

Windsor Port Authority

Board Director Recruitment Briefing

JULY 2020

Windsor Port Authority

Canada



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1.0 Organization overview

Windsor Port Authority

The Windsor Port Authority (WPA) is a non-shareholder, financially self-sufficient corporation, established by the Government of Canada in July 1999, in accordance with the *Canada Marine Act*, and accountable to the federal Minister of Transport.

WPA is governed by a Board of Directors. The Board makes independent and timely decisions based on strategic plans with a focus on the operational needs of port users and is guided by a vision for on-going prosperity for Windsor-Essex's economy, environment and community.

WPA is responsible for the stewardship, administration and development of the land, water and assets within its jurisdiction, including administration of over the 21.2 kms (13 miles) of Windsor shoreline. Within the Windsor Port Authority jurisdiction there are marine terminals, parkland, and residential neighbourhoods. The industrial/marine facilities are largely concentrated in the western portion of the Port.

The Board of Directors are appointed by Canada (5), Ontario (1), and the City of Windsor (1), and operations are led day-day by the President & CEO, appointed by the Board.

Economic Impact

The Port of Windsor is a dynamic gateway for domestic and international trade and tourism. As Ontario's third largest port, the Port of Windsor receives more than 600 ships annually, delivering on average more than 5 million tonnes of aggregate, salt, steel and grain to Windsor-Essex, ports across the Great Lakes, and into Europe. Each day, more than 800 people come to work at the 14 terminals of Port Windsor, and another 1500 jobs within the Windsor-Essex region depend on the operations of Port Windsor. In addition, the Port of Windsor collectively generates more than \$40 million in payroll, and makes more than \$40 million in local purchases of goods and services. The Port of Windsor serves as a major economic engine that strengthens the Canadian economy.

Community and Partnerships

The Port Authority has established many strategic partnerships to support on-going economic, environmental and community-based prosperity for the Windsor-Essex region and to create efficiency within its daily operations. These partners include economic agencies, law enforcement agencies, academia, elected officials, municipalities, and community organizations.

Infrastructure

The Port of Windsor is serviced by land, water and rail. It offers direct access to the Ontario and U.S. highway systems with interconnecting service provided by major trucking lines. Within the Port of Windsor there are currently two international crossings into the U.S with a third presently under construction. Windsor Port Authority's location is a key strategic advantage for future business development as a transportation hub.

Terminals

The Port of Windsor boasts 14 terminals, with a wide range of products such as aggregates, cement, salt, grain, steel, and petroleum.

COMMODITY (in 000's)	2019	2018	2017	2016	2015	2014	2013	2012	2011	2010
Salt	2,171	2,174	2,188	1,820	2,177	2,474	2,060	2,225	2,517	2,380
Aggregates	1,512	1,597	1,628	1,695	2,420	1,643	2,957	2,351	1,576	2,108
Grain	707	879	749	706	568	775	622	493	533	444
Petroleum	181	278	257	268	260	311	247	218	308	274
General Cargo	146	253	259	279	217	230	142	168	138	119
TOTAL TONNAGE	4,717	5,181	5,081	4,768	5,642	5,433	6,028	5,455	5,072	5,325

2.0 Vision, Mission and Strategic Issues

Vision

Connect Windsor-Essex to the World.

Mission

Port Windsor will be the catalyst that transforms the future of the Windsor-Essex region as a hub of integrated international transportation.

Strategic Issues

In 2019, the Board adopted a new Strategic Plan with five (5) major themes:

1. *Economic Growth and Development*
2. *Brand and Corporate Identity*
3. *Community Partnerships*
4. *Financial Sustainability*
5. *Excellence in Governance*

Each Strategic Theme contains several objectives to be achieved within the current, and next several years.

The Board accomplished more than 92% of its objectives in the first year of the Plan (2019/2020).

3.0 Corporate governance

Legal framework

Pursuant to the *Canada Marine Act*, the Board is responsible for the stewardship of WPA and for the management of WPA's business and affairs. The Board operates by delegating to management certain of its authorities, including spending authorities, and by reserving certain powers to itself. Board Directors serve part-time and thus, the Board's role is one of governance and oversight of WPA.

Although Directors are appointed by the Minister upon recommendation from the Users' Group (port terminal operators and marine services), the Governor-in-Council, and by the appointing bodies (Ontario and Windsor), once appointed for their special expertise or a point of view to Board deliberations, the best interests of WPA are paramount at all times.

