

Directors

Appointment of directors

14 (1) The directors of a port authority shall be appointed as follows:

- (a) the Governor in Council appoints one individual nominated by the Minister;
- (b) the municipalities mentioned in the letters patent appoint one individual;
- (c) the province or provinces mentioned in the letters patent appoint one or two individuals as mentioned in the letters patent; and
- (d) the Governor in Council appoints the remaining individuals nominated by the Minister in consultation with users selected by the Minister or the classes of users mentioned in the letters patent.

Directors appointed by provinces and municipalities

(1.1) The Governor in Council may appoint a director under paragraph (1)(b) or (c) who has been nominated by the Minister if the position has been vacant for more than one year.

Tenure of office

(2) Directors are appointed to hold office for any term of not more than three years that will ensure as far as possible the expiry in any one year of the terms of office of not more than one half of the directors, the terms being renewable twice only.

Maximum term of office

(2.1) A director shall serve no more than nine consecutive years on the board.

Effective day of appointment

(2.2) A director's appointment made by a municipality or province takes effect on the day on which notice of the appointment is received by the port authority.

Extension of term

(2.3) Subject to subsection (2.1), if a successor has not been appointed at the expiry of a director's term, the director continues to hold office until their term is renewed or their successor is appointed.

Directors appointed by municipalities and provinces

(2.4) Subject to subsection (2.1) and despite subsection (2), the term of office of a director appointed under subsection (1.1) to fill a vacant position under paragraph (1) (b) or (c) expires on the day on which a director is appointed under that paragraph.

Not eligible

(3) No person is eligible to be appointed as a director within twelve months after the expiration of their term or renewed term.

Part-time

(4) The directors are appointed to serve part-time.

Remuneration

(5) The board of directors shall fix the remuneration of the directors, the chairperson and the chief executive officer.

Quorum

(6) Subject to the letters patent, a majority of the directors in office constitutes a quorum at any meeting of directors and a quorum of directors may exercise all the powers of the directors.

1998, c. 10, s. 14; 2008, c. 21, s. 10; 2014, c. 29, s. 27; 2015, c. 3, s. 16(E).

[Previous Version \(/eng/acts/C-6.7/section-14-20141209.html\)](/eng/acts/C-6.7/section-14-20141209.html)

Experience

15 (1) The directors of a port authority appointed under any of paragraphs 14(1)(a) to (c) shall have generally acknowledged and accepted stature within the transportation industry or the business community.

Knowledge or experience

(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.

Persons excluded

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* (</eng/acts/C-44>);
- (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.

1998, c. 10, s. 16; 2003, c. 22, s. 113(E); 2008, c. 21, s. 11.

[Previous Version \(/eng/acts/C-6.7/section-16-20050401.html\)](/eng/acts/C-6.7/section-16-20050401.html)

Election of chairperson

17 The board of directors shall elect a chairperson from among their number for a term not exceeding two years, the term being renewable.

Term of office

18 Subject to subsection 19(1), where a port authority is continued under section 10 or 12, the directors or commissioners of the former local port corporation or harbour commission, respectively, continue to hold office as provisional directors of the port authority until the earlier of the day on which they are replaced or removed and ninety days after the date of the continuance.

Ceasing to hold office

19 (1) A director of a port authority ceases to hold office when the director

- (a) dies or resigns;
- (b) is removed for cause by the authority that made the appointment, namely, the Governor in Council, the municipalities or the province or provinces, as the case may be; or

(c) is no longer qualified under section 16.

Effective date of resignation

(2) The resignation of a director becomes effective on the day on which a written resignation is received by the port authority or on the day specified in the resignation, whichever is later.

1998, c. 10, s. 19; 2008, c. 21, s. 12.

[Previous Version \(/eng/acts/C-6.7/section-19-20021231.html\)](#)

Power to manage

20 The board of directors is responsible for the management of the activities of a port authority.

Appointