual expenditures shall reflect the Board's priorities and remain with the Financial Accountability Framework (Appendix 1) established by the Board. At no time shall the CEO cause or allow the development of fiscal jeopardy.

7.2 Appendix 1 - Financial Accountability Framework

Date Amended: 17 Jun 2019

1. Expense and Revenue Budgets:

- a. The Board of Directors will approve the Corporation's annual budgets.
- b. Subject to the terms below, the CEO is authorized to spend within the approved budget. Unusual variances are to be reported and explained to the Board in the Quarterly financial reports.

2. Procurement of Goods and Services:

- a. Board approval is required for individual procurement of goods and services in excess of \$50,000. Normally this approval will occur during the annual budgeting process.
- b. Board approval is required for procurement contracts that incur Commission liability beyond five years.
- c. The CEO will not exceed the total capital program without prior approval of the Board.
- d. The CEO may exceed the budgeted amounts for individual projects provided that the total approved capital budget is not exceeded. Increases of more than 10% on projects over \$50,000 will be reported to the Board.

3. Financial Reporting:

Financial performance will be reported to the Board on a monthly basis.

4. Contracts:

- a. All contracts involving related parties must be approved by the Board.
- b. All revenue producing contracts and expense contracts for over \$5,000 will be executed by the CEO.
- c. Every reasonable effort will be made to invite multiple bids or proposals for contracts valued in excess of \$50,000. Contracts will be awarded to the lowest bidder or to the proposal offering the best overall value.

- d. Sole source contracts will only be entered into when there are good justifications, such as:
 - i. A specified proprietary product is required for operational reasons or where the introduction of a non-standard item would cause operating difficulties or extra costs in maintenance.
 - ii. A monopoly of the technology essential to the procurement is held because of a patent or licensing position.
 - iii. The claiming of purchase credits makes sole source procurement the most cost effective.
 - iv. There is only one qualified firm available when all factors are taken into account.
 - v. Prior experience with a firm in a specialized area makes it beneficial to continue the relationship.
 - vi. Emergency situations which preclude the normal competitive process.
- e. Contracts over \$100,000 will be awarded by public tender to the lowest bidder or to the proposal offering the best overall value except in cases of extreme emergency.
- f. Any emergency sole source contracts exceeding \$100,000 must be reported to the board as soon as possible including justification for its actions. Such exceptional awards must also be disclosed in the CVAC Annual Report.
- g. All subcontractors hired by CVAC must provide the following documentation prior to commencing work on CVAC premises:
 - i. Proof of Commercial/General Liability Insurance showing a \$2,000,000 limit, AND
 - ii. Current coverage by WorkSafe BC in the form of a Clearance Letter, OR
 - iii. A Status Letter from WorkSafe BC stating that they have confirmed with WorkSafe BC that they are independent contractors that have more than one client and are providing labour and materials and therefore a private insurance policy will suffice.
 - iv. If a subcontractor is supplying labour only and works frequently for CVAC they are deemed a worker and must be covered by CVAC.
 - v. If a subcontractor will be working Airside, they shall either provide proof

of Airside insurance (not to be confused with traditional Commercial/ General Liability insurance) or Staff will confirm they are covered by the Commission's Airside policy (normally for contracts less than \$100,000).

- h. As part of the annual budgeting process, the CEO will brief the Finance Committee on any contracts to be signed in the coming FY if revenues flowing from that contract are expected to exceed \$200k per annum.

5. Business Expenses:

- a. The Board Chair (or any other Board signatory in the Chair's absence) will approve the business expenses of other Board members and the CEO.
- b. The Treasurer (or any other Board signatory in the Treasurer's absence) will approve the business expenses of the Board Chair.

6. Payment Instruments:

- a. With the exception of payments to CRA (as described in sub-para b. below) all payment instruments require two authorized signatures or the electronic equivalent.
- b. Payments to CRA (including GST, Income Tax, CPP and EI) may be made using the RBC Tax Filing module (a portal within RBC Express) by staff who have had RBC profiles authorized by the CEO, and within their RBC approval limit (currently \$75,000).
- c. Normally, payment instruments will be signed or electronically approved by the CEO and a member of the Executive Committee.
- d. In the absence of the CEO, the Operations Manager may sign or electronically approve payment instruments. The Operations Manager will be bound by all of the same financial control measures which govern the CEO's financial authority.
- f. If a member of the Executive Committee is not available and there is an urgent requirement to effect payment, the CEO and the Operations Manager may sign or electronically approve a payment instrument. In such cases, the CEO will advise both the Board and Audit Committee Chairs of payment, and the rationale for proceeding without a Director's signature/approval.

7. Use of Company Credit Card:

- a. Key senior staff members will be issued a credit card for use on corporate business. The Board Chair will review and approve the CEO's monthly credit card expenses. Supervisors will review and approve their subordinates' monthly credit card expenses.

7.2 Appendix 2 - Financial Accountability Framework

Date Amended: 30 Nov 2016

Comox Valley Airport Commission Purchasing Management Services Policy
Spending Commitment, Signing Authority and Capital Minimum

Goods and Services - Including Construction and Facilities Maintenance

All Prices Exclusive of Tax

Commitment/Spending Level	Commitment Type	Number of Quotes	Method of Purchase - Quote Type	Lead Time (Working Days)	Commitment/Spending Authority	Signing Authority	Special Conditions
< \$100.00	Petty Cash	Single	Verbal, in person	Delegated to Departments	Delegated to Staff	Petty Cash Reconciliations	Receipts req'd with Payment Claim (Record GL acct. no., purpose of purchase on receipt)
< \$5000.00 per item or aggregate	Purchase order; purchasing card; cheque requisition; corporate supply arrangement	Single or request at least 3 quotes	Verbal; in person; telephone; fax; e-mail; or written	Delegated to Departments	Purchase card - as delegated to staff; purchase order or cheque requisition - manager	Invoice (or purchasing card stmt) Manager (note: card holder must not approve their own stmt)	Purchase order and packing slip/receipts req'd with payment claim (record GL acct no., purpose of purchase on receipt) and monthly reconciliation log.
> \$5000.00 to \$ 10,000.00	Contract/Agreement; Purchase Order	Request at least three (provide reason if direct award)	Written quotes; tender; or request for proposal, request for quotation (min 1-page specs)	Min 4 Weeks	Contract/Agreement - CEO; purchase order - Manager	Invoice - CEO	Tender on RFP must be advertised; packing slip acknowledging receipt of goods
> \$10,000.00 to \$50,000.00 per item or aggregate	Contract/Agreement; Purchase Order	Public Process or request at least 3 quotes	Written quotes, tender, request for proposal (min 1-page specs)	Min 4 Weeks	Contract/Agreement or purchase order - CEO > 50,000.00 Board Approval	Invoice - CEO	Advertise or invite submissions appropriately for the type of goods/services required.
> \$50,000.00 to \$100,000.00 per item or aggregate	Contract/Agreement; Purchase Order with attached specs or scope of work	Public Process	Tender, request for proposal (full specs) or written quotes	Min 4 Weeks	Contract/Agreement or purchase order - CEO and Board approval	Invoice - CEO	
> \$100,000.00 per item or aggregate	Contract/Agreement	Public Process	Tender, request for proposal (full specs)	Min 8 Weeks	Contract/Agreement or purchase order - CEO and Board approval	Invoice - CEO	
Emergency Purchases	Purchase Order; Purchasing Card, Contract/Agreement	Direct Award	Verbal, written	Immediate	Purchase Order, Contract/Agreement - CEO, Manager	Invoice - Manager	Written description of circumstances to be forwarded to CEO - CVAC
< \$1000.00 per item	All Commitment Types	N/A	N/A	N/A	Delegated to Staff	Invoice - Manager	All Items purchased under \$1000.00 are considered an operating expense

7.3 Financial Planning and Budgeting

Date Amended: 20 Jan 2016

1. Financial planning for any fiscal year or the remaining part of any fiscal year shall reflect the Board's priorities, demonstrate fiscal responsibility, be derived from a multi-year plan and provide adequate report procedures.
2. The CEO shall provide credible projection of revenues and expenses, separation of capital and operational items, cash flow, and disclosure of planning assumptions.
3. Without limiting the scope of the above statement, the CEO shall perform financial management that:
 - a. Includes provision for replacement and repair of capital assets, based on long term administrative planning;
 - b. Estimates revenues conservatively and expenses realistically;
 - c. Provides funds as determined annually by the Board for the Board's direct use during the year, such as costs of audit, Board development, Board and Committee meetings, Board remuneration, and Board legal fees; and
 - d. Preserves the fiscal soundness of future years and the building of organizational capability sufficient to achieve the Board's plans.