Board Governance

WPA's Board Directors are appointed by the Minister/Governor-in-Council, and by the Appointing Bodies. The Board of Directors consists of seven members with a broad range of experience and expertise. The individual members also contribute as members of committees of the Board to assist the Board in developing and furthering its mandates and its guiding principles.

The Board of Directors guides WPA in fulfilling its mandate, and sets the direction for WPA. The Board approves the corporate vision, mission and policies to guide the Corporation. The Board sets goals for corporate performance and these goals and associated objectives are the basis upon which accountability and performance are evaluated. Performance against these goals and objectives is reviewed annually.

The governance processes and guidelines outlining how the Board will carry out its duties of stewardship and accountability are set out in the Act, Regulations, and Board policies.

The Board maintains an analytical framework for assessing desired competencies, expertise, skills, background and personal qualities that are sought in potential candidates for the Board. This framework (skills matrix) is shared with the Nominating Committee and all appointing bodies.

All directors should be independent of WPA; that is, independent of management and free from any relationship that might interfere with the exercise of their independent judgment as a director. To be considered independent, the individual must:

- not serve as an employee or executive officer of WPA;
- not receive any compensation from WPA other than for services as a Director;
- not be an officer or owner of a business that does a significant amount of business with WPA;
- not be a close relative of an executive officer or Director;
- meet any additional independence criteria established from time to time by the Board; and
- not be in conflict of interest situation that is not acceptable to the Governance Committee.

Directors are appointed to hold office for a term of not more than three years, and for not more than nine consecutive years. To ensure continuity, the Board seeks to ensure that no more than half of the directors' terms expire in any one year.

Board's Approach to Corporate Governance

The Board's governance role involves participation in the creation of a strategic planning process, reviewing and approving WPA's strategic direction and related land use, business and annual operating and capital plans, appointing a competent President & CEO, overseeing WPA's business and activities, reviewing WPA's material risks, and developing a Board succession planning process. The Board is committed to conducting business in a professional, legally responsible and ethical manner.

Current Board of Directors

Name	Appointing Body	Board Designation	Committee Membership	Term (Expiration Date)
Walter Benzinger	Canada	Chair	Finance	June 26, 2020
Anthony Mascaro	City of Windsor	Vice-Chair	Governance	June 30, 2021
Barry Fowler	Ontario	Director	Finance	August 15, 2019
Bianca DeLuca	Canada: User Group	Director	Governance (Chair)	February 4, 2018
Karen Behune Plunkett	Canada: User Group	Director	Governance	June 28, 2020
Tom O'Brien	Canada: User Group	Director	Finance (Chair)	June 28, 2020
Thomas Porter	Canada: User Group	Director	Finance	June 28, 2021

Windsor Port Authority Team

WPA's team consists of the following individuals:

- **Steve Salmons**, President & Chief Executive Officer
- **Lindsay Thiessen**, Director of Finance & Administration
- **Peter Berry**, Director of Operations & Harbour Master
- **Liz DiMenna**, Administrative Assistant

4.0 Nominating committee

The **Nominating Committee** is an advisory committee that provides advice to the Minister with respect to four (4) vacant director positions, recommended by the Users' Nominating Committee, appointed by the Governor-in-Council. The Nominating Committee consist of five (5) member representatives of certain classes of users of the Port within the domain of WPA.

The Committee reviews candidate submissions and then makes recommendations to the Minister of the Nominating Committee's identified suitable candidates. The Minister then seeks Governor-in-Council approval for the candidate. This process can take up to three to four months to complete.

Notwithstanding the obligation of the Minister to consult with the Nominating Committee, the Minister retains flexibility and discretion to appoint persons other than those persons recommended by the Nominating Committee to ensure an appropriate mix of Board members at all times.

Nomination Process

1. The Board is committed to an open, transparent, and merit-based selection process to help ensure that people of all gender identities, Indigenous peoples, racialized people, persons with disabilities, and minority groups are reflected in governance and leadership positions
2. The Canada Marine Act and the Letters Patent prescribe the requirements for nomination of a Director. The Canada Marine Act designates the President to administer and facilitate the nomination process. The Board shall ensure the President fulfils the obligation under the Act.
3. Women's groups, Indigenous communities, and diversity groups should not only be considered, but actively recruited in the selection process.
4. The positions must be publicly advertised and must include, at a minimum, the Port's website and social media, and parallel posting on Transport Canada's website.
5. Annually, each of the five (5) classes of Port Users shall nominate one representative to form the Nominating Committee.
6. The Board shall also identify 'high-performing' incumbent Directors for consideration for re-appointment.

