



## Director Recruitment Briefing

Overview of Position

Saint John Port Authority

April 2019

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# 1. Organization Overview

## Saint John Port Authority

The Saint John Port Authority (SJPA), doing business as Port Saint John, is a non-shareholder, financially self-sufficient corporation, established by the Government of Canada on May 1, 1999, in accordance with the Canada Marine Act, and accountable to the Federal Minister of Transport.

## Governance

Port Saint John is governed by a Board of Directors consisting of seven (7) members, who in fulfillment of their mandate set forth in the Canada Marine Act, set the Port Authority's strategic direction, approve policies, budgets, and major capital works as well as set goals for corporate performance to guide the President & CEO and his team.

## Business Environment

Port Saint John provides a gateway into North America for maritime commerce. It handles bulk and break bulk cargoes, is Atlantic Canada's fastest growing container port, and is a major port-of-call for cruise ships operating in the Canada – New England region.

Petroleum products, potash, containers and cruise provide the mainstay of port business, while other commodities make a varying contribution.

## Vision, Mission and Values

### Vision

To connect with the world through trade and tourism.

### Mission

To be the driver of sustainable economic growth in our region through innovation and collaboration.

### Values

Collaboration  
Social Responsibility  
Accountability  
Respect  
Integrity  
Innovation  
Excellence

## Strategic Plan

### Guiding Principles of the Strategic Plan

Port Saint John's Business Plan is informed by four Guiding Principles drawn from the Canada Marine Act. These Guiding Principles underpin Port Saint John's unique goals, and are reflected in the actions and initiatives undertaken to achieve them.



**Port Saint John**

### STRATEGIC FRAMEWORK 2019

GUIDING PRINCIPLES FROM THE CANADA MARINE ACT

- Remain Financially Self-Sufficient
- Strategically Significant to Canada's Trade
- Provide a Link to Rail & Highway Infrastructure
- Have a Diverse Cargo Base

**MISSION**  
To be the driver of sustainable economic growth in our region through innovation and collaboration

**VISION**  
To connect with the world through trade and tourism

**VALUES**  
COLLABORATION  
SOCIAL RESPONSIBILITY  
ACCOUNTABILITY  
RESPECT  
INTEGRITY  
INNOVATION  
EXCELLENCE

## Strategic Priorities



**Port Saint John**

### STRATEGIC FRAMEWORK 2019

#### STRATEGIC PRIORITIES

ECONOMIC VALUE	SUSTAINABLE DEVELOPMENT	SAFETY AND ENVIRONMENT	COMMUNITY
<ul style="list-style-type: none"><li>Understanding trends in the logistics sector to support growth</li><li>Ensuring a strong competitive position in order to support growth</li></ul>	<ul style="list-style-type: none"><li>Optimizing use of land and infrastructure assets</li><li>Grow our business in a profitable and sustainable manner</li><li>Market our value proposition to the world</li></ul>	<ul style="list-style-type: none"><li>Ensuring a strong safety culture<ul style="list-style-type: none"><li>Focus on environmental stewardship of land and waterways</li></ul></li><li>Strengthen security throughout our business</li></ul>	<ul style="list-style-type: none"><li>Connecting and aligning with our stakeholders and community</li><li>Collaborating with educational institutions</li><li>Embracing First Nation's tradition, culture and history</li></ul>

**ENABLERS TO SUPPORT STRATEGIC PRIORITIES**

**PEOPLE** **Culture** **Communications Systems** **BRAND**

## Geography and Characteristics of Port Saint John

Port Saint John, Canada's third largest port by tonnage, is located on the north shore of the Bay of Fundy at the mouth of the St. John River. Given this location, it experiences some of the highest tides in the world with tidal ranges up to 8.5 metres. The port is located centrally within the municipality of Saint John. Part of the critical infrastructure necessary to support the industrial and commercial economic environment of the province, it includes bulk, containers, break bulk, rail, and road and cruise infrastructure.

