

PORT ALBERNI PORT AUTHORITY
Sections 4.17 – 4.22
Letters Patent

- 4.17 **Duties of the Board Respecting Appointment of Directors.** The Board shall perform the following functions:
- (a) develop and annually update a long-term plan for the composition of the Board, in terms of the optimal combination of skills, background or experience, which plan shall take into consideration the skills, background and experience of existing directors, retirement dates and the strategic direction of the Authority;
 - (b) at least six (6) months prior to the expiry of the term of a director appointed by the Governor in Council under subsection 4.6(a), by the municipality under subsection 4.6(b) or by the province of British Columbia under subsection 4.6(c) of these Letters Patent, provide notice to the relevant Appointing Body that the term of its appointee is about to expire and request an appointment;
 - (c) at least six (6) months prior to the expiry of the term of a User Director pursuant to subsection 4.6(d), provide notice to the Minister with a copy to the PANC that the term of such director is about to expire and request an appointment;
 - (d) provide to the PANC and to each Appointing Body the notice described in subsection 4.17(b), a current copy of the plan described in subsection 4.17(a) and also provide a profile of the skills, background and experience of the continuing directors;
 - (e) in the event a User Director ceases to hold office, the chairperson of the Board shall forthwith provide to the Minister and the PANC, and if any other director ceases to hold office, the chairperson of the Board shall forthwith provide to the Appointing Body, a written request for a new appointment to fill such vacancy together with a copy of the plan described in subsection 4.17(a) and the profile described in subsection 4.17(d); and
 - (f) throughout the entire selection process described in section 4.20 and until such time as the Governor in Council has made the required appointments to the Board, make its members available to answer any questions or inquiries from the Minister regarding the background, experience or skills required at the Board level.
- 4.18 **Port Advisory Nominating Committee.** The PANC shall conduct the activities described in sections 4.19 and 4.20 and its members shall serve without remuneration. The PANC is not a committee of the Board.
- 4.19 **Members of Port Advisory Nominating Committee.** The names of the initial members of the PANC are set forth in Schedule E attached who shall serve for an initial term of at least one year, and for no longer than three (3) years. The initial PANC will determine a rotational method of replacing its members to ensure a continuum of experienced

committee members and to avoid a complete change of all PANC members at any given time. The members of the PANC shall fill vacancies on the PANC such that the PANC consists of seven (7) members and each class of users should be represented by at least one member on the PANC.

- 4.20 **Port Advisory Nominating Committee Activities.** The PANC shall establish and administer a process for soliciting the names of nominees who would be suitable and qualified candidates to fill vacancies amongst the User Directors which process shall include:
- (a) adopting and following such other procedures, including advertising by public notice, as the PANC, in its discretion, deems appropriate to solicit candidate names;
 - (b) meeting to review and discuss all candidate submissions taking into consideration the requirements of the Act, the long-term plan and the profile of the Board described in subsection 4.17(a) and 4.17(d) respectively as to the skills, background and experience required of prospective directors;
 - (c) providing to the Minister the names of at least two (2) candidates but no more than four (4), which the PANC would recommend as persons to be nominated by the Minister to fill each User Director vacancy;
 - (d) making its members available to answer any questions or inquiries from the Minister regarding the solicitation process, particulars of candidate submissions received, the background, experience or skills of nominees, the deliberations of the PANC or any other information which the Minister requests for the purposes of the Minister providing nominations to the Governor in Council pursuant to the provisions of paragraph 14(1)(d) of the Act; and
 - (e) deleted.
- 4.21 **Scope of Process.** Nothing in the process described in section 4.20 is intended to or shall derogate from, interfere with, or substitute for, any consultation, inquiry, public input or process the Minister chooses to undertake in determining the candidates to be nominated by the Minister pursuant to provisions of paragraph 14(1)(d) of the Act. The Minister, in consultation with users, shall at all times have the flexibility and discretion to nominate as User Directors persons other than those persons recommended by the PANC to ensure an appropriate mix of Board members at all times.
- 4.22 **Procedure For Port Advisory Nominating Committee.** For the purposes of conducting the activities described in section 4.20 above, the PANC members shall elect a chairperson from amongst themselves. Meetings of the PANC may be held at any time and place and in a manner to be determined by the PANC members, provided that written notice shall be given to each member at least ten (10) days prior to the meeting unless all members agree to abridge or waive such notice. A majority of the serving members of the PANC shall constitute a quorum.