

Jack Briedé-Cooper

From: Corporate Services
Subject: GVHA Board of Directors - Request for Nominees

CORPORATION OF THE TOWNSHIP OF ESQUIMALT RECEIVED: <u>September 27, 2022</u> For Information <input type="checkbox"/> CAO <input type="checkbox"/> Mayor/Council Other _____ Referred to: <u>Deb H</u> For <input type="checkbox"/> Action <input type="checkbox"/> Response <input type="checkbox"/> Report For Agenda <input checked="" type="checkbox"/> Council <input type="checkbox"/> COTW For Agenda <input type="checkbox"/> In Camera <input type="checkbox"/> Late Item

From: Laurie Hurst <laurie.hurst@esquimalt.ca>
Sent: September-26-22 2:53 PM
To: Corporate Services <Corporate.Services@esquimalt.ca>
Subject: FW: GVHA Board of Directors - Request for Nominees

Laurie Hurst, CPA, CGA

Chief Administrative Officer

Township of Esquimalt | Corporate Services

Tel: 1-250-414-7133 | www.esquimalt.ca

For the latest on the Township's response to COVID-19, please visit [esquimalt.ca/covid19](https://www.esquimalt.ca/covid19)

From: Chair <chair@gvha.ca>
Sent: September-26-22 2:43 PM
To: Laurie Hurst <laurie.hurst@esquimalt.ca>; Dan Horan <Dan.Horan@esquimalt.ca>
Cc: Sue-Anne Carter <Sue-Anne.Carter@esquimalt.ca>; Director of Recruitment <directorrecruitment@gvha.ca>;
Christine Willow <cwillow@gvha.ca>
Subject: GVHA Board of Directors - Request for Nominees

CAUTION: This email originated from outside of the Township of Esquimalt Network. Do not click links or open attachments unless you recognize the sender and know the content is safe.

Dear Laurie and Dan,

Please read the attached letter regarding GVHA's Director Recruitment process as your Member Director's term will expire December 31, 2022.

Regards,

Christine Willow
Board Chair
Chair, Nominations Task Force

Greater Victoria Harbour Authority

100 – 1019 Wharf Street, Victoria, BC, V8W 2Y9, Canada

cwillow@gvha.ca www.gvha.ca



100-1019 Wharf Street, Victoria, BC V8W 2Y9

p: 250.383.8300 | tf: 1-800-883-7079

e: gvha@gvha.ca | w: gvha.ca

September 26, 2022

Township of Esquimalt

Sent via email

Attention: Laurie Hurst, CAO laurie.hurst@esquimalt.ca
Dan Horan, (incoming CAO) dan.horan@esquimalt.ca

RE: Request for Nominees to the GVHA Board of Directors

Greater Victoria Harbour Authority (GVHA) is seeking qualified nominees for Member Director from the Township of Esquimalt for a four-year appointment term effective January 1, 2023. The position is currently filled by Barb Desjardins, whose current appointment term is expiring December 31, 2022. At the end of her term, Barb will have served four years, and is eligible to serve an additional eight years under GVHA bylaws. As such she may be **one** of your nominees for the coming term.

The screening of Director nominees will be administered by a Nominations Task Force (NTF), a special committee guided by a Board approved Committee Charter. The NTF Chair is Christine Willow, who is also our Board Chair. The screening and recommendation of a qualified nominee for Director to the GVHA Board will be guided by Board Recruitment Policy BOD-06 and based on skills identified through a detailed gap analysis of skills and experience requirements needed on the full board composition.

The Board is looking for Directors with general business management experience as well as skills and experience in the following areas:

Legal Experience	Lawyer, or experience working in a law firm at a senior level in matters relating to business, marine and real estate, corporate governance or human resources.
Accounting and Finance	Professional accountant, CPA or equivalent qualifications preferred, with senior experience and subject expertise in finance, accounting, audit and risk management for organizations of similar or greater size and complexity to GVHA.
Commercial Marine Sector	Knowledge of the needs of the deep-sea shipping industry including port management and operations, stevedoring, ship operations and support activity.
Environment	Expertise in understanding how a company can minimize environmental impact and use its resources to educate and inform employees, customers, suppliers and other stakeholders on environmental responsibility.
Human Resources and Compensation	Experience as a senior HR professional in a management position within an organization or Chartered Professional in Human Resources (CPHR) designation.
Infrastructure Planning and Development	Direct experience and/or subject expertise in asset management, strategic capital planning and infrastructure development, including associated business case analysis and risk management.

Cruise Industry	Direct experience with or within the cruise industry, preferably at a senior management or executive level that includes a demonstrated understanding of the logistics and needs of cruise lines and their co-dependency and relationships with destination tourism.
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A full list of skills and experience is provided in a Board Skills and Experience Requirements summary attached for reference along with a copy of GVHA's Board Recruitment Policy. As a GVHA Voting Member, we request that you nominate individuals who possess one or more of the above identified areas of expertise. To support GVHA skills and experience requirements, we encourage your Member Agency to put forward up to **three nominees to be interviewed by the Nominations Task Force**. As provided for in GVHA's Bylaws, nominees may be elected officials or members of the community at large and will be required to provide a fiduciary responsibility to GVHA. From this candidate pool, in accordance with GVHA Bylaws, one nominee will be recommended for Director, subject to Board approval. The Board appointment is a four-year term.

It is kindly requested that the Township of Esquimalt provide its list of nominees **by Friday, November 4, 2022** followed by a cover letter and resume from each candidate to allow the Nominations Task Force reasonable time to complete the screening and interview process and provide a recommendation to the GVHA Board of Directors at its scheduled meeting on December 13, 2022. Nominations can be addressed to:

Christine Willow
Chair, Nominations Task Force,
Greater Victoria Harbour Authority
Send via email to Chair@gvha.ca with copy to DirectorRecruitment@gvha.ca

As an organization committed to employment equity and accessibility for persons with disabilities, we encourage applications from members of equity-seeking communities including women, racialized and Indigenous persons, persons with disabilities, and persons of all sexual orientations and gender identities/expressions.

Thank you in advance for your assistance and timely support for resourcing the GVHA Board of Directors with the required skills and experience to guide GVHA going forward.

Sincerely,



Board Chair

Attachment:
Board Recruitment Policy BOD-06 (with Board Skills and Experience Requirements Summary)

cc: Sue Anne Carter, Executive Assistant Office of the Mayor and CAO



BOARD RECRUITMENT

BOD-06

Revision 5, Feb 2022

PURPOSE: *To ensure that Board recruitment is based on an objective, fair and consistent process focused on the required skills, experience and attributes of the GVHA Board of Directors in compliance with the Societies Act of British Columbia and GVHA Bylaws.*

1. OBJECTIVE

To provide clear guidelines to GVHA Board of Directors outlining the process for the recruitment of Directors and External Advisors through to nomination and appointment.

For greater clarity, this policy does not address the election of Board Officers.

2. POLICY DETAILS

GVHA is committed to achieving an effective, high performing Board that works in the best interests of the organization, a Board where all Directors support GVHA's Vision, Mission and Guiding Principles. Directors are encouraged to share the views held by their Member agencies, stakeholders and the region but must act in the best interests of GVHA. In order to effectively carry out the GVHA Constitution and its Mandate, the Board has developed a [Board Skills and Experience Requirements Summary](#) to recruit the requisite range of skills, experience, attributes and diversity/inclusiveness parameters.

The process for nomination and appointment of candidates for Director are subject to Board approval in strict compliance with the legal requirements of the Societies Act of British Columbia (Societies Act) and GVHA Bylaws; and, additional guidance provided under this Policy.

Overview of the Director Recruitment Process

1. Annually, the Governance and Nominating Committee (GNC) prepares a Board succession plan that profiles the Board's current skills and experience and projected recruitment requirements.
2. Based on current Board composition and expiring Director appointment terms, a gap analysis shall determine both essential and preferred skills and experience to be addressed through the Director recruitment and nomination process.
3. Annually, GNC will review and recommend a special committee Charter for Board approval to recruit a Nominations Task Force (NTF), accountable directly to the Board of Directors to administer the Director recruitment, nomination and appointment process.
4. Guided by the NTF Charter, the scope and scheduling of NTF responsibilities are to be detailed in a Work Plan, which shall include but not be limited to the following:

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- a. Recruitment of a Life Member External Advisor (EA) as a non-voting NTF member, whose responsibilities shall be guided by an EA Terms of Reference in providing independent oversight and transparency over the Director recruitment process.
 - b. Screening of candidates nominated by GVHA Voting Members for Member Director.
 - c. Recruitment and screening of candidates for nomination as Independent Director.
 - d. Recommendation of nominees for appointment to Director, subject to Board approval.
 - e. Oversight of the Director onboarding and offboarding process.
5. The recruitment and screening of candidates for Director shall include the following core requirements:
 - a. Publicly issued *Notice of Board Vacancies* for Independent Directors, specifying required and preferred skills and experience, application deadline and other submission requirements.
 - b. Receipt of a written application or resume in accordance with any specified GVHA requirements, which may be subject to NTF pre-screening and a short-list of most qualified candidates for interview.
 - c. For Member Director vacancies, request for and receipt of written notification from the Voting Member confirming their recommended nominee(s) and proposed appointment term in accordance with GVHA Bylaws (section 30).
 - d. A candidate interview based on a *Candidate Interview and Evaluation Guide* (CIEG) established by the NTF.
 - e. Written consent to serve as a Director, as required by the Societies Act.
 - f. Candidate consent to a confidential Background Check by a qualified third-party service provider (e.g. Sterling Talent Solutions or equivalent), to be completed for nominees recommended for Board appointment. The scope shall be defined by NTF and include but not be limited to: Criminal Record Check, Credit Bureau Inquiry with Identity Cross Check, Public Safety Verification, and Social Media Search (Reputation). Results are to be made available by the service provider in strict confidence ("Clear" or "Not Clear") to the NTF Chair, who will report the result in strict confidence to NTF members in confirming the nominee's recommendation for appointment.
6. All appointment and re-appointment terms shall comply with GVHA Bylaws (section 30). Under this policy, the Board may interpret GVHA Bylaws (section 34) to accept and approve a Voting Member's reduced appointment term limit for a Member Director, subject to a term end date of December 31 consistent with GVHA Bylaws.

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7. If a Member Director voluntarily resigns, or whose appointment is rescinded by the Voting Member, the nomination and appointment term for a replacement director shall comply with GVHA Bylaws (sections 31 and 34). GNC, at its discretion, may form an Interview Panel of GNC members to oversee the recruitment process directly as circumstances warrant.
8. GVHA Board authority for approving the appointment of Directors is guided by GVHA Bylaws (section 30), as follows:
 - a. Member Directors (Songhees Nation and Esquimalt Nation): may directly appoint their Chief for an indefinite term (sections 30(2) and 30(3))
 - b. Members Directors (other): Voting Member nominees must be appointed by GVHA Board of Directors (sections 30(1) and 30(2))
 - c. Independent Directors:
 - i. New appointments (up to four total) are approved by **Member Directors** (section 30(4))
 - ii. Re-appointments are approved by the full GVHA Board of Directors (section 30(7))

Board Skills and Experience Requirements Summary

The Board Skills and Experience Requirements Summary (BSER) is an integral **Attachment** to this Policy and includes the following core content:

1. Skills and Experience Profile
2. Attributes and Diversity/Inclusiveness Parameters
3. Education and Training Profile
4. External Board and Council Appointments

Based on the Board succession plan and gap analysis, Sections 1 and 2 of the BSER shall be applied to guide and support the annual Director recruitment process and recommendation of nominees for appointment to the GVHA Board.

As an annual disclosure statement, sections 1, 3 and 4 of the BSER shall be completed by all Directors to support future Board succession planning, annual Board education and development, and currency of reporting for external Board and Council appointments.

Candidate Interview and Evaluation Guide (CIEG)

The CIEG is integral to the screening of candidate nominees in determining recommendations for appointment. The CIEG is reviewed and updated annually by the NTF or GNC Interview Panel to align with the required and preferred skills and experience posted through the *Notice of Board Vacancies* and/or requested from Voting Members. The CIEG shall incorporate core content from the Board Skills and Experience Requirements Summary, and as a policy guideline include the following information:

- Specific Skills and Experience (i.e. Interview Guide Part A)
- Assessment of Attributes (i.e. Interview Guide Part B)
- Rating Summary (Total rating Part A and B)

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- Other background reference information (for interview panel internal reference)

External Advisor (EA)

As part of Board recruitment, the Board and/or its committees may recruit EA(s) to provide subject expertise to supplement and enhance the Board's current skills and experience profile.

Under GVHA Bylaws (section 38), the Board has authority for appointing an EA to the Board or a committee. The Board may delegate its authority and terms of engagement to committee's via Committee Charters. An EA appointment shall be guided by a Terms of Reference and include scope of responsibilities, appointment term and compensation. These are non-voting positions, unless voting rights at Committee level are approved by the Board on an exception basis.

3. POLICY ADMINISTRATION

- This Policy applies to all Directors of GVHA's Board and nominee candidates for Director.
- The Policy and supporting *Board Skills and Experience Requirements Summary (BSER)* will be reviewed by GNC at least once per year and will recommend revisions if any, to the Board for approval. For administrative purposes, the Board may approve updates to the BSER as a stand-alone document if no Policy change occurs; or, the Board may by resolution delegate authority for BSER updates to GNC or NTF at its discretion.
- The Nominations Task Force Charter shall be reviewed annually by GNC and recommended for Board approval.
- The Candidate Interview and Evaluation Guide shall be updated annually at the discretion of the NTF or GNC Interview Panel to support the Director recruitment process.

