
TERMS OF REFERENCE FOR A DIRECTOR

A. General Duties

As a member of the Board of Edmonton Regional Airports Authority (“Edmonton Airports”), each director will contribute positively and effectively to the maintenance of the Board as a strong, active and independent Board that operates ethically and according to the Board Mandate, the Director’s Confirmation, Acknowledgement and Declaration, the Ethics Code, law and best practice. In carrying out the powers and functions of a director, each director will demonstrate a clear understanding of the statutory and fiduciary duties of a director and a continuing commitment to act at all times honestly, in good faith and in the best interests of Edmonton Airports and to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

B. Participation in Board and Board Committee Meetings

While recognizing that the Board Committee structure does not replace the director’s individual responsibility for all matters that come, or ought to come to the Board, to enhance the effectiveness of Board and Board Committee meetings, each director will:

1. Prepare thoroughly for each meeting by reading in advance the reports and background materials to ensure a full understanding of the matters to be discussed;
2. Maintain an excellent meeting attendance record by targeting for 100% attendance;
3. In addition to serving on the Board, participate actively if appointed as a member or Chair of one or more Board Committees and become knowledgeable with the mandates of those Board Committees;
4. Understand the process of Board and Board Committee work and the role of management and staff supporting the Board and Board Committees;
5. Participate fully and frankly in the deliberations and discussions at Board and, if applicable, Board Committee meetings;
6. Encourage free, open and critical discussion of the matters in issue;
7. Ask probing questions in an appropriate manner and at proper times;
8. Express independent views clearly while respecting the views of others and recognizing the need to support the final Board or Board Committee decision;
9. Support ongoing improvement in Director, Board and Board Committee performance by means that include participating in governance assessments;

10. Develop trust and a sound working relationship with other Board and Board Committee members; and
11. Maintain the confidentiality of Edmonton Airports and its affiliates.

C. Edmonton Airports' Business and Industry Knowledge, Stakeholder Feedback & Appointer Relations

To enhance the effectiveness of the Board, each director will:

1. Have a sound working knowledge of Edmonton Airports' governance framework and policies in place, including the Board Mandate and Committee Mandates;
2. Have a good working knowledge of Edmonton Airports' Annual Business Plan and Five Year Strategic Plan;
3. Ensure measures are in place for receiving stakeholder and appointer feedback and dealing with stakeholder and appointer concerns;
4. When dealing with stakeholders, Appointers or the public, demonstrate full support for the decisions of the Board.
5. Act in the best interests of Edmonton Airports and be as fully informed as reasonably possible with all aspects of Edmonton Airports;
6. Acquire and maintain an understanding of the regulatory, legislative, business, social, economic and political environments within which Edmonton Airports operates;
7. Have and maintain the capacity to understand the financial statements, information and analyses that are presented to the Board for review and approval;
8. Augment existing knowledge and skills with current information on relevant legislation, financial and accounting techniques, standards and conventions and approaches to corporate governance and strategic planning;
9. Have or acquire a good working knowledge of Edmonton Airports' corporate organizational structure;
10. Become acquainted with Edmonton Airports' officers and executive management;
11. Be familiar with Edmonton Airports' facilities and visit them when appropriate;
12. Communicate with and be available for one-on-one consultation with the Board Chair and the President and CEO between Board meetings when necessary and appropriate.

13. If requested to do so by the Appointer that appointed the director and subject to the approval of the Board Chair, periodically report to that Appointer in general terms, information on the undertaking and affairs of Edmonton Airports that is not confidential to Edmonton Airports or its affiliates.

D. Communication Protocols

Each director will abide by the following:

1. All requests by directors to management outside of Board and Board Committee meetings must go through the Board Chair, except for committee business, which may go through the Board Committee Chair.
2. All representations and attendances by directors on behalf of Edmonton Airports, with Appointers, airport users, community organizations and Edmonton Airports stakeholders must be approved by the Board Chair. This is not intended to constrain informal social interactions, or individual discussions on Edmonton Airports matters that are not confidential or in opposition to Edmonton Airports policy.