The harbour consists of three key areas:

- i) The approaches to the port consist of that portion of the Bay of Fundy contained within the harbour limits between Partridge Island and a line running east from Musquash Harbour to due south of Cape Spencer. It contains the Canaport Single Point Mooring crude oil reception facility, Canaport LNG terminal, Spruce Lake Barge Facility, the port's 3 designated anchorage areas and the pilot boarding station.
- ii) The main harbour, located between the central peninsula of the city and the city's West Side, contains the majority of Port Saint John facilities as well as the Bay Ferries ferry terminal. A new area the waterfront in the main harbour is being developed by an agency of the City of Saint John on what had been the Coast Guard base site. This development is situated adjacent to a parking lot operated by Port Saint John and will join other public waterfront area developments nearby which consist of a hotel, residential complexes, restaurants, retail and public boat landing. The development of public waterfront areas at the former Coast Guard site and the proximity of this site to the Marco Polo Cruise Terminal are leading to discussions about potential development at the Port Saint John operated parking lot. This section of the waterfront has become increasingly important to tourism development and complements cruise business at Port Saint John. The former Lantic Sugar Refinery, a 4.8-hectare property now owned by the City of Saint John, is located immediately south of Lower Cove. Due to the position of this land between Lower Cove and Barrack Point, this property has been identified as being of strategic importance to Port Saint John.

Water access to and from the harbour is through the main navigation channel running northwest / southeast on the east side of Partridge Island. The St. John River also enters the Bay of Fundy through the main harbour, which in conjunction with the high tidal ranges, results in the presence of strong currents throughout the area, necessitating the need for annual maintenance dredging in the port.

- iii) Courtenay Bay lies to the east of the central peninsula of the city and is accessed through Courtenay Bay navigation channel which runs north from the main channel. Barrack Point Potash Terminal, and Irving Oil East Saint John terminals are located in this area.

## Port Saint John Facilities

Port Saint John has a diverse range of facilities including some owned by Port Saint John, and others that are privately owned.

Port Saint John facilities consist of:

- DP World Cargo Terminal
- Modular Fabrication Building
- Terminal 10, 11 and 12
- A large open area adjacent to Pier 12
- An office building adjacent to the Saint John Harbour Bridge on the West Side
- Long Wharf
- Pugsley Park
- Marco Polo Cruise Terminal
- Diamond Jubilee Cruise Terminal
- Lower Cove on the east side of the main harbour
- Barrack Point Potash Terminal in Courtenay Bay

The Port Authority also owns the wharf area of the old sugar refinery site referenced in the Main Harbour description found on Page 9, in Section ii.

Private facilities operating within the Port Authority's jurisdiction consist of:

- The Canaport crude oil facility and offshore mooring buoy (SPM) which receives crude oil carriers in the outer harbour
- The LNG terminal at Mispic Point (also in the outer harbour)
- Irving Oil Terminals in Courtenay Bay
- Bay Ferries on the West Side of the Main Harbour
- Spruce Lake Barge Facility

## Connecting Transportation Services

Saint John is centrally located in the Southern New Brunswick transportation corridor and is connected to the province's major highways.

### Road (Highway)

Route #1 (twinned)

Location in relation to Port Saint John: West

Connections: United States and Interstate highways via a new major border crossing at St. Stephen – Calais, ME

Route #7 leading north to Fredericton (also to United States and Interstate 95 via a border crossing at Houlton, ME)

Highway: Route #1 (twinned)

Location in relation to Port Saint John: East

Connections: TransCanada Highway (connecting 45-minutes east of the city at Sussex, New Brunswick)

With direct access to the highway, the port provides a reduction in the need for trucks to drive on city streets and pass through residential areas.

### Rail

Service Provider: New Brunswick Southern Railway (NBSR)

Type: Short-line railroad providing intra-port service

Connections: Class 1 railways: Canadian National, Canadian Pacific; Pan Am; Norfolk Southern

This suite of services offers shippers and receivers options when moving cargo to and from the hinterland.

## Areas for Growth

In recognition that many of today's consumer and manufactured goods move in containers, Port Saint John is now focused on significant opportunities being presented with the completion of the Panama Canal expansion and anticipated trade growth for East Coast ports. The port is well situated to take advantage of North– South trade routes as well as emerging opportunities in Europe and Asia.

There are opportunities in inbound and outbound Mediterranean traffic, which can only be strengthened by the European Union–Canada Free Trade Agreement. The challenges experienced by other Eastern Canadian ports with respect to water levels also positions Saint John well to serve this marketplace.

