



Expressions of Interest: Ottawa Tourism Seat on the Ottawa International Airport Board of Directors

As Ottawa Tourism continues to play a pivotal role in shaping the economic landscape of our region, we have the privilege of nominating a representative to the Board of the Ottawa International Airport Authority.

This opportunity allows our industry to contribute meaningfully to the strategic direction of a key infrastructure asset that significantly impacts accessibility to our destination, as well as overall connectivity for our business community, economy and the National Capital Region.

Highlights of the Director Role:

Compensation: This is a paid position of just over \$15,000/year per year plus a per meeting fee of \$722.

Time Commitment: 6 Board meetings per year (one being a two day off site strategic planning meeting) as well as the Annual Public meeting. Board members also serve on one or more committees. Each Committee meets a minimum of 5 times per year.

Term: A Board member can serve a maximum of 9 years.

Selection Criteria - The ideal candidate will possess:

- Expertise in fields such as (but not limited to) civil or structural engineering (with experience in major capital projects), critical asset security (security of assets that are essential for supporting the needs of the local/national economy), environment and energy management, aviation industry, or human resources in a unionized environment.
- Strong preference for candidates to have general management or Board governance experience.
- The ideal candidate will have an excellent understanding of Ottawa's tourism sector, and the importance of the Ottawa airport within that context. They should have a collaborative spirit and a vision for the future of tourism in Ottawa. Additionally, they must possess strong leadership skills and be able to navigate complex governance structures effectively. The ideal candidate should also demonstrate a commitment to community.
- Candidates who are women or members of other equity deserving groups. Candidates that are committed and passionate about having a diverse, equitable and inclusive board to represent the community of Ottawa. (See *Ottawa International Airport Authority Board Diversity, Equity and Inclusion policy at end*)

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Qualifications (as written by the Ottawa International Airport Authority):

A Director shall be an individual who:

- (a) is at least eighteen (18) years of age;
- (b) has power under law to contract;
- (c) is a permanent resident of Canada who is either a Canadian citizen or a permanent resident of Canada within the meaning of the Immigration and Refugee Protection Act;
- (d) is a person who is not, nor within the previous two years has been:
 - (i) a member of the Senate, House of Commons or the legislature of a province;
 - (ii) an employee or agent of Her Majesty in right of Canada or of any province of Canada, or an employee or agent of a crown corporation;
 - (iii) an elected official of a municipality;
 - (iv) an officer or employee of a municipality;
 - (v) a director, officer or employee of an air carrier; or
 - (vi) a shareholder of a subsidiary of the Authority;
- (e) is a person who has not been an employee of the Authority;
- (f) is a person who has not been convicted of an indictable offence or an offence related to a violation of any law of Canada or the law of a province relating to securities regulation;
- (g) is a person who has not, within the previous six months had a relationship with the Authority or a Selecting Body that could, in the opinion of the Board as expressed by resolution, reasonably be perceived to interfere with the ability to discharge his or her fiduciary duty to act in the best interests of the Authority or is a director, officer or employee of any corporation that has, or had such a relationship within that period.
- (h) is not related to an officer or director of the Authority;
- (i) has attended an information session provided for by applicable law on the roles and responsibilities of a director;
- (j) has provided a written declaration to the Authority that he or she has read the Conflict of Interest Rules and that, to the best of his or her knowledge, is in compliance with those rules.
- (k) has completed a questionnaire approved by the Governance Committee relating to the Authority's Conflict of Interest Rules, has submitted that questionnaire to the Governance Committee and the Governance Committee is satisfied that the person is not in a position of conflict of interest with the Authority under the provisions of the Conflict of Interest Rules.

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Selection Process:

- Expression of Interest Submission: Interested candidates are requested to submit their expressions of interest, including a cover letter resume and LinkedIn profile, and a brief overview of their qualifications related to the criteria outlined above.
- Candidate Evaluation: Submissions will be reviewed by the Ottawa Tourism Governance Committee.
- Candidate Interview Process: The top three candidates will be recommended for interviews by the Ottawa Airport Governance Committee in late March or early April.
- Candidate Selection: The Ottawa Airport will select the new Director for Ottawa Tourism's seat on the YOW Board. The new Director will be announced at the Ottawa International Airport Annual General Meeting in April.

Next Steps: If you are interested in this unique opportunity to contribute to the governance of the Ottawa International Airport, please submit your expression of interest to Roslyn Smith, VP, Operations & Culture by Friday, March 7 at noon.

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Ottawa International Airport Authority – Board Diversity, Equity and Inclusion Policy

INTRODUCTION

As reflected in its Mission, Vision and Purpose statements, the Authority exists to serve our community and, therefore, its Board should reflect the community it serves. The Board recognizes that supporting diversity, equity and inclusion (“DEI”) is essential to build strong connections with our community. We also believe that ensuring that a wide range of skills, identity and lived experience on our Board will ensure that our decisions are made in creative and innovative ways and in furtherance of equity. We also wish to ensure that our environment, including the boardroom, the workplace and the entire airport campus, is inclusive.

The purpose of this policy is to ensure that the Board prioritizes diversity, equity and inclusion in the nomination and election of its members and that it works to ensure this priority is communicated to Selecting Bodies.

BOARD DEI MANDATE

Enhancing DEI at the Board level is a key manner in which the organization can support and foster DEI. The Governance Committee is responsible for developing plans to ensure Board diversity, specifically by ensuring Board succession planning prioritizes soliciting candidates from the diverse communities we serve.

When identifying Board nominees, the Governance Committee shall:

- Consider talent, skills, experience, expertise, integrity, education, and other personal traits, keeping in mind the Board Skills Matrix;
- Consider criteria that promotes diversity on the Board, including gender, age, ethnicity, disability, sexual orientation, Indigenous status and gender expression/identity; and
- Establish recruitment processes including, if required, engaging external professional advisors or organizations mandated to promote Board diversity to assist the Board and Selecting Bodies in identifying potential nominees.

COMMUNICATION WITH SELECTING BODIES

Prior the expiry of a Director’s term, the Chair of Governance or Board Chair shall write to the applicable Selecting Bodies to explain the purpose of the Board Skills Matrix and the importance of Board diversity, provide a copy of this Policy and note any gaps in the Board composition in reflecting the communities that the Authority serves. At such time, the Selecting Bodies shall be encouraged to consider such needs in providing candidates for nomination.

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AT-LARGE CANDIDATES

The Governance Committee, in recommending nominees for At-Large Director positions, should identify existing gaps in Board composition in consideration of this Policy.

MONITORING AND REPORTING

The Governance Committee shall regularly report to the Board on the implementation of this policy as well as the progress on plans to increase DEI at the Board level. Success shall be measured by the level at which the Board composition reflects the communities the Authority serves.

The Board strives to achieve gender parity and to have thirty percent of members represent other equity deserving groups in our community within 5 years of the date of this Policy (2029).

The Board as a whole will also support inclusion by ensuring that all members feel safe, heard, included and are encouraged to fully contribute to discussions and decisions.

The Governance Committee will review this policy annually and provide recommendations for any changes to the Board for approval.

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