7.4 Asset Protection and Financial Control

Date Amended: 20 Apr 2016

1. The CEO shall protect assets by adequately insuring and maintaining them and avoiding unnecessary risk.
2. The CEO shall:
 - a. establish and maintain a current system of internal financial controls;
 - b. protect the organization, its Board and its staff from claims of liability;
 - c. protect intellectual property, sensitive information and files from loss or significant damage;
 - d. make short term investments in accordance with Policy 7.4.1;
 - e. insure against theft, fire and casualty losses to a prudent replacement value with an appropriate deductible;
 - f. Maintain Safety and Security programs that ensure regulatory compliance and minimize potential hazards on or about Commission held lands.
 - g. Maintain and exercise plans, procedures and checklists for use in the event of safety or security incidents or accidents.

7.4.1 Investment Policy Statement

Date Approved: 01 Dec 2021

1. **Purpose and Scope:** The purpose of the Investment Management Policy is to set out the responsibilities, policies and accountability associated with the management and administration of investments of CVAC reserve funds. This policy specifies investment objectives and sets standards for reporting and review.
2. **Guiding Principle:** CVAC reserve funds are not intended to earn income to meet normal annual operating and maintenance expenses; rather, their purposes are (1) to meet capital requirements for periodic infrastructure renewal and expansion and (2) cover cash needs resulting from emergency or extraordinary events that are unforeseen and/or beyond the control of CVAC. The investment management policy is guided by a conservative management philosophy based on the judgement of a prudent investor with an eye to at least maintain, and preferably increase, the purchasing power of the reserve funds over the medium to long term.
3. **Objectives:** The portfolio will be managed with the goal of earning a real rate of return of Canadian consumer inflation plus 2%, net of management fees, measured over any 7-year time horizon. The primary source of growth will be from capital appreciation; the secondary source of growth will be reinvestment of income from equity and fixed income holdings.
4. **Roles and Responsibilities:**
 - a. The CEO is responsible and accountable for the administration of the Investment Management Policy and the management of CVAC reserve funds.
 - i. The CEO will establish and employ such practices, processes, procedures, or methods as are determined appropriate to the safe, efficient and effective operation of investment management.
 - ii. The designated Investment Manager (IM) is responsible in conjunction with the CEO for meeting the objectives of the investment management policy. The IM is responsible for providing monthly detailed transaction reporting as well as performance reports.
 - iii. The IM shall be relied on for advice and information with regard to meeting the objectives of the investment management policy. The IM will agree to a fixed meeting schedule as set out by the CEO, with a minimum of a quarterly review with the CEO and an annual review with the Finance Committee.
 - iv. The CEO will undertake an annual review of the Investment Manager's performance and compensation. If the annual review warrants, to ensure Investment Managers of sufficient expertise are retained by the Commission for fair compensation, the CEO may recommend to the Finance Committee to make a request for quotation from competing firms.

- v. The Finance Committee, on behalf of the Commission, must seek competitive quotations from multiple qualified organizations at a minimum of every 10 years.

5. **Ethics and Conflicts of Interest:** Officers and employees involved with the investment process shall refrain from personal business activity that could conflict with the proper execution of the investment management program, or which could impair their ability to make impartial investment decisions. If a conflict of interest arises, the person or persons will refrain and withdraw from all discussions and participation in any decisions pertaining to those matters where the conflict of interest exists or is perceived to exist.

6. **Prudence:**

- a. Investments shall be made by the CEO with judgement and care, under circumstances then prevailing, as they would by a prudent person who would use discretion and intelligence in carrying out the objectives of the investment policy. It is understood that the Investment Manager will be held to a higher standard, that of a prudent expert, and has a fiduciary obligation to the organization.
- b. The CEO and the IM acting in accordance with the Investment Management Policy and exercising due diligence, shall be relieved of personal responsibility for any individual securities, credit risk or market price change, provided deviations from expectations are reported in accordance with the Investment Management Policy and the portfolio strategy is reviewed to control adverse developments.

