



Vancouver Airport Authority

Human Resources Committee Terms of Reference

Purpose

The Human Resources Committee (the “Committee”) assists the Board in fulfilling its responsibility to oversee human resources policies and initiatives to ensure that they are aligned with strategic plans, support operational effectiveness, efficiency and innovation, and promote a diverse, inclusive, and welcoming workplace that allows our people to soar.

Responsibilities

The following responsibilities are recurring activities performed by the Committee, with the understanding that the Committee may carry out modified or additional functions as may be appropriate in response to changing business, legislative, or regulatory conditions and other responsibilities or duties delegated to the Committee by the Board:

Culture, Talent and Diversity

- a) Provide input on human resources strategies and policies, including the creation of a clearly defined culture aligned with our overall strategy.
- b) Provide input on our employee value proposition.
- c) Provide input on talent strategy, including development and retention planning and programs to support a continuous learning mindset.
- d) Provide input on plans and programs to integrate diversity, inclusion and belonging into the corporate culture and practices.
- e) Monitor and provide advice on labour relations and collective bargaining approaches.
- f) Annually review (or more often if needed) the policies and procedures in place to monitor matters pertaining to Respect in the Workplace programs and the status of any complaints thereunder.
- g) Annually review (or more often if needed) the status of any whistleblower complaints related to personnel matters.

CEO Performance and Succession Planning

- h) Develop and conduct the annual CEO Performance Evaluation Process and report the results to the Board.

- i) Annually review the Airport Authority's succession plans and contingency preparedness for the CEO and Executives and recommend for Board approval changes to succession plans as necessary.
- j) Review CEO outside commitments. The Committee Chair and the Board Chair will review with the CEO any substantial outside commitments that the CEO is considering before the commitment is made. This includes acting as a director or trustee of for-profit, not-for-profit, or government organizations.

Compensation

- k) Review and recommend for Board approval annual compensation for the CEO.
- l) Review and recommend for Board approval short term (STIP) and long term (LTIP) Incentive plan design.
- m) In consultation with the CEO, review and recommend for Board approval the CEO and Executives' performance measures for the applicable STIP fiscal year.
- n) Prior to the start of each LTIP cycle, review and recommend for Board approval the CEO and Executives' performance measures for that cycle.
- o) Assess and recommend for Board approval CEO and Executives' achievement of STIP and LTIP performance measures and target payouts at the completion of each STIP fiscal year or LTIP cycle, as applicable.
- p) At least every three years, review and recommend for Board approval the compensation philosophy for the CEO and Executives' total rewards package.
- q) Retain external consultants to advise on the compensation philosophy for the CEO and the Executives and review consultant reports and recommendations to ensure alignment with the Airport Authority's compensation principles, objectives, and risk profile.

Pension Plans

- r) Monitor significant changes to Executive and employee pension plans and supplemental plans to ensure market competitiveness.

Composition

Members of the Committee are appointed by the Board and the Committee will be comprised of at least three Directors, one of whom will be the Board Chair. The VP Human Resources will be secretary to this Committee and the Committee Chair will record decisions and recommendations when the Committee meets *in camera*. The Board may fill a vacancy that occurs in the Committee at any time.

Meetings

The Committee shall meet as required, but not less frequently than three times per calendar year. The Committee shall determine its own procedures for the conduct of the meetings and other Directors are welcome to attend.

Reporting

Minutes of all meetings will be made available to the Board. The Chair will provide a report to the Board on matters of strategic importance discussed at the Committee meeting as well as any matters not yet minuted. Supporting information reviewed by the Committee will be available for examination by any Director through the board portal.

The Committee will review and recommend changes to these terms of reference as appropriate from time to time.

Version Number	Effective Date
Version 4	17 September 2025