4. REFERENCES

Board Skills and Experience Requirements Summary (**ATTACHED**)
Societies Act of British Columbia
GVHA Bylaws
GVHA Board of Directors Manual
Nominations Task Force Charter (annual)
Terms of Reference – NTF Life Member External Advisor
Notice of Board Vacancies
Candidate Interview and Evaluation Guide
Consent to Serve as a Director

The Board Recruitment Policy:

- | | |
|-------------------|---|
| Revision 1 | revised and approved by a Resolution of the Board of Directors on November 23, 2012 - |
| Revision 2 | revised and approved by the Governance and Nominating Committee on Dec. 12, 2014 |
| Revision 3 | revised and approved by a Resolution of the Board of Directors on March 3, 2016 |
| Revision 4 | revised and approved by a Resolution of the Board of Directors on June 8, 2018 |
| Revision 5 | revised and approved by a Resolution of the Board of Directors on September 20, 2019 |
| | reviewed and approved by Board of Directors on June 8, 2021 |
| | reviewed and approved by GNC on February 15, 2022 |

* On March 8, 2022 the Board delegated authority to GNC to approve Board Policies

GVHA Board Skills & Experience Requirements Summary

Section 1: Skills and Experience Profile

1	Cruise Industry – Direct experience with or within the cruise industry, preferably at a senior management or executive level that includes a demonstrated understanding of the logistics and needs of cruise lines and their co-dependency and relationships with destination tourism.	
2	Destination Tourism – Direct experience and/or subject expertise in destination tourism, either in a senior strategic planning role, or as an owner/senior manager of a tourism business preferably with a direct interface with the cruise industry.	
3	Knowledge of Victoria Harbour & Related Issues – Current and historical knowledge of issues related to the harbour, the community and the region, including significant experience around effective engagement and consultation processes with stakeholders.	
4	Harbour Governance or Management – Executive, senior management or Board governance experience in an organization comparable to GVHA, including but not limited to a port authority or port regulator, government agency, or another organization with responsibility for harbour governance and/or management.	
5	Commercial Marine Sector – Knowledge of the needs of the deep-sea shipping industry including port management and operations, stevedoring, ship operations and support activity.	
6	Harbour Related Businesses – Owner or management experience in the operation of a moorage facility or a business that requires water access.	
7	Terminals & Transportation – Experience in and understanding of the operation of terminals that handle the transportation of people and goods by way of a connection between the sea and land, and by floatplane and helicopter.	
8	Commercial Real Estate – Experience in corporate real estate services, client advisory services, office leasing and sales, industrial leasing and sales, retail leasing, finance and mortgages, and real estate administration.	
9	Infrastructure Planning & Development – Direct experience and/or subject expertise in asset management, strategic capital planning and infrastructure development, including associated business case analysis and risk management.	
10	First Nations Relations – Understanding indigenous economic and social relationships with the community, including the history, culture and governance of the Lekwungen People.	
11	EDI : Experience promoting equity, diversity, and inclusion throughout an organization.	
12	Environment – Expertise in understanding how a company can minimize environmental impact and use its resources to educate and inform employees, customers, suppliers and other stakeholders on environmental responsibility.	
13	Business Management – Leadership experience as an owner or senior manager in a business of similar size and complexity to the GVHA.	
14	Government Relations – Experience in and understanding of the mechanics and decision making of government bodies including interacting with politicians and officials.	
15	Strategic Planning – Direct experience and subject expertise in developing corporate strategic plans and/or business plans for an organization similar in size and complexity to GVHA.	
16	Communications & Public Relations – Experience in media and/or public relations, and the effective utilization-of social media.	
17	Human Resources & Compensation – Experience as an HR professional or responsibility for HR issues within an organization of similar size and complexity to GVHA.	
18	Risk Management – Expertise in Enterprise Risk Management, including developing and maintaining a risk register, assessing the likelihood and impact of risks, and the role of risk appetite in guiding strategy, decision-making and day to day operations.	
19	Accounting & Finance – Professional accountant, CPA or equivalent qualifications, with senior experience and subject expertise in finance, accounting, audit and risk management for organizations of similar or greater size and complexity to GVHA.	
20	Legal Experience – High level of legal understanding from an experienced, practical perspective in matters relating to business, marine and real estate.	
21	Board Leadership – Significant leadership experience on other business boards and with a current understanding of leading governance practices.	