7. **Internal Controls:**

- a. Procedures shall be established such that internal controls will prevent losses of CVAC funds arising from fraud, employee error, and misrepresentation by third parties, or imprudent actions by employees and officers of CVAC.
- b. Procedures will include, but are not limited to, the following best practice controls:
 - i. Control of fraud: Two signatures, or electronic authorizations, on all transactions into and out from the portfolio, CEO and one other authorized signing officer.
 - ii. Separation of duties: IM holds investment of portfolio funds; transfers of funds are approved by signing officers and accounting is performed by Finance staff.
 - iii. Custodial safekeeping: As a third party holds all investments, a safekeeping receipt or confirmation of investment held must be issued. All investments must be in the name of the Comox Valley Airport Commission.
 - iv. Authorized investment: Governed by the Investment Management Policy and approval of the CEO.
 - v. Record keeping: All transactions will be in writing, including email correspondence.

8. Reporting:

- a. The IM shall provide monthly statements to the CEO itemizing all transactions.
- b. A quarterly report shall be forwarded by the CEO to the Finance Committee that provides a summary of performance and a total portfolio snapshot. The report will identify deviations from the policy and will include summary information on investment holdings and performance.
- c. A comprehensive portfolio review will take place annually with the CEO and the Investment Manager, including performance, total portfolio analysis and review of objectives and investment guidelines. The results of this review will be reported to the Finance Committee annually.

9. Eligible Securities:

- a. The portfolio will comprise securities restricted to the following:
 - i. Instruments of, or guaranteed by, the Government of Canada or Provincial Governments.
 - ii. Instruments of, or guaranteed by, Canadian Chartered Banks and Credit Unions.
 - iii. Corporate Bonds with a credit rating of A or better, and short-term debt with a credit rating of R-1 low or better.
 - iv. Selected equities/shares traded on the Toronto and New York Stock Exchanges, as selected by the IM.
 - v. Mutual Funds with vetted performance history and management.
 - vi. Exchange Traded Funds (ETFs).
 - vii. Pooled Fund Clause:
 - a. In implementing the mandate for CVAC, the appointed Investment Manager may invest all or part of the portfolio's funds in the investment manager's proprietary pooled funds.
 - b. In the event of minor variances between the CVAC Investment Policy and the Investment Policies of the Managers' respective pooled funds, the foregoing investment constraints, and any other provisions of the Statement of Investment Policy, shall not apply. The Investment Manager shall be governed by the constraints of the Investment Manager's own investment policies for the funds.
 - c. The Investment Manager shall inform the CEO and Finance Committee when and how the policies and constraints of the pooled funds differ from the Statement of Investment Policy. Such differences shall not be substantial deviations from the overall intent of the CVAC investment policy.
 - d. The intention of this provision is to allow, in the case of pooled funds, the necessary latitude for the implementation of the investment strategy of CVAC's portfolio in a cost efficient and effective manner.

b. Asset Allocation

- i. The portfolio will be invested at all times. There will be an initial target asset allocation of 55% equity, 45% fixed income. Further review of investment objectives, risk tolerances or methodology of generating an income could alter this allocation.
- ii. The Investment Manager has discretion to re-balance the portfolio within the allowable ranges. The benchmark for performance measurement will be based on a static (target) Asset Mix.

	LOWER	POLICY	UPPER
Cash	0%	0%	5%
Fixed Income	25%	35%	45%
Equity	45%	55%	65%
Alternative Investments	0%	10%	15%

c. The following restrictions apply under this policy:

- i. The CVAC reserve funds will not be mortgaged or assigned by the company;
- ii. The use of leverage is neither envisioned nor approved in the management of these funds within traditional asset classes. It is however understood that leverage may be used within alternative investments for the purpose of risk reduction as opposed to speculation.

7.5 Land Development

Date Approved: 01 Apr 2015

1. The CEO shall only recommend land development decisions that encourage and support development compatible with the Comox Valley Airport Commission's mandate.
2. Accordingly, the Corporation shall only approve land development which:
 - a. conforms with the Comox Valley Airport Commission's land use plan;
 - b. ensures that the development's aesthetics are compatible with the Comox Valley Airport commission's development guidelines;
 - c. endeavors to be in overall harmony with the plans of the Town of Comox and District;
 - d. considers the economic and social value-added aspects of the development; and
 - e. does not compromise the Comox Valley Airport Commission's ability to satisfy foreseeable requirements for expansion.
3. Expression of Interest for development of property outside approved land use designation shall only be considered if there is support by the local municipalities for the land use change.