7. In evaluating candidates for merit, there will be a formal assessment of candidates undertaken with the goal of identifying highly qualified individuals from diverse fields who possess the attributes and competencies required for user director positions (including the skills matrix). The recommended individuals should meet all eligibility requirements prescribed in the Canada Marine Act and the Letters Patent
8. The objective, in all cases, will be to provide the Minister with a short list of eligible candidates from which to base the recommendation to the Governor -in Council. The list must include the names of at least three well-qualified and eligible candidates for each open position.

The Minister is not compelled to accept any of the recommendations of the Committee.

5.0 Remuneration and expenses

The Board is responsible for setting Director compensation. Director remuneration falls in the following three categories:

- a) annual stipend;
- b) per meeting fee compensation for attending meetings and other work performed on behalf of WPA; and
- c) reimbursement for reasonable expenses incurred in connection with authorized work performed on behalf of WPA.

Directors receive the following annual stipend (as of January 1, 2020):

- a) for the Board Chair, \$19,400;
- b) for the Vice-Chair, \$14,550;
- c) for Committee Chairs, \$12,804;
- d) for Directors, \$9,700.

Directors also receive \$575 for attending regular board meetings, \$425 for attendance at each Committee meeting. Payments are issued quarterly for all remuneration.

6.0 Time commitment

The Board meets up to twelve times per calendar year, at the call of the Chair. The Board meetings are typically two to three hours in duration. Agenda items are available to each director the Friday before the scheduled Board meeting (through a web portal), containing an index and documentation for all matters to be dealt with at the meeting. Directors are provided with a port issued iPad. In addition to the regularly scheduled Board Meetings, the Board attends a one-day retreat to discuss strategic issues. Other meetings may be scheduled as necessary. Directors are encouraged to participate at WPA special events as available.

The Finance Committee meets four times per calendar year, and the Governance Committee meets two or more times per calendar year, each at the call of the Committee Chair. These meetings are typically held the day prior to the scheduled Board meetings, or immediately following a scheduled Board meeting. Other meetings may be scheduled as necessary.

Board Committees

The Port has the following two committees with respective duties. Each director is typically a member of one committee:

Finance Committee

Purpose: To fulfill its statutory duty to assist the Board of Directors in fulfilling its obligations and oversight responsibilities relating to financial planning, the audit process, the special examination process, financial reporting, the system of corporate controls and risk management and when required, making recommendations to the full Board for approval.

Governance Committee

Purpose: To develop and recommend to the Board a set of corporate governance principles; make recommendations regarding the size, composition and charters of the committees of the Board; assist the Board and Board committees with the annual self-evaluation process; develop and recommend to the Board the Board Profile, the Director Recruitment Profile and Board Succession Plan; develop and oversee a process to respond to Appointing Bodies enquiries regarding potential Board candidates as appropriate; administer WPA's Code of Conduct; and provide guidance and support for the port's community and environmental strategies and initiatives.

7.0 Board Skills and Experience

Given the Board’s strategic priorities, and the associated challenges and opportunities, the Board members, as a group, should possess the following skills and experience, with each director contributing knowledge, experience, and skills in at least two domains:

Skills	Experience
<i>Board Governance</i>	The responsibility to provide policy direction, oversight, and shared accountability for results to the designated or intended stakeholders
<i>Strategic Planning</i>	The process of identifying priorities and expectations toward desired goals, objectives and outcomes
<i>Risk Management</i>	The identification, assessment and reduction of threats to the corporation’s capital, earnings, and business sustainability
<i>Financial Performance Leadership</i>	A fiduciary responsibility to ensure that policies and processes meet the short-term and long-term financial needs of the corporation
<i>Government/Regulatory Leadership</i>	The effective anticipation, response and influence of senior government laws and regulations directly affecting or limiting the actions of the corporation
<i>Business Development</i>	The strategic identification of opportunities to expand or grow the business of logistics and trade
<i>Senior Executive Leadership</i>	Persons who have actively participated in the daily leadership required for an organization to succeed

Furthermore, the matrix would include a 3-factor gradient within each core competency: 1. Working Experience; 2. Extensive Experience, and; 3. Expert/Professional Credentials.

The required competencies are expected to change over time in relation to WPA’s evolving strategic goals and objectives. The Board Composition Profile is reviewed and updated annually.

For more information on WPA, please visit: www.portwindsor.com