

Director Recruitment & Nomination Protocol

(Regarding City of Saskatoon Nominations to the Board of Directors of the SAA)

This Director Recruitment & Nomination Protocol (this “**Protocol**”) sets out the framework that will guide the Director recruitment, nomination, and re-nomination processes by the City in relation to the Board of the SAA.

DEFINITIONS

In this Protocol, the following defined terms have the following meanings:

- (1) “**Act**” means the *Canada Not-for-Profit Corporations Act*, as amended from time to time.
- (2) “**AGM**” means the annual general meeting of the SAA.
- (3) “**Articles**” means the Articles of Continuance of the SAA, as amended from time to time.
- (4) “**Board**” means the Board of Directors of the SAA.
- (5) “**Bylaws**” means the Bylaws of the SAA, as amended from time to time.
- (6) “**City**” means the City of Saskatoon.
- (7) “**Director**” means a member of the Board.
- (8) “**Governance Committee**” means the Governance Committee of the Board.
- (9) “**GPC**” means the Governance and Priorities Committee of City Council.
- (10) “**Matrix**” means the SAA’s Board Qualifications Matrix, which sets out the results of the Board’s determination, from time to time, of the full range of skill sets, experience, and diversity required on the Board, and which is used to ensure that Board vacancies are filled with reference to the present and future requirements of the Board.
- (11) “**Parties**” means the City and the SAA, collectively, and “**Party**” means either one of them.
- (12) “**Peer Assessment Program**” means the peer review process described and administered in accordance with the SAA’s Peer Assessment Program for Directors, as such process is amended from time to time by the Board.
- (13) “**Protocol**” means this Director Recruitment & Nomination Protocol as amended from time to time by agreement of the Parties.
- (14) “**SAA**” means the Saskatoon Airport Authority.
- (15) “**Selection Committee**” means a committee established from time to time by the Governance Committee to short-list and interview candidates to fill a Board vacancy, and to recommend one or more candidates to the Governance Committee, and to the City, as a Nominator, for appointment to the Board.

BACKGROUND

The Parties recognize that the strength and long-term effectiveness of the Board requires:

- (1) a robust director recruitment process designed to identify, assess, and recommend the nomination of new Directors by the City to the Board, and

- (2) a robust process to support recommendations to the City for the re-nomination of Board members previously nominated by the City, based on such Board member's performance.

The Parties also agree that the successful recruitment of Directors for the Board must always follow transparent, publicly advertised, non-political, and skills-based processes and procedures that comply with the requirements of this Protocol, the Articles, the Bylaws, and the Act.

COMMON OBJECTIVE

The common objective of the Parties is to ensure a high-functioning and effective Board that, collectively: (1) reflects all of the skill sets, experience, and diversity requirements identified in the Matrix, and (2) has the business acumen and experience to assist in the management of the affairs of the Corporation as an ongoing, viable, commercial enterprise.

BOARD VACANCIES

It is acknowledged that Board vacancies can arise in a number of ways, including as the result of termination of membership in the SAA, or the expiry of the term of a Board member. Board vacancies may be either planned (i.e. a scheduled retirement) or unplanned (i.e. an early termination or resignation). The procedures and timelines for addressing planned vacancies are outlined in this Protocol. An unplanned vacancy may require different procedures and/or timelines depending on the circumstances, though, to the extent possible in the circumstances, the Parties agree that the principles and the approach outlined in this Protocol are to be followed.

NOMINATION OF NEW DIRECTORS

The recruitment and nomination of new Directors to the Board will occur in accordance with the processes and timelines outlined in **Appendix A** of this Protocol, and in compliance with the requirements of the Articles, the Bylaws, and the Act.

RE-NOMINATION OF DIRECTORS

Effective Board functioning also requires that the performance and conduct of Directors must be evaluated against their statutory, common law, and other legal obligations. All Board members, including those Directors who were nominated by the City, will be evaluated by the Board for potential re-nomination ("**Re-Nomination**"), based on:

- A peer review process as described and administered in accordance with the Peer Assessment Program;
- Adherence to the Articles, the Bylaws, the Act, and all other legal obligations of a Board member;
- Attendance at, and contribution to, Board meetings and SAA Committee meetings;
- Compliance with the SAA's Statement of Core Values and Code of Conduct, and all applicable Board policies;

- Compliance with specific requirements and/or expectations for Board members as provided in approved Board and Committee Terms of Reference, and such other requirements as may otherwise be determined by the Board from time to time.