7.6 Corporate Donations and Sponsorship

Date Approved: 17 Jun 19

1. . The Board budgets \$7,500 annually for corporate donations. At the beginning of the FY, requests for support will be judged by a Committee comprised of members of the Management Team and the Lead Hands exclusive of the CEO. The Committee will assess compliance with the commission's donation policy (below) and apportion roughly eighty percent of the budgeted amount, leaving the remainder for unplanned requests for support later in the year. The Committee's results will be passed to the CEO for approval.
2. CVAC will not make contributions to political organizations.
3. The Donations Committee will be guided in their deliberations by the following:
 - a. **Sponsorship and Donation Policy:**

CVAC recognizes community sponsorship, either monetary or in-kind, as a valuable conduit between the airport and the community, and appreciates being considered as a sponsor for any event or organization. All sponsorship agreements entered into are to be consistent with CVAC's mission, vision, values and strategic objectives.
 - b. **CVAC's priorities are to support:**
 - i. **Travel and Tourism** CVAC supports organizations such as the Chamber of Commerce, the Comox Valley Economic Development Society (CVEDS), Destination BC, Tourism Mount Washington, and Tourism Vancouver Island whose mandates are to promote travel and tourism to the region and/or encourage economic development.
 - ii. **Selected Charitable Organization** In an effort to maximize sponsorship value, CVAC concentrates its efforts on selected charitable organizations that speak to the roots of aviation. For many

years CVAC has been a proud supporter of Hope Air and the Angel Flight program, charities dedicated to transporting patients from Vancouver Island and other remote communities to obtain medical care in Victoria and Vancouver. CVAC also supports charities that benefit children, including Y.A.N.A. (You Are Not Alone), the Children's Health Foundation of Vancouver Island and Cops for Cancer.

- iii. **Community Organizations** CVAC is proud to support many local arts and cultural organizations and partner with them to maximize awareness in the community. CVAC takes special note of requests from businesses who either operate in the Terminal, provide other goods or services to passengers, or support the aerodrome.

c. **Requests:**

- i. All requests for sponsorship will be directed to info@comoxairport.com. Please allow four to six weeks to review applications. CVAC will contact the organization directly once a decision has been made.
- ii. Requests for sponsorship should be submitted as early as possible as resources may not be available due to other sponsorship commitments. Requests must also be submitted annually as ongoing support should not be assumed. If several requests are made by one organization, preference will be given to the first request received, or the one most aligned with the mandate of CVAC.
- iii. Although most requests are indeed worthy of sponsorship, CVAC can only support a small percentage of the total number of requests received.

d. **Evaluation Criteria** Sponsorship applications are assessed by CVAC according to the following criteria:

- i. Availability of funds or in-kind materials.
- ii. Proposed benefits to the community.
- iii. Relationship between level of sponsorship sought,
and
- iv. proposed benefit to CVAC community visibility

e. **Generally, CVAC will not provide sponsorship for:**

- i. Recreational sports teams
- ii. Personal fundraisers
- iii. School fundraisers
- iv. Animal health
- v. Social clubs
- vi. Political activities

f. **Mutual Benefits**

CVAC supports its employees in community stewardship through volunteering and encourages their participation in community events. CVAC may partner with airport tenants to support the airport sponsorship program and will encourage tenant participation in the community.

3. The activities supported by the CVAC within airport lands for the benefit of not-for-profit organizations are recognized as the equivalent of charitable donations.

7.7 User Satisfaction

Date Approved: 23 Jan 2019

1. **With respect to interactions with individuals or organizations who use Commission facilities:**
 - a. the CEO shall ensure conditions, procedures, and decisions that are safe, fair, secure, and provide appropriate confidentiality or privacy.
 - b. the CEO shall ensure that complaints are dealt with promptly in a fair, impartial and respectful manner.

2. **With respect to Board complaints:**
 - a. the CEO shall direct the complaint to the Board Chair who shall act on the complaint in a fair, impartial and respectful manner.