With growth expected in this area, Port Saint John will continue to work with rail companies to take advantage of the intermodal services they provide.

Work is now underway on the \$205 million modernization of our West Side terminals that will allow us to take advantage of our strong competitive position. This major project will be completed in 5 years time and is funded by a three-way partnership between the Governments of Canada and New Brunswick and Port Saint John. The long-term plan for Westside cargo terminals was solidified in 2017 when DP World became the new terminal operator of these facilities after a successful bid process.

## International Security

The provision of international security measures at marine terminals is essential and mandatory for ports if they wish to remain in business and is a major factor in a port's ability to attract business. Facilities at Port Saint John are in compliance with the International Ship and Port Facilities Security Code (ISPS Code) and the Canadian Marine Transportation Security Act. Port Saint John and terminal operators continue to adjust as further enhancements are introduced. Further security enhancements and requirements are inevitable and Port Saint John must take into consideration the cost of future requirements as they develop.

## Economic Impact

Canada's eighteen major ports handle the majority of the nation's international and domestic waterborne trade. The marine transportation system in Canada provides 250,000 direct and indirect jobs nationwide and handles over 460 million tonnes of cargo, valued at \$162 billion each year. This also impacts on the regions and communities in which a port is located.

The Saint John region is the industrial heart of the Province of New Brunswick and plays a vital role in the regional and provincial economy. Port Saint John is New Brunswick's main and most diversified marine gateway and is essential to Canada's import and export trade. In a 2008 economic impact study, it was determined that the total GDP resulting from economic activity generated by the port in the Saint John Region is \$375 million for Saint John and \$425 million for the Province of New Brunswick. The direct GDP accruing due to the activities attributable to Port Saint John is \$195 million. Spin-off GDP adds a further \$230 million to the economy of the province as a whole. The Port will be undertaking an economic impact study in 2019 to ensure that the unprecedented growth of our activities in all sectors are better defined and understood.

Port Saint John recently released updated economic impact figures for the cruise sector in New Brunswick which show total annual impact from the cruise industry in New Brunswick has risen from \$41.5 million per year to \$49.9 million per year, an increase of 20%.

The new figures were taken from an economic impact study entitled "International Cruise Industry in Canada (2016)", which was conducted by Business Research & Economic Advisors, and carried out in partnership with the Atlantic Canada Cruise Association.

The total impact included direct spending by cruise lines, passengers, and crew in New Brunswick of \$21.5 million, 298 direct jobs in the Province, and \$12.5 million in personal income.

Port Saint John has always played an integral part in the life of the community and the local economy. It primarily supports the community through the creation of employment from its diverse operations.

This includes port labour, tugs, pilots, agents, terminal operators, freight forwarders, rail and road transportation, construction and maintenance work, government services and tourism opportunities. Throughout the marine transportation sector, Port Saint John is an active promoter not only of the port – but also of the municipality, the region and the province.

## Social Impact

Throughout the year, Port Saint John supports dozens of charities and non-profits through donations and volunteer hours from its employees. In particular, focus is given to charities providing basic needs to children and families in neighborhoods surrounding the harbour.

In addition to these charities, the seafaring community is a focus of Port Saint John charitable giving through

## 2. Corporate Governance

### Saint John Port Authority - Mandate

Under the 1995 National Marine Policy, 19 major Canadian ports were deemed vital to Canada's domestic and international trade. These 19 ports were designated Canada Port Authorities (CPAs) under The Canada Marine Act which received Royal Assent on June 11, 1998. Canada Port Authorities were created to operate particular ports on behalf of the Government of Canada. In certain cases, CPAs possess the power to engage in activities related to shipping, navigation and transportation of passengers and goods. They may also be given Crown land to operate and manage, but not to own. They may, however, acquire and own land in their own name. CPAs are required to be self-sufficient and fund their operations through the revenues that they generate. Under Section 25 of the Canada Marine Act, CPAs are not eligible for federal funding, other than grants of general application or in the case of emergencies. The mandate of the Saint John Port Authority is to oversee the operation of the Port of Saint John, provide the required port infrastructure to support maritime trade and to promote the port in the best interests of Canada's domestic and international waterborne trade.

(Source: <http://www.appointments.gc.ca/prflOrg.asp?OrgID=SJN&lang=eng>)

### Board Governance

The Board of Directors has set a board governance policy framework contained in the Board Charter provided to new directors via an electronic portal during their orientation.

The next section is extracted from the Board Charter and outlines the roles and responsibilities of the Board of Directors.

## Board of Directors: Introduction to Roles & Responsibilities

### Introduction

The following points outline the key guidelines governing how the Board of Directors (“Board”) of the Saint John Port Authority (“Port Authority”) will operate to carry out its duties of stewardship and accountability.

#### 1. Size of Board

The Saint John Port Authority consists of seven members, the minimum as established under the Canada Marine Act. This allows for one appointee from each level of government (Federal, Provincial, Municipal) and four appointees from a list of nominations as provided to the Minister of Transport by port users. Each seat becomes vacant on a rotating basis.

#### 2. Code of Conduct

Directors are required to read and acknowledge in writing understanding and acceptance of the code of conduct for directors as outlined in letters patent of Saint John Port Authority. This written acknowledgment is required upon taking a position on the Board and by each March 15th thereafter.

#### 3. Board Meetings and Agendas

The Board normally meets quarterly with a separate strategic planning/study session in the June/July period to better inform Directors on the preparation of the strategic plan update, 5-year business plan etc. The Board approves their annual planned schedule and notice will be given seven days prior to each meeting. In the case of urgent matters, a special board meeting will be at the call of the Chairperson. Director attendance waives the seven-day notice.

The Board Chair and the CEO, in consultation with the Corporate Secretary, will develop the agenda for each Board meeting. Under normal circumstances, the agenda and the material will be distributed to directors not less than four business days before the meeting. Meetings are usually held in the offices of the Saint John Port Authority.

Material distributed to the directors in advance of Board meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered. Reports may be presented during Board meetings by directors, management or staff, or by invited outside advisors. Presentations on specific subjects at Board meetings should briefly summarize the material sent to directors, so as to maximize the time available for discussion on questions regarding the material.

It is recognized that under some circumstances, due to the confidential nature of matters to be discussed at a meeting, it would not be prudent or appropriate to distribute written material in advance.

## Board of Directors: Introduction to Roles & Responsibilities - continued

The Board appreciates the value of having management team members attend Board meetings to provide information and opinions to assist the directors in their deliberations. In general, the CEO, and members of the Senior Management team will attend each Board meeting. Other management attendees will be invited from time to time as determined by the Chairperson and the CEO.

### 4. Best Interests of the Port Authority

The Board is responsible, under law, for the management of the activities of the Port Authority and therefore, regardless of the nominating or appointing body, a director of the Board is required to only represent the best interests of the Port Authority in dealing with the business of the port. In general, the Board is responsible for overseeing policy and setting and managing the strategic direction of the Port Authority and management is responsible for the conduct of business. Although directors are nominated by the Minister, the Governor in Council and by Nominating entities to bring special expertise or a point of view to Board deliberations, the best interests of the Port Authority are paramount at all times.

### 5. Terms of Reference

The Board has developed terms of reference, which apply to various committees established by the Board. Each committee operates according to a Board approved mandate outlining its duties and responsibilities.

This structure is subject to change from time to time as the Board considers which of its responsibilities will best be fulfilled through more detailed review in a committee.

Terms of reference for the Board committees are reviewed annually by the Governance Committee. This committee will propose any changes to the Board for approval.

### 6. Corporate Strategy

Management is responsible for the development of an overall strategic plan to be presented to the Board. The Board's role is to ensure there is a strategic planning process, and then review, question, amend as required and approve the strategy for the Authority and monitor its implementation. One Board meeting per year will be devoted to a review of the strategic plan.

### 7. Principal Risks

The Board should have a continuing understanding of the principal risks associated with the Port Authority's business and it is the responsibility of management to ensure the Board and its committees are kept well informed of changing risks. The principal mechanisms through which the Board reviews risks are the Audit Committee and the strategic planning process. It is important the Board understands and supports the key risk decisions of the Port Authority, including a comprehension of the appropriate balance between risks and rewards.