Evaluation criteria is monitored throughout the term of office of each Director. Deficiencies in meeting any evaluation criteria are to be addressed in a timely manner by the Governance Committee. An evaluation process, which includes the Peer Assessment Program, will be used by the Board (and the results, with respect to a Director who was nominated by the City, will be shared with the City in confidence if such Director is being recommended by the Board for Re-Nomination by the City).

Re-Nomination of Directors by the City to the Board will occur in accordance with the processes and timelines outlined in **Appendix B** of this Protocol, and in compliance with the requirements of the Articles, the Bylaws, and the Act.

SELECTION COMMITTEE - COMPOSITION AND PROCESSES

Composition

The Selection Committee will consist of at least three (3) members of the Board, including both the Chair and Vice Chair of the Board, if possible, as voting members of the Committee. In addition, the City will be invited by the SAA to appoint, at the City's option, one (1) voting member of the Selection Committee (provided, however, the City shall not appoint any individual to the Selection Committee: (1) who is an elected government official of any federal, provincial, or municipal government, or (2) who was an elected government official of any federal, provincial, or municipal government during the two (2) years prior to his or her appointment to the Selection Committee).

The Selection Committee will be assisted in its work by the President and CEO of the SAA who, as a non-voting member of the Committee, participates in interviews to provide advice and insight into the recommendations to be developed by the voting members of the Selection Committee.

Evaluation Process, References & Social Media Checks

The Selection Committee will use fair and transparent evaluation guidelines and procedures to rank candidates. Supporting documentation will be maintained to respond to questions by the Board or by the City. Among other criteria, the Selection Committee shall recognize that it is valuable to the effectiveness of the Board that its membership respects the diversity of the community which it serves.

In relation to certain desired skill sets (including, in particular, those involving professional designations) preference will be given to candidates having both a recognized professional designation and current experience in the relevant area of practice. In relation to a given profession, preference will also be given to candidates having significant experience and expertise in those areas of professional practice that are most applicable to the ongoing business and affairs of the SAA, and the present and anticipated requirements of the Board. Prior to making its recommendation to the City and to the Board, the Selection Committee will undertake reference checks and social media searches regarding any candidate being recommended for nomination by the City, and will seek permission from such candidates to verify the information provided and obtained.

CONFLICTS

The Parties agree that, in the event of a conflict between any of the provisions of this Protocol, on the one hand, and any of the provisions of the Articles, Bylaws, or the Act, on the other hand, the provisions of the Articles, Bylaws or the Act shall, as the case may be, prevail.

EFFECTIVE DATE AND REVIEW DATE

Following the approval of this Protocol by **City Council**, on behalf of the City, and the approval of this Protocol by the Board, on behalf of the SAA, the effective date of this Protocol shall be deemed to be **September 1, 2019** (the “Effective Date”).

The provisions of this Protocol will be reviewed by the Parties, in good faith, on or before **July 1, 2020**, to determine whether any improvements, clarifications, or other proposed changes to this Protocol are recommended by either Party prior to commencing the next Board recruitment and nomination cycle for the SAA. The Parties agree to discuss and negotiate any proposed amendments promptly and in good faith.

TERM AND TERMINATION

This Protocol, as the same may hereafter be amended by mutual written agreement of the Parties from time to time, will remain in full force and effect from the Effective Date until **June 30, 2030**. Notwithstanding the foregoing, either Party may elect to terminate this Protocol by providing the other Party with not less than twelve (12) months prior written notice of termination.

Appendix "A"
PROCEDURES AND TIMELINE
Nomination of New Directors

July - August

**Governance
Committee
Chair**

- The Chair of the Governance Committee will contact each Board member:
 - (1) who is a nominee of the City;
 - (2) who is eligible for Re-Nomination to the Board by the City, and
 - (3) whose term on the Board will expire at the next AGM;
 to determine his or her interest in Re-Nomination by the City to the Board.

