

## NOTICE

### NOMINATION FOR A PORT USER-NOMINATED DIRECTOR POSITION, ST. JOHN'S PORT AUTHORITY BOARD OF DIRECTORS

The St. John's Port Authority (SJPA) is a financially self-sufficient Federal agency which derives all revenues solely from operations and reinvests all earnings into Port infrastructure and operations. As a result of the SJPA's effective stewardship of the Port's infrastructure, and the invaluable endeavours of the Port User community, the Port of St. John's has an estimated economic impact on the Province of \$397 million per annum, with an associated 3,890 direct and indirect jobs.

In 2019, the SJPA paid \$301,056 to the City of St. John's as payment in lieu of taxes; and \$173,906 to the Federal Government as a charge on gross revenues. It also donates 0.5% of its annual Operating Income – approximately \$40,000 per year – to a Community Investment programme in partnership with the United Way of Newfoundland and Labrador.

Pursuant to Section 14 (1) (d) of the *Canada Marine Act*, the Governor-in-Council (the Federal Cabinet) appoints individuals to serve on the Board of Directors of the SJPA. These Directors may be chosen from individuals who have been nominated by the Minister of Transport (the "Minister") in consultation with the classes of Commercial Port Users as outlined in the SJPA's Letters Patent. Further, pursuant to Section 4.19 of the Letters Patent, the Minister, in consultation with Users, shall at all times have the flexibility and discretion to nominate as Directors persons other than those persons nominated by the classes of Port Users in order to ensure an appropriate mix of Directors at all times.

There is currently a vacant user-nominated position on the Board of Directors and eligible members of the Class A Port Users may now submit nominations of candidates for this position. The relevant sections of the *Canada Marine Act* which pertain to the qualifications required of prospective Directors are as follows:

**S. 15(2)** "The directors of a port authority appointed under paragraph 14(1)(d) 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."

**S. 16** "The following individuals may not be 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;
- (c.1) an officer or employee of the federal public administration, a federal Crown corporation or a port authority;

- (d) an individual who is not a resident Canadian, as defined in subsection 2(1) of the *Canada Business Corporations Act*;
- (e) an individual who is a director, officer or employee of a person who is a user of the port;
- (f) an individual who is under eighteen years of age;
- (g) an individual who has been declared mentally incompetent by a court in Canada or elsewhere; or
- (h) an undischarged bankrupt.”

**S.22 (1)** “Every director and officer of a port authority shall, in exercising powers and discharging duties,

- (a) act honestly and in good faith with a view to the best interests of the port authority; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.”

In addition to the foregoing mandatory legislation, the SJPA also issues annual non-binding guidance as to the range of skills and expertise generally required on the Board; with those specifically desired at this time as indicated:

- Marine Transportation
- Petroleum Industry
- Environmental Affairs
- Fishing Industry

Directors are also required to adhere to the SJPA’s Code of Conduct; as well as to the *Conflict of Interest Act* and the Ethical and Political Activity Guidelines for Public Office Holders.

Finally, it is the Federal Government’s policy goal that appointments be of high quality and that the process be:

- Open and transparent;
- Merit-based; and
- Gender equal and reflective of Canada’s diversity.

Should you be interested in the current vacancy, please forward your resume to the undersigned by October 1, 2020; following which it will be sent to the Class A Port Users for consideration:

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