## Board of Directors: Introduction to Roles & Responsibilities - continued

### 8. Internal Controls and Management Information Systems

Integral to the Board's overall responsibilities is the existence of control systems, which ensure the effective discharge of these responsibilities. A balance has to be achieved between imposing controls that give the Board reasonable assurance that its responsibilities are being discharged and avoiding the creation of an unnecessarily bureaucratic and costly system of control mechanisms. The confidence of the Board in the ability and integrity of management is the paramount control mechanism.

### 9. Board Compensation

Details regarding Director compensation are outlined in the Per Diem Policy. The Governance Committee may review Director compensation annually and will recommend any proposed changes in compensation to the Board.

### 10. Term of Service

Directors are appointed for a three-year term. This term can only be renewed twice if the incumbent is so nominated or appointed.

### 11. Communications Policy

Together, and in consultation with one another, the President and CEO and the Chair act as the primary spokespeople for the Port Authority and oversee the interfaces with government and other stakeholders including:

- a) developing and implementing a communications program; and
- b) communicating with government, regulatory bodies and other stakeholders.

The President is responsible for ensuring communication activities are properly coordinated and directors are provided with full information on any public statements or presentations.

It is expected that members of the public and persons interested in the Port often will communicate their concerns and questions to directors. It is important that directors inform management of such communications, so proper action can be taken and accurate responses can be made by the appropriate representative of the Port Authority.

### 12. Chair & Vice-Chair of the Board

The Chair & Vice-Chair are elected by and from the Board of Directors at the first Board meeting after each position becomes vacant. The term is not to exceed two years as per the SJPA Letters Patent.

## Board of Directors: Introduction to Roles & Responsibilities - continued

The role and responsibility of the Chairperson is to manage and provide leadership to the Board of Directors and to provide the liaison with management through the CEO. The Vice-Chair will provide support to the Chair and act in that capacity at times when the Chair is unable to attend any meeting.

### 13. Committees

#### Committees

The Board has developed terms of reference, which apply to various committees established by the Board. Each committee operates according to a Board approved mandate outlining its duties and responsibilities. This structure is subject to change from time to time as the Board considers which of its responsibilities will best be fulfilled through more detailed review in a committee.

The following committees are currently in place at Saint John Port Authority:

- Governance Committee
- Executive Committee (currently in abeyance)
- Finance Committee
- Audit Committee
- Business Development Committee
- Human Resources Committee
- West Side Project Committee

### 14. Task Forces

Task Forces may also be established by the Board to deal with any specific topic of significance to the Port Authority, which requires Board involvement. Task forces are considered committees of the Board but differ in that each task force is established for a specific period of time to undertake a specific task and is then disbanded.

Each task force operates according to a Board approved mandate outlining its duties and responsibilities. This structure will be reviewed regularly as the Board considers which of its responsibilities will best be fulfilled through more detailed review in a task force.

### 15. Committee Chairs and Committee Members

The Chairperson of the Board is responsible to the Board for annually proposing the leadership and membership of each committee. Following a call for expression of interest the Board Chair in consultation with the Vice-Chair and Governance Committee Chair will take into account the preferences, skills and experience of each director.

Committee Chairs and members are generally approved as needed to fill vacancies during the year.

## Board of Directors: Introduction to Roles & Responsibilities - continued

Working with the Corporate Secretary, each committee's meeting schedule will be determined by its Chair and members based on the committee's work plan and terms of reference. The Committee Chair will develop the agenda for each committee meeting. Each committee will report in a timely manner to the Board on the results of its meetings, usually at the Board meeting following the committee meeting.

### 16. Information for Board Meetings

Material distributed to the directors in advance of Board meetings should be concise, yet complete, and prepared in a way that focuses attention on critical issues to be considered. Reports may be presented during Board meetings by directors, management or staff, or by invited outside advisors. Presentations on specific subjects at Board meetings should briefly summarize the material sent to directors, so as to maximize the time available for discussion on questions regarding the material.

It is recognized that under some circumstances, due to the confidential nature of matters to be discussed at a meeting, it would not be prudent or appropriate to distribute written material in advance.

### 17. Management Representation at Board Meetings

The Board appreciates the value of having management team members attend Board meetings to provide information and opinions to assist the directors in their deliberations. In general, the CEO, and members of the Senior Management team will attend each Board meeting. Other management attendees will be invited from time to time as determined by the Chairperson and the CEO.

### 18. Board Relations with Management

Board policies and guidelines are issued to management for their adherence. Directors may direct questions or concerns on management performance to the Chair or through Board and committee meetings.

Directors should respect the organizational structure and channel their comments through the Chairperson of the Board. A director has no authority to direct any staff member. Communications are with the CEO other than communication dealing with administrative matters such as travel, Board committee work, seeking clarification on provided documentation to which Directors may communicate with the staff person assigned.

### 19. Levels of Authority for Management and the Board

Directors have no authority to make financial commitments for the Port Authority other than as a secondary approval as set out in the Levels of Authority for management and the Board.

### 20. Office & Secretarial Services for Directors

For directors, the Port Authority will make secretarial services available for the purpose of taking and issuing minutes of meetings, correspondence for the Port Authority's needs, and for making travel arrangements

## Board of Directors: Introduction to Roles & Responsibilities - continued

for directors traveling at the Port Authority's request. No other personal secretarial assistance is available.

### 21. New Director Orientation

New directors will be provided with an orientation briefing/Port Tour, which will include written information about the duties and obligations of directors and the business and operations of the Port Authority, documents from recent Board meetings and opportunities for meetings and discussion with senior management and other directors.

In addition, opportunity will be provided for Directors to attend events which will enrich their understanding of Port business.

## 4. Nominating Committee

The Nominating Committee is an advisory committee that provides advice to the Minister of Transport with respect to four director positions appointed by the Governor in Council. The Nominating Committee consists of four voting members representatives of certain classes of users of the Port within the domain of of the Saint John Port Authority.

In accordance with the Government of Canada's new appointment process announced early in 2016, the selection process of user group nominated candidates will be transparent and merit-based, as well as striving for both gender parity and to be representative of Canada's diversity.

The Letters Patent for Saint John Port Authority outlines a process to be followed by the Nominating Committee in soliciting and recommending candidates to the Minister (Schedule D of Letters Patent). The process includes receiving nominations, vetting them for eligibility against the criteria described in the Canada Marine Act and Letters Patent and then making rec

## 5. Remuneration & Expenses

The Board is responsible for setting director compensation (Port Authorities Management Regulations, section 30). Director remuneration falls into the following three categories:

- annual salary as follows:
  - Chair: \$25,000
  - Vice-Chair: \$12,500
  - Directors: \$6,250
  - Committee Chairs receive additional salary: \$1,250
- per diems (compensation for attending Board and Board Committee meetings or other meetings as approved by the Chair of the Board)
  - Under 2 hours: \$325
  - Over 2 hours: \$650
- reimbursement for reasonable expenses incurred in connection with travel that has been approved by the Chair of the Board and in concurrence with the Travel and Hospitality Policies of the Port Authority.

## 6. Annual Time Commitment

There are approximately six Board Meetings a year of an approximate duration of 4-6 hours each (or an annual time of 24-36 hours of board meeting time) plus approximately 18 hours of preparatory work (reading materials) per annum.

Each Director sits on at least 1-2 Board Committees (see page 15). Each committee has its own schedule and the number of committee meetings varies. The Finance Committee meets 5 times per year, other committees meeting 2-3 times per year. Committee meetings are typically 2 hours each or less. The Annual committee meeting time would equal between 2-10 hours of meeting time plus 1-10 hours of preparatory work (reading materials) per annum.

Location of Board and Committees meetings are at the offices of Port Saint John at 111 Water Street, Saint John, New Brunswick. Travel for meetings is extremely rare.

## 7. 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:

Board members shall have generally acknowledged and accepted stature within the transportation industry or the business community and relevant knowledge and extensive experience related to the management of a business, to the operation of a port or to a maritime trade. (Source: Canada Marine Act).

