

## **Background**

The Toronto Port Authority, doing business as PortsToronto (hereinafter, "**PortsToronto**"), is a federal government business enterprise established pursuant to the *Canada Marine Act* (the "**Act**") and letters patent (the "**Letters Patent**") issued by the federal Minister of Transport, as supplemented or amended from time to time. As successor to the Toronto Harbour Commissioners, PortsToronto proudly owns and operates Billy Bishop Toronto City Airport, which welcomes more than two million passengers each year; the Outer Harbour Marina, one of Canada's largest freshwater marinas; and Terminals 51 & 52, which provide marine transportation, distribution, storage and container services to businesses at the Port of Toronto.

Our mission is to effectively manage the Billy Bishop Toronto City Airport, the Port of Toronto, and the Outer Harbour Marina on a self-sustaining basis, allowing us to reinvest funds into transportation infrastructure, marine safety, environmental protection and community programs. Through the successful pursuit of this mission, we play an important role in the economic growth and sustainable future of Toronto.

As guardian and steward of Toronto's waterfront resources, we work closely with the broader waterfront community to ensure that our assets will provide prosperity and enjoyment for future generations.

PortsToronto is accountable to the federal government through Transport Canada, and is guided by a nine-member board of directors (the "**Board**") composed of individuals appointed by all levels of government — federal, provincial and municipal. Six members of the Board (the "**User Directors**") are appointed by the federal Minister of Transport in consultation with committees representing four user groups identified in PortsToronto's Letters Patent — Class 1 (Port Operations), Class 2 (Airport), Class 3 (Commercial), and Class 4 (Recreational).

The Board is broadly responsible for setting the strategic direction for, and overseeing the conduct and operations of, PortsToronto. As a part of the Board's overall responsibility for the stewardship of PortsToronto, the Board appoints PortsToronto's officers, monitors management's performance, ensures internal controls are in place to manage risks associated with PortsToronto's business, and ensures protection of PortsToronto's finances and the accuracy of its financial reporting.

Further details about PortsToronto may be found on our website at [www.portstoronto.com](http://www.portstoronto.com).

## **Position Description**

The Nominating Committee of PortsToronto's Class 2 (Airport) User Group (the "**Committee**") is currently seeking a qualified candidate to join PortsToronto's Board of Directors as a User Director. The Committee is seeking an individual with expertise and experience in one or more of the following areas:

- Aerospace and/or airport or aviation experience (including but not limited to airline operations, private pilot experience, etc.)
- Civil engineering
- Environmental engineering, planning, compliance, protection, etc.
- Legal

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In addition to the foregoing qualifications, interested candidates should also meet the following criteria:

- A degree from a recognized university in a relevant field of study, or an acceptable combination of equivalent education, job-related training or experience;
- Experience serving as a member of a board of directors for a public or private sector organization or as a senior executive answerable to stakeholders in the public or private sector;
- Experience in implementing modern corporate governance principles and best practices in a culture of accountability and transparency;
- Experience in managing human and financial resources;
- Experience in the transportation sector or business community (preferably aviation and/or marine); and
- Experience in one or more of the following areas: project management; engineering; marine or rail transportation; public relations; law; communications; community relations; or stakeholder engagement.

*If you are selected for an interview, the following criteria will be assessed:*

### **A. Knowledge, Skills and Abilities**

- Knowledge of the mandate and business activities of PortsToronto and a good understanding of the legislative environment in which it operates;
- Knowledge of corporate governance and best practices;
- Knowledge of human resources management;
- Financial literacy;
- Knowledge in one or more of the following areas may be required:
  - operation of an airport and/or port;
  - international trade;
  - law;
  - project management practices;
  - accounting designation, finance, business administration, commerce or economics;
  - real property management and strategic planning;
  - information technology and cyber security in a marine environment; and
  - innovation.
- Ability to anticipate emerging issues and lead organizational change;
- Ability to develop effective working relationships with other Board members, PortsToronto's business partners and stakeholders; and
- Superior communication skills, both written and oral.

### **B. Personal Attributes**

- Sound judgment;
- High ethical standards and integrity;
- Superior interpersonal skills;
- Tact and diplomacy; and
- Strategic thinker.

## **C. Additional Considerations**

In keeping with the federal government's new approach to public appointments (transparent, merit based and representative of Canada's diversity), the Committee will consider bilingual proficiency and diversity in assessing candidates for this position. You are therefore encouraged to include in your application information respecting your gender, ethnicity/Aboriginal status, disabilities, language proficiency, age and geographic background.

### **Time Commitment**

Interested candidates should be willing to participate in a schedule of Board meetings as stipulated by PortsToronto, as well as participating in sub-committees, annual general meetings or other such duties as may be required.

### **Persons Ineligible for Appointment**

The Act stipulates that the following individuals may not be appointed as directors of a port authority:

- a. an individual who is a mayor, councillor, officer or employee of a municipality mentioned in the Letters Patent;
- b. an individual who is a member of the legislature of a province, or an officer or employee of the public service or of a Crown corporation of a province, mentioned in the Letters Patent;
- c. a Senator or a member of the House of Commons;
- d. an officer or employee of the federal public administration, a federal Crown corporation or a port authority;
- e. an individual who is not a resident Canadian, as defined in subsection 2(1) of the *Canada Business Corporations Act*;
- f. an individual who is a director, officer or employee of a person who is a user of the port;
- g. an individual who is under eighteen years of age;
- h. an individual who has been declared mentally incompetent by a court in Canada or elsewhere; or
- i. an undischarged bankrupt.

In addition, no person is eligible to be appointed as a director within twelve months after the expiration of their term or renewed term.

### **Recommendation for Appointment**

The Committee will forward information on each candidate along with its recommendations for appointment to the Minister of Transport. User Director nominations are subject to the discretion of the Minister of Transport and final appointment by the Governor in Council.

If you are appointed to this position you must comply with the Ethical and Political Activity Guidelines for Public Office Holders throughout your appointment. The guidelines are available on the Governor in Council Appointments website, under Forms and reference material.

Additional conditions may apply.