

VAA BOARD EVALUATION

THE PURPOSE OF THE VAA BOARD EVALUATION IS TO ASSESS THE EFFECTIVENESS OF THE BOARD AS A WHOLE AND THE COMMITTEES AND THE CHAIR OF THE BOARD. COMMENTS ARE TO BE CONSTRUCTIVE AND DIPLOMATIC IN KEEPING WITH THE PROFESSIONALISM OF THE BOARD.

Considerations	Yes	No
VAA and Industry Knowledge		
1. Directors have a solid understanding of the industry and competitive environment.		
<u>Comments:</u>		
2. Directors have a solid understanding of the VAA.		
<u>Comments:</u>		
3. Directors have a solid understanding of the political and social environment in which the VAA operates.		
<u>Comments:</u>		
Governance		
4. Directors have full and common understanding of the roles and responsibilities of a board and recognize their primary obligation is to monitor management and performance, not to manage the airport.		
<u>Comments:</u>		
5. Directors place the interests of the VAA above any representative or constituent interests they may hold.		
<u>Comments:</u>		
6. There are clear written terms of reference for		
a. the Board,		
b. the Chair,		
c. the CEO,		
d. the Committees,		
e. individual directors.		

Considerations	Yes	No
<u>Comments:</u>		
7. There is an annual comprehensive CEO evaluation process.		
<u>Comments:</u>		
8. The Board reviews and approves the compensation plans for		
a. the CEO		
b. the key managers,		
c. Union contracts.		
<u>Comments:</u>		
9. The VAA maintains a conflict-of-interest policy and all directors and management staff review and/or sign to acknowledge and comply with the policy.		
<u>Comments:</u>		
10. There are mechanisms in place that allow the Board to act independently of the CEO if necessary.		
<u>Comments:</u>		
11. There is an annual review process for the evaluation of		
a. the performance of the Board as a whole;		
b. the performance of committees;		
<u>Comments:</u>		
12. The directors communicate freely with one another—with and without management.		
<u>Comments:</u>		
13. Directors understand		
a. their common objectives; and		
b. are willing to dedicate the time to accomplish them		

Considerations	Yes	No
<u>Comments:</u>		
14. There is a clear and well-communicated set of Board guidelines or operating procedures to which the Board is committed.		
<u>Comments:</u>		
15. The Board's nominating process ensures that the board remains appropriately diverse with respect to age, perspective, skills, and experiences.		
<u>Comments:</u>		
16. Directors receive regular training and information about the industry and their responsibilities.		
<u>Comments:</u>		
17. New directors are oriented to the VAA, including the mission, bylaws and policies, as well as their roles and responsibilities as board members.		
<u>Comments:</u>		
18. The board effectively represents the organization to the community.		
<u>Comments:</u>		
Strategic Planning		
19. The Board approves corporate strategy.		
<u>Comments:</u>		
20. The Board has the opportunity to provide input and advice to the strategic plan prior to its finalization.		
<u>Comments:</u>		

Considerations	Yes	No
Board CEO Linkage		
21. The roles of the Board and the CEO are defined and respected, with the CEO delegated as the manager of the VAA's operations and the board focused on policy and planning.		
<u>Comments:</u>		
22. The information directors receive is in a format that is intelligible and enables them to understand the VAA's performance relative to similar airports.		
<u>Comments:</u>		
23. The Board is regularly exposed to the senior management team and key managers on a formal and informal basis.		
<u>Comments:</u>		
Monitoring		
24. The Board has the tools and knowledge to effectively monitor the organization's performance.		
<u>Comments:</u>		
25. The Board regularly monitors and evaluates progress toward strategic goals and performance.		
<u>Comments:</u>		
26. Directors receive information on a regular basis about the VAA's financial performance.		
<u>Comments:</u>		
27. Directors receive information on a regular basis about the VAA's non-financial performance.		
<u>Comments:</u>		

Considerations	Yes	No
Board Communication		
28. Board meetings allow enough time for the exchange of ideas.		
<u>Comments:</u>		
29. The Board has sufficient dialogue.		
<u>Comments:</u>		
30. The Board's dialogue is sufficiently broad, exciting and insight generating.		
<u>Comments:</u>		
31. Board members take reasoned, independent positions.		
<u>Comments:</u>		
32. Board members share their knowledge and experience to help the CEO and the VAA.		
<u>Comments:</u>		
33. Board discussions are open and candid.		
<u>Comments:</u>		
34. The atmosphere of the boardroom encourages critical thinking.		
<u>Comments:</u>		
35. Board discussions reach closure.		
<u>Comments:</u>		

Considerations	Yes	No
COMMITTEES		
AUDIT AND FINANCE COMMITTEE		
The primary mandate of the Audit and Finance Committee is financial planning, budgeting and control; and monitoring the environment.		
a. The mandate of the Audit and Finance Committee continues to be appropriate.		
<u>Comments:</u>		
b. The Committee is effective in carrying out its mandate.		
<u>Comments:</u>		
c. Members of the Committee receive adequate material in advance of committee meetings, in sufficient time and detail to permit members to effectively consider issues which are to be addressed.		
<u>Comments:</u>		
d. The Committee confronts important, meaningful issues.		
<u>Comments:</u>		
e. The Committee is able to reach consensus about important matters.		
<u>Comments:</u>		
f. The Committee allocates the right amount of time for its work.		
<u>Comments:</u>		
g. What suggestions, if any, do you have about how to improve the effectiveness of the Committee?		
<u>Comments:</u>		

Considerations	Yes	No
PLANNING AND DEVELOPMENT COMMITTEE The primary mandate of the Planning and Development Committee is growth, land development, monitoring satisfaction of tenants and users of the airport facilities.		
a. The mandate of the Planning and Development Committee continues to be appropriate.		
<u>Comments:</u>		
b. The Committee is effective in carrying out its mandate.		
<u>Comments:</u>		
c. Members of the Committee receive adequate material in advance of committee meetings, in sufficient time and detail to permit members to effectively consider issues which are to be addressed.		
<u>Comments:</u>		
d. The Committee confronts important, meaningful issues.		
<u>Comments:</u>		
e. The Committee is able to reach consensus about important matters.		
<u>Comments:</u>		
f. The Committee allocates the right amount of time for its work.		
<u>Comments:</u>		
g. What suggestions, if any, do you have about how to improve the effectiveness of the Committee?		
<u>Comments:</u>		

Considerations	Yes	No
GOVERNANCE COMMITTEE		
The primary mandate of the Governance Committee is to review 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.		
a. The mandate of the Governance Committee continues to be appropriate.		
<u>Comments:</u>		
b. The Committee is effective in carrying out its mandate.		
<u>Comments:</u>		
c. Members of the Committee receive adequate material in advance of committee meetings, in sufficient time and detail to permit members to effectively consider issues which are to be addressed.		
<u>Comments:</u>		
d. The Committee confronts important, meaningful issues.		
<u>Comments:</u>		
e. The Committee is able to reach consensus about important matters.		
<u>Comments:</u>		
f. The Committee allocates the right amount of time for its work.		
<u>Comments:</u>		
g. What suggestions, if any, do you have about how to improve the effectiveness of the Committee?		
<u>Comments:</u>		

Considerations	Yes	No
BOARD CHAIR		
a. The Terms of Reference for the Chair of the Board (Policy 107) are clear and appropriate.		
<u>Comments:</u>		
b. What suggestions or comments, if any, do you have regarding the performance of the Chair of the Board?		
<u>Comments:</u>		
END OF BOARD SURVEY		