

ARTICLES OF THE SOUTH COAST BRITISH COLUMBIA TRANSPORTATION AUTHORITY

These Articles are established by the Board of Directors of the South Coast British Columbia Transportation Authority (TransLink) pursuant to Section 190(3) (f) of the *South Coast British Columbia Transportation Authority Act*.

1. BOARD CHAIR

- 1.1 The Board Chair or his/her designate will preside at all meetings.
- 1.2 If the Board Chair or his/her designate is not present within fifteen (15) minutes of the time appointed for holding the meeting or if the Board Chair or his/her designate has advised the Corporate Secretary that he/she will not be present at the meeting, the directors present at the meeting shall choose one of their number to chair the meeting.

2. MEETINGS

- 2.1 In accordance with Section 9, the board will allot one hour on the day of a regular board meeting to receive input from the public.
- 2.2 Except as specified in Section 2.1, board meetings will be held in the absence of the public unless the board, in its sole discretion, invites others to attend for all or part of the meeting.
- 2.3 The directors may meet together for the dispatch of business as they think fit.

3. NOTICES OF MEETINGS

- 3.1 A director may, by making a request to the Board Chair or the Corporate Secretary, call a meeting of the board at any time.
- 3.2 Upon receiving a request to call a meeting, the Board Chair or the Corporate Secretary shall give reasonable notice of the meeting specifying the place, day and hour of such meeting by mail or by electronic means to the address provided by each director.
- 3.3 Accidental omission to give notice of a meeting to, or the non-receipt of notice of a meeting by, any director shall not invalidate the proceedings at the meeting.

4. QUORUM

- 4.1 The quorum necessary for the transaction of the business of the board shall be a majority of the board members.

5. VOTING

- 5.1 Questions arising at any meeting shall be decided by a majority of votes of those directors present.
- 5.2 The Board Chair is entitled to vote on all business coming before a meeting of the board.

- 5.3 In the case of an equal number of votes for and against a question, including the vote of the Board Chair, the question shall be defeated.

6. TELECONFERENCING/VIRTUAL MEETINGS

- 6.1 A director may participate in a meeting of the board by means of virtual meeting technology, conference telephones or other communications facilities by means of which all directors participating in the meeting can hear each other and provided that the Chair agrees to such participation.
- 6.2 A director participating in a meeting in accordance with this section shall be deemed to be present at the meeting and shall be included in the determination of quorum and be entitled to speak and vote.

7. CONSENT RESOLUTIONS

- 7.1 A resolution consented to in writing by all the directors, whether by e-mail, facsimile or other electronic transmission, shall be as valid and effectual as if it had been passed at a meeting of the directors duly called and held.
- 7.2 Such resolution may be in two or more counterparts which together shall be deemed to constitute one resolution in writing. Such resolution shall be filed with the minutes of the proceedings of the directors and shall be effective on the date stated thereon or on the latest date stated on any counterpart.

8. PUBLICATION OF BOARD MATERIAL

- 8.1 The Corporate Secretary will publish a list of the items being considered by the board at an upcoming meeting on the TransLink website, five days in advance of the meeting. Decisions on matters that are deemed confidential by the Board Chair will not be published.
- 8.2 The Corporate Secretary will post a summary of any decisions made by the board and management reports of financial results considered by the board to the TransLink website, within seven days of the conclusion of a board meeting. Decisions on matters that are deemed confidential by the Board Chair will not be published.
- 8.3 The Corporate Secretary will publish the Chief Executive Officer's report, excluding the content that is deemed confidential by the Chief Executive Officer, on the TransLink website within seven days of the conclusion of the board meeting.

9. PUBLIC INPUT

- 9.1 The board will allot one hour on the day of a regular board meeting to receive public input.

- 9.2 Any person or organization wishing to appear before the board must submit an application to the Corporate Secretary no later than 8:00 am, two business days prior to the scheduled board meeting.
- 9.3 The application must indicate the agenda item or issue the applicant wishes to address, the name of the designated speaker and the specific action that is being requested of the board.
- 9.4 The board will receive one representative from an organization at each meeting. If an organization wishes to provide input to the board, one person should be selected as a designated speaker for the organization. If more than one individual from an organization submits an application, the individual who registered first with the Corporate Secretary will be deemed to be the designated speaker for the organization. Additional representatives from the organizations will be received, time permitting within the time allotted to receiving public input (in accordance with Item 9.6 c.).
- 9.5 The Corporate Secretary shall, no later than noon on the business day prior to the scheduled meeting, advise the individual whether he/she is scheduled to appear before the board.
- 9.6 Applications to provide input to the board will be prioritized in accordance with the following process:
 - a. Those individuals or organizations (in accordance with Item 9.4) speaking on an agenda item to be considered at the meeting will be received first. Priority will be given to those individuals or organizations that have not previously addressed the board on the agenda item of interest.
 - b. Those individuals or organizations (in accordance with Item 9.4) speaking on issues not included on the agenda for the meeting will be received next. Priority will be given to those individuals or organizations that have not previously addressed the board on the issue of interest.
 - c. Representatives, other than the designated speaker of an organization that has already been heard at the meeting, will be received next in the order in which they register with the Corporate Secretary (subject to Item 9.7), if time permits within the time allotted by the board to receiving public input.
- 9.7 Where the number of applications exceeds the time allotted by the board to receive public input, a maximum of two presentations on each agenda item or issue will be received. The Corporate Secretary will attempt to provide a balance of perspectives on the action being requested of the Board on a specific agenda item or issue.
- 9.8 Where the number of applicants exceeds the time allotted to receiving public input, the applicants that are not accepted will be invited to submit written input to the board.
- 9.9 Each presentation will be a maximum of five minutes.