September

**Governance
Committee
Meeting**

The Governance Committee will do the following:

- Identify all Board members:
 - (1) who are nominees of the City;
 - (2) whose term on the Board will expire at the next AGM; and
 - (3) who are either: (A) ineligible for Re-Nomination, or (B) have indicated that they do not desire Re-Nomination by the City to the Board.
- Review the Matrix and identify any recommended changes to the Matrix for approval by the Board at the September Board meeting.
- Confirm, using the Matrix, the skill sets to be sought in relation to any new Board member to be nominated by the City, and will review the SAA's Director Recruitment Name Bank for potential candidates having those skill sets/characteristics so that such potential candidates are notified of the opportunity should they wish to submit an application to the City.
- Determine if any additional Board succession issues should be considered.

September

**Board
Meeting**

The Board will do the following:

- Consider the recommendations of the Governance Committee regarding proposed changes to the Matrix, if any, and adopt any changes to the Matrix deemed appropriate by the Board.
 - Approve the form and content of the communication to be provided to the City on behalf of the SAA regarding each of the following matters:
 - (1) The pending vacancy (or vacancies) on the Board that are to be filled by the City as a Nominator.
 - (2) The identified skill sets being sought in relation to the new Board member that is to be nominated by the City.
 - (3) The proposed form of public advertisement. (See the sample advertisement attached as **Appendix C**).
 - (4) A request for the City's assistance in making the opportunity known to the public.
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- (5) Offering the opportunity for the City, at its option, to appoint one (1) representative of the City to sit on the Selection Committee as a voting member of the Committee.
 - (6) Inviting the City to actively encourage all potential candidates, who fulfill the applicable skill set requirements, to submit applications for the upcoming Board position(s).
 - Invite members of the Board, and the SAA's President and CEO, to actively encourage all potential candidates, who fulfill the applicable skill set requirements, to submit applications for the upcoming Board position(s).
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October

Joint City & SAA Obligations

- The City and the SAA will agree on the final form of advertisement regarding the upcoming Board vacancy (or vacancies), which advertisement will be published in the StarPhoenix. (**Note:** Unless otherwise agreed by the Parties, all applications are to be submitted to the City, and the deadline for receipt of applications shall, unless otherwise agreed between the City and the SAA, not be later than the last business day in October).
- The City and the SAA will also identify and agree upon any additional forms of advertising, media forums, and other distribution methods to be used (in addition to the advertisement placed in the StarPhoenix, on the City's website, and on the SAA's website) to help make the opportunity known to the public.

City Obligations

- The City will post a notice of the upcoming Board vacancy (or vacancies) on the City's website.
- The City will provide all Saskatoon public libraries and civic centers with relevant information regarding the opportunity for distribution to the public.
- The City Clerk will confirm to the SAA, in writing, the name and contact information of the City's appointee to the Selection Committee, if any, by not later than the last business day in October.

Governance Committee Obligations

- The SAA will confirm the names of its representatives on the Selection Committee by not later than the last business day in October.
 - The SAA will post a notice of the upcoming Board vacancy (or vacancies) on the Skyxe website.
 - The SAA will contact those individuals, if any, listed on the SAA Director Recruitment Name Bank who possess the required skill sets being recruited for, to advise them of the opportunity should they wish to submit an application to the City.
 - As and when applicable, the SAA will also contact appropriate professional organizations (e.g. The Law Society of Saskatchewan, the Chartered Professional Accountants of Saskatchewan, the Association of Professional Engineers and Geoscientists of Saskatchewan, or the Chartered Professionals in Human Resources Saskatchewan) to request assistance from such organizations with advertising the opportunity to their members.
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November

City

- The City Clerk will forward to the SAA complete copies of all applications received by the City, so that the Selection Committee can engage in, and complete, its internal candidate review process during the month of November.
- The City Clerk will ensure that all such applications are delivered to the SAA not later than the last business day of the first week in November.

Selection Committee

- The Selection Committee will meet to:
 - (a) prepare a short list of candidates to interview;
 - (b) conduct interviews of all short-listed candidates; and
 - (c) recommend the highest ranked candidate and the 2nd highest ranked candidate to the Governance Committee for submission to the City as Nominator (or, alternatively, shall determine if further recruitment efforts are required).
- A weighted "tracker grid" will be used to assist the Selection Committee in ranking each of candidates interviewed. The Selection Committee will revise the tracker grid on a case-by-case basis to properly reflect the desired skill sets, and other core competencies, being sought by the Board.
- The Selection Committee will confirm the name of the highest ranked candidate and the 2nd highest ranked candidate to be recommended to (1) the City (via the GPC), in its capacity as Nominator, and (2) to the Board.
- If necessary, a special meeting of the Board will be convened to consider and approve the Selection Committee's recommended candidates to the Board (or, alternatively, such approval may be obtained by unanimous written resolution of the Board).

Governance Committee

- After the SAA has completed the interview and vetting process, the Governance Committee will return all applications to the City Clerk, along with a summary report to the GPC outlining the recommendation for appointment for consideration by the GPC, including the reasons as to why the highest ranked candidate is preferred. Sufficient biographical information, and information arising out of the Selection Committee's candidate review and interviewing process, will be provided as part of the report to ensure that the GPC can make informed recommendations to City Council.
- The Governance Committee will submit its summary report and recommendations to the City Clerk's Office not later than the first business day in December.

December

**City
(via the GPC)**

- The GPC will meet to consider the SAA's highest ranked candidate and 2nd highest ranked candidate for potential nomination by the City to the Board (based on, and following receipt of, the report and recommendations of the SAA).
 - The GPC will, via the City Clerk's office, notify the SAA (via the Chair of the Board) if there are any questions or concerns regarding the candidates, including a written report outlining the GPC's questions, and the basis for any concerns. In such an event, representatives of the SAA will be provided the opportunity to respond in
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writing and to appear, in person, before the GPC to answer any questions and address any concerns identified by the GPC.

December - January

City (via the GPC)

- The GPC, via the City Clerk's office, will provide written confirmation to the SAA that it has either:
 - (1) Accepted the recommendation of the SAA and is, as Nominator, nominating either the highest ranked candidate or the 2nd highest ranked candidate as the successful candidate for appointment to the Board at the upcoming AGM; or
 - (2) Rejected both of the candidates recommended by the SAA (and, in such an event, the City will provide a written explanation to the SAA outlining the basis for such rejection).
 - In the event that the highest ranked candidate and the 2nd highest ranked candidate are both rejected by the City then, unless otherwise agreed between the SAA and the City, the entire recruitment and nomination process will be re-conducted.
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February - AGM

- The Parties will monitor the process as needed.
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AGM (April/May)

- All new Directors nominated by the City in accordance with this Protocol are elected to the Board, and appointed as Members of the SAA, for a term of three (3) years (unless a shorter term is otherwise required in accordance with the Bylaws or unless otherwise agreed between the Parties in writing).
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Appendix “B”
PROCEDURES AND TIMELINE
Re-Nomination of Directors

August

**Governance
Committee
Chair**

- The Chair of the Governance Committee will contact each current Board member:
 - (1) who is a nominee of the City;
 - (2) who is eligible for Re-Nomination by the City, and
 - (3) whose term on the Board will expire at the next AGM;
 to determine his or her interest in Re-Nomination by the City to the Board.

September

**Governance
Committee
Meeting**

- The Governance Committee will confirm the names of those Board members:
 - (1) who are nominees of the City;
 - (2) whose term on the Board will expire at the next AGM; and
 - (3) who are eligible for Re-Nomination and have indicated they desire Re-Nomination by the City to the Board.
- The Governance Committee will evaluate any Directors who are eligible for Re-Nomination based on:
 - (1) the results of the Peer Assessment Program; and
 - (2) against the other criteria outlined in this Protocol, or as deemed appropriate by the Board,

and the Governance Committee will make a recommendation to the Board accordingly.

September

**Board
Meeting**

- The Board may confirm or reject the recommendation of the Governance Committee.
 - The Governance Committee Chair will meet with any Board member who is not being recommended for Re-Nomination to review the reasons for the Board’s decision.
 - If the Re-Nomination of a City nominee by the City, and his or her reappointment to the Board, is not being recommended by the Board, then:
 - (1) the SAA will notify the City in writing, via the City Clerk’s office, accordingly; and
 - (2) the process established in this Protocol for filling Board vacancies (i.e. the process set forth in **Appendix A** above) will be followed.
 - If Re-Nomination of a City nominee is being recommended by the Board, the SAA will submit to the City Clerk’s Office for consideration by the GPC:
 - (1) the relevant performance evaluation(s) arising out of the Peer Assessment Program (which evaluation(s) are to be received and maintained by the City on a confidential basis) regarding the Director being recommended by the Board for Re-Nomination by the City;
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	<ul style="list-style-type: none"> (2) updated biographical information (in the form of an updated resume or <i>curriculum vitae</i>) regarding the Director being recommended by the Board for Re-Nomination by the City; and (3) the recommendation of the Board for Re-Nomination of such Director. • The relevant information and recommendations regarding Re-Nomination will be submitted to the City Clerk's Office no later than the first business day of December.
December	
City (via the GPC)	<ul style="list-style-type: none"> • The GPC will meet to approve or reject the Re-Nomination of the Director being recommended by the Board following receipt of the Re-Nomination recommendation from the SAA. • The GPC will, via the City Clerk's office, notify the SAA (via the Chair of the Board) if there are any questions or concerns regarding the proposed Re-Nomination of the Director, including a written report outlining the GPC's questions, and the basis for any concerns. In such an event, representatives of the SAA will be provided the opportunity to respond in writing and also to appear, in person, before the GPC to answer any questions and address any concerns identified by the GPC.
January	
City (via the GPC)	<ul style="list-style-type: none"> • The GPC, via the City Clerk's office, will provide written confirmation to the SAA that it has either: <ul style="list-style-type: none"> (1) Accepted the recommendation of the Board and is, as Nominator, re-nominating the Director for re-appointment to the Board at the upcoming AGM; or (2) Rejected the Director recommended by the Board for Re-Nomination (and, in such an event, the City will provide a written explanation to the SAA outlining the basis for such rejection). <p>In the event that a Director recommended by the SAA for Re-Nomination has been rejected by the City then, unless otherwise agreed between the SAA and the City, the recruitment and nomination process established in this Protocol for filling Board vacancies (i.e. the process set forth in Appendix A above) will be followed.</p>
February - AGM	
	<ul style="list-style-type: none"> • The Parties will monitor the process as needed.
AGM (April/May)	<ul style="list-style-type: none"> • All Re-Nominated Directors are elected to the Board, and appointed as Members of the SAA, for a term of three (3) years (unless a shorter term is otherwise required in accordance with the Bylaws or unless otherwise agreed between the Parties in writing).

Appendix “C”
Sample form of Advertisement

Saskatoon Airport Authority
Board Vacancy

The City of Saskatoon (the “City”), in its capacity as a Nominator, and the Board of Directors (the “Board”) of the Saskatoon Airport Authority (the “SAA”), are soliciting interest from qualified individuals to fill an [upcoming] vacancy on the SAA Board beginning in May, 20[---].

Prospective SAA Board members will be evaluated against certain established criteria for Board membership (see the SAA website, www.skyxe.ca, under By-laws) encompassing career experience, education, and certain requisite skill sets. The City and the Board both recognize that it is valuable to the effectiveness of the Board that its membership respects the diversity of the community that it serves.

In this recruitment cycle the SAA Board is in need of an individual having a professional designation as [-----] and significant experience in the areas of [-----]. Further information, including term details and frequency of meetings, will be provided upon request. In that regard, please contact [-----] at the SAA office for additional information.

If you meet the qualifications above and wish to be considered for nomination by the City to the Board, please forward your resume by not later than [-----], 20[-----] to:

City of Saskatoon

222 - 3rd Avenue North,
Saskatoon, SK
S7K 0J5

Attention: City Clerk

Phone: 306.975.3240

Email: joanne.sproule@saskatoon.ca

City website: www.saskatoon.ca

SAA website: www.skyxe.ca