Additionally, each director should have contributing knowledge, experience, and skills in at least two areas outlined in this list:

- Law;
- Engineering;
- Insurance;
- Marine Industry/Port Operations;
- Other Transportation Industry;
- Real Estate/Property Development;
- Accounting/Banking/Financial Services;
- Working with Government;
- Marketing;
- Experience in Working with a Diversified Workforce (direct and indirect); and
- Board Governance Experience.

### Board Skills Matrix

Due to the perpetual nature of the Board of Directors, and the fact that required competencies change over time, the Saint John Port Authority Governance Committee provides the Nominating Committee a Matrix of Board Skill Sets current to the time in which any position is expiring. The purpose of the Matrix is to outline any skill sets or professional experience gaps and to aid appointing bodies in decision making.

## Appendix A: Canada Marine Act

The Saint John Port Authority (SJPA) was created under the Canada Marine Act (the “Act”) and its Letters Patent issued under the Act (the “Letters Patent”) to manage the federal real property and related port activities in the harbour of Saint John in the Province of New Brunswick. The SJPA is an autonomous legal entity governed by a Board of Directors with full control over all decisions affecting the operations of the Port.

While engaging in port activities, the SJPA is an agent of Her Majesty the Queen in Right of Canada. The SJPA operates the Port in manner consistent with the purpose of the Act as set out in Section 4.

In recognition of the significance of marine transportation to Canada and its contribution to the Canadian economy, the purpose of this Act is to:

- a) implement marine policies that provide Canada with the marine infrastructure that it needs and that offer effective support for the achievement of national, regional and local social and economic objectives and will promote and safeguard Canada’s competitiveness and trade objectives;
- b) promote the success of ports for the purpose of contributing to the competitiveness, growth and prosperity of the Canadian economy;
- c) base the marine infrastructure and services on international practices and approaches that are consistent with those of Canada’s major trading partners in order to foster harmonization of standards among jurisdictions;
- d) ensure that marine transportation services are organized to satisfy the needs of users and are available at a reasonable cost to the users;
- e) provide for a high level of safety and environmental protection;
- f) provide a high degree of autonomy for local or regional management of components of the system of services and facilities and be responsive to local needs and priorities;
- g) manage the marine infrastructure and services in a commercial manner that encourages, and takes into account, input from users and the community in which a port or harbour is located;
- h) provide for the disposition, by transfer or otherwise, of certain port and port facilities; and
- i) promote coordination and integration of marine activities and surface and air transportation systems.

## Appendix A: Canada Marine Act - continued

The SJPA's activities involve shipping, navigation, transportation of passengers and goods, handling of goods and storage of goods and any other activities that are deemed necessary to the operation of the Port. The Act and Letters Patent set out certain restrictions on the SJPA's powers, including specific provisions with respect to the following areas:

- the extent of the SJPA's authorized activities;
- the right to manage certain federal real property and immovables;
- the right to lease and enter into work contracts;
- the right to set fees; and
- the right to borrow money.

Sources for Appendix A:

Canada Marine Act (Section 4, 28-29, 44-46, and 49-53)  
Saint John Port Authority Letters Patent (Section 7-9)

## Appendix B: Board Composition

The Board is composed of seven part-time directors appointed as follows:

- a) the Governor-in-Council appoints one individual nominated by the Minister of Transport;
- b) the municipality of Saint John appoints one individual;
- c) the province of New Brunswick appoints one individual;
- d) the Governor-in-Council appoints four individuals nominated by the Minister of Transport in consultation with the Nominating Committee.

The Act provides that directors identified in paragraphs (a) to (c) above “shall have generally acknowledged and accepted stature within the transportation industry or the business community” and those identified in paragraph (d) above “shall have generally acknowledged and accepted stature within the transportation industry or the business community and relevant knowledge and extensive experience related to the management of a business, to the operation of a port or to maritime trade”.

Sources for Appendix B:

Canada Marine Act (Section 15)

## Appendix C: Eligibility Criteria

The Canada Marine Act stipulates that the following persons may not be directors of a port authority:

- a) an individual who is a mayor, councillor, officer or employee of the City of Saint John;
- b) an individual who is a member of the legislature of a Province of New Brunswick, or an officer or employee of the public service or of a Crown corporation of New Brunswick;
- 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 Corporation 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.

Source for Appendix C:

Canada Marine Act (Section 16)