

Communications Policy (Consolidated)

Policy Type: Governance Process

Policy Number: #117

Date Consolidated: 18 Jun 02

Date Amended: 10 Apr 2017;
10 July 2017

The following is a summary of previously approved Board policies respecting Directors' communication.

1. A Board member shall:
 - a. communicate his or her nominator's views; however, it is necessary, to act in the best interest of the Authority and in its stakeholders generally;
 - b. observe the principle of Board unity. There is an obligation to explain a board decision and to refrain from expressing a contrary opinion publicly. Adherence to the explanation as established by the Board is expected;
 - c. agree to the channels to follow that have been accepted with agreed to points and issues to be discussed;
 - d. recognize the Chair as the spokesperson to the media regarding Board policies and decisions;
 - e. refer difficult inquiries to the Chair, or the CEO if the inquiry is an operational one;
 - f. be well informed about the organization and its business, including the relationship with external factors, tenants and associations that are pertinent;
 - g. recognize the Board has the authority, not any one member or officer. The Board decides or "said";
 - h. be a positive ambassador for the Authority;
 - i. observe confidentiality on all Board issues and deal with and use appropriate discretion when speaking on Board matters;

2. Formal Communication Process

- 2.1** The Board has an Airport Consultative Committee, which meets no less than twice each year to provide for effective dialogue on matters relating to the Corporation including:
- a.** The dissemination of information on Airport matters and plans;
 - b.** the timely discussion of planning and operational matters, and
 - c.** the consideration of Municipal concerns.
- 2.2** The Corporation shall within 135 days of the end of each of its fiscal years hold an Annual General Meeting open to the public. Such meeting shall relate to the management, operation and maintenance of the Airport and audited financial statements and an Annual Report shall be presented. In connection with such meeting, the Corporation shall:
- a.** give at least thirty days prior notice by using appropriate media to ensure public awareness of the meeting;
 - b.** afford a reasonable opportunity to the public for the asking of questions and the expressing of views;
 - c.** present to the meeting copies of its audited annual financial statements approved by the Board, together with the auditor's report and the Corporation's Annual Report for the previous year. Such Annual Report shall be provided to each nominator and the Minister of Transport in advance of the Annual General Meeting as well as to the public on request.
- 2.3** At the request of any nominator the Corporation shall cause a meeting to be held with the duly authorized representatives of the nominators at which the Chair and such other directors and officers of the corporation as the Chair deems appropriate concerning the business of the Corporation. The nominator's request shall state the general nature of the business desired to be discussed.
- 2.4** At least once per year each director, other than directors nominated by the Board, shall report to the director's nominator information in general terms as to the affairs of the Corporation not confidential to the Corporation. Such director's report shall be made by way of a Report by the Board as a whole made collectively to all nominators.

- 2.5 While every effort will be made to keep nominators informed of VAA plans and operations through the communication methods described above, there may be occasion when a nominator wishes to communicate directly with the VAA. In such instances, the communication must be directed at the Chair of the Board and/or the CEO and be made on behalf of the nominator as a whole. Communication from individual members of a nominating body will not be given special standing as being representative of the respective nominator.
- 2.6 While Board members shall communicate his or her nominator's collective views, they are not to be seen or used as advocates for the nominator. Nor do they have a reporting relationship to the nominator.
- 2.7 The VAA or its authorized representative(s) are solely authorized to publish content on the VAA's social media channels. Sharing content or retweeting is acceptable.

VAA Board members who have a social media presence in a personal capacity or on behalf of another organization outside of their role and relationship with the VAA must not comment on or post original content that could be perceived as an official act or represent the VAA.

Any Board member who views content on a website, blog or social media channel that is inappropriate and may require a response from the VAA should inform the Board Chair and/or CEO immediately.

3. Board Meetings

- 3.1 The Chair presides over Board meetings and ensures orderly discussion and adequate opportunity for all opinions to be heard. The Chair ensures, by way of appropriate channels, members are provided with information they request. The Chair serves as an official spokesperson for the Board.

- 3.2 Board members shall show respect for colleagues, management and staff.

4. Communication with Airport Staff

4.1 Statement of Principle

To ensure all Directors have access to the information necessary to properly discharge their duties, it is necessary for Directors, individually and as a group, to communicate with staff at the Airport. Effective communication between Directors and airport staff is essential and is to be encouraged.

4.2 Rationale for Policy

The general authority of the Board over all matters concerning the Airport requires a policy be in place with respect to procedures to be followed in communication between staff and Directors. The reason for such a policy is threefold:

- a. to ensure that such communication is carried out in a manner that does not contravene established reporting relationships within the existing staff hierarchy;
- b. to provide staff with the opportunity to respond to requests for information in a manner that ensures that accurate and complete information is supplied; and
- c. to ensure that information requested from, and communication with, staff by individual Directors is for Board of Committee mandated purposes.

4.3 Director Communications with Staff

Directors will not communicate with staff members with respect to Airport Authority business except in the context of Committee or Board meetings at which such staff are present or have been invited to attend for the particular purpose of providing information. When staff other than the CEO are involved, the CEO will be advised.

4.4 Individual Requests to Staff for Information

When a Director requires information from staff with respect to a particular matter, that request will be raised in a Committee meeting. If the information is not immediately available, the Chair of the Committee shall request the CEO or his designate to have staff provide the information to the Director.

4.5 Individual Requests to Staff for Confidential Information

No Director will request confidential information from staff concerning any matter that comes within the responsibility of the Authority, except through the Chair of a Committee or Chair of the Board. Confidential information is information that has not previously been made available to the general public, or information that has been designated or is regarded as being confidential by the Airport Authority or the CEO.

4.6 Procedure to Initiate Contact with Staff

When an individual Director or group of Directors are working on a Board or Committee assigned project that requires contact and interaction with staff, such contact shall be made through the CEO or his designate, who will be provided with prior notice of the purpose of the contact and nature of the information required or business to be transacted.

4.7 Casual Communications with Staff

Directors will at all times exercise discretion in engaging in casual or social conversation with Airport Staff members concerning topics relating to the Airport business, and will avoid discussing matters or soliciting information that ought to properly be communicated in accordance with the procedures set out in this policy.

4.8 Reporting Relationships Respected

The Board and Committee Chairs, and their designates will respect the existing reporting relationships within the airport staff organization when putting forward requests for information, or otherwise communicating with staff members relative to Airport business.

4.9 No Authority for Discipline

Directors recognize that staff direction and discipline are the primary responsibility of the CEO and those other supervisors reporting to him, and that Directors individually have no role or authority in such matters. Should a Director wish to raise a matter concerning an individual staff member, that matter shall be raised at a Committee meeting, and may be referred to the CEO if action is required. The CEO or his designate shall in all cases be included in the discussion and any communication with the affected staff member shall be only through him or his designate in accordance with established procedures.

4.10 Reference to Chair of the Board

Any issues arising out of Communications with Airport Staff and its application shall be referred by the affected Director(s) or the CEO, (as the case may be), to the Chair of the Board, who shall attempt to resolve the matter, and who shall also report to the Board.