

July 18, 2019

Mr. Colin Plant, Chair
Capital Regional District
P.O. Box 1000
625 Fisgard Street
Victoria, BC V8W 2S6

Mr. Ian Morrison, Chair
Cowichan Valley Regional District
175 Ingram Street
Duncan, BC V9L 1N8

NOMINATIONS FOR APPOINTMENT TO THE B.C. FERRY AUTHORITY BOARD OF DIRECTORS

On behalf of the B.C. Ferry Authority (the "Authority"), I am writing to request the participation of your Regional Districts in the process to nominate qualified individuals to be considered for appointment to the board of directors of the Authority.

The Authority holds the sole voting share of British Columbia Ferry Services Inc. ("BC Ferries") and its shareholder responsibilities are prescribed by the *Coastal Ferry Act* (the "Act") as follows:

- overseeing the strategic direction of BC Ferries in support of the public interest, including the public's interest in safe, reliable and affordable coastal ferry services in British Columbia;
- appointing the directors of BC Ferries' board of directors;
- approving compensation plans for the directors and executives of BC Ferries; and
- approving the audited financial statements of the Authority.

BC Ferries is a subsidiary of the Authority and is governed by a separate board of directors.

Under the Act, four specific coastal geographic regions have been identified as Appointment Areas from which qualified candidates are nominated. The Regional Districts of Capital and Cowichan Valley have been designated as the "Southern Vancouver Island Appointment Area" for this purpose.

One individual will be selected from the nominees from the Southern Vancouver Island Appointment Area to serve on the nine-person Authority board.

In accordance with the requirements of the Act, the two Regional District boards in your appointment area are asked to develop and jointly submit by **November 15, 2019**, a list of 3 to 5 nominees to fill the Southern Vancouver Island position on the board of directors of the Authority commencing April 1, 2020. The term of the appointment is three years to March 31, 2023.

The incumbent director from your appointment area, Susan G. Mehinagic, is eligible for reappointment for a second term and has indicated her willingness to stand for nomination.

In order to be considered for appointment to the board of the Authority, a nominee must be a "qualified Authority candidate" as defined in the Act. This definition, together with other background information on the Authority, and the appointment process, is attached.

A skills and experience profile will be used by the Authority to guide the appointment process and is attached for your reference. We have also attached a copy of the nomination form that may be completed electronically or by hand.

In developing your list of nominees, it would be particularly helpful to us if you could give the skills and experience profile careful consideration.

We would be pleased to have the opportunity to meet with you in person or by telephone to discuss the skills and experience which would be of greatest value to the board at this time, as well as any other matters which you may wish to discuss concerning the nomination process.

As has been done in the past, the Authority would be pleased to provide assistance to you in your recruitment process. Should you wish, the Authority will cover the cost of three newspaper advertisements and will post on its website nomination forms for on-line completion and submission directly to your Regional District. We can discuss these arrangements further with you.

If you have any questions or would like to discuss this matter, please contact Jason W. Barabash, Corporate Counsel at 250-978-1280 or Jason.Barabash@bcferries.com.

Thank you for your assistance with our appointment process.

Sincerely,



Sandra A. Stoddart-Hansen
Chair, Board of Directors
B.C. Ferry Authority

Copy: Mr. Brian Carruthers, Chief Administrative Officer, Cowichan Valley Regional District
Mr. Robert Lapham, Chief Administrative Officer, Capital Regional District

Attachments:

- Backgrounder
- Nomination Form
- Skills and Experience Profile