9.10 Where circumstances warrant, the board, in its sole discretion, may extend the length of time allotted to receiving public input.

10. COMMITTEE MEETINGS

10.1 Sections 1, 2, 3, 5, 6, 7, 11 and 12 shall apply to meetings of any committees established by the board except that, where applicable, the term “Committee Chair” will be substituted for the term “Board Chair” and the term “committee meeting” will be substituted for the term “board meeting”.

10.2 Sections 4, 8 and 9 shall not apply to committee meetings.

10.3 The quorum necessary for the transaction of the business at a committee meeting shall be a majority of the committee members.

11. REMUNERATION

11.1 The remuneration to the TransLink Board of Directors shall be established as follows:

- Chair Annual Retainer: \$100,000 flat fee
- Director Annual Retainer: \$25,000
- Audit Committee Chair Annual Retainer: \$8,000
- Other Committee Chair Annual Retainer: \$5,000
- Committee Member Annual Retainer: \$3,000
- Meeting Fee: \$1,200

11.2 The payment of the remuneration will be governed by the following guidelines:

- a. Only one meeting fee will be payable for each 24 hour period, regardless of the number of meetings.
- b. No distinction will be made between participation in person and participation by video, telephone or such other mode that permits a director to hear, and be heard by, all other participants.
- c. Directors will be compensated for all reasonable expenses incurred in connection with board-related service. Directors incurring transportation, accommodation, meal and out of pocket expenses in the course of their duties as members of the board will be reimbursed in accordance with limits and policies established by the TransLink board.
- d. Directors will not be compensated for travel to and from a board meeting unless incurred by a director who resides more than thirty-two kilometres from the meeting location. If a director spent time traveling to the board meeting in addition to the day of the meeting, the director will receive a per diem for the additional time spent traveling (half day (up to 4 hours) or whole day).

- e. If a director is requested by the Board Chair to conduct specific business on behalf of the board or attend a specific function or speaking engagement on behalf of the board, other than educational or social functions, the Board Chair may authorize a per diem payment to the director equivalent to the meeting fee.
- f. Directors will not be entitled to compensation for time spent attending educational or social events although directors will be reimbursed for expenses incurred in connection with relevant professional development opportunities (e.g. conference fees and associated travel, meal expenses, etc.). All such expense reimbursements must be authorized in advance by the Board Chair.
- g. TransLink will provide Directors' and Officers' liability insurance and indemnification for each director.

12. VALIDITY OF PROCEEDINGS

- 12.1 All acts done by any meeting of the directors shall, notwithstanding that it be afterwards discovered that there was some defect in the qualification, election or appointment of any such director be as valid as if every such person had been duly elected or appointed and was qualified to be a director.

13. BOARD SKILLS AND EXPERIENCE PROFILE

The Board Skills and Experience Profile sets out the combination of skills and experience that must be represented on the TransLink Board of Directors. Overall, Directors should have the skills and experience to effectively oversee the operation of TransLink in an efficient and cost effective manner, monitor the performance of TransLink and the Chief Executive Officer and add value and provide support for management in establishing strategy and reviewing risks and opportunities and account to the public.

13.1 Personal Characteristics

Directors should possess the following personal characteristics:

- Integrity and accountability
- Demonstrated high ethical standards and integrity in their personal and professional dealings, and who are willing to act on, and remain accountable for, their Boardroom decisions
- Appreciation for the board's responsibility to the public
- Informed judgment
- Ability to provide wise, thoughtful counsel on a broad range of issues
- Ability to be adaptable and flexible
- Ability to understand and exercise due diligence with regard to the statutory obligations of TransLink as a corporation
- Mature confidence
- Preference for Board and team performance over individual performance
- Respect for others

- High performance standards
- A history of achievements that reflect high standards for themselves and others
- Ability to commit to time required to fulfil duties
- Ability to provide advice and make decisions in the best interest of the organization without regard to partisan politics
- No real or perceived conflicts

13.2 Additional Considerations

Within the context of the required board skills requirements, emphasis should be given to diversity, as broadly defined, which reflects the community throughout TransLink's transportation service region, including gender identity/sexual orientation, cultural heritage, generational/age, persons with disabilities, mobility, visible minorities/Indigenous peoples) and regional representation.

13.3 Specific Skills and Experience

The Board's strategic priorities, and therefore the required skills and experience, change from time to time. However, given the Board's current near and long-term 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.

- Previous Board experience
- Corporate leadership
- Strategic planning
- Policy experience surrounding the establishment and delivery of a wide variety of road and transit services and the public environment of transportation
- Transportation operations similar in scope to TransLink's operations
- Capital project oversight
- Complex procurement processes
- Real estate development
- Community engagement and leadership
- Knowledge of the federal, provincial, and local government environments as well as treaty, unceded and non land-based Nations
- Finance
- Audit and internal controls
- Risk management
- Information technology, cyber security
- Legal
- Safety
- Sustainability
- Environmental strategies
- Marketing and communications
- Human resource processes

The Board of Directors may, from time to time, approve by resolution Board Competencies Guidelines which are supplemental to this Section 13.2 of the Articles for reference by the Screening Panel as a tool to provide additional background and guidance for the Skills and Experience requirements for prospective Board members as set out in Section 13.2 of the Articles.

AMENDED by resolution of the Board passed at the June 17, 2021 meeting.

Original signed by Tony Gugliotta

Tony Gugliotta, Board Chair

Original signed by Jennifer Breeze

Jennifer Breeze, Interim General Counsel &
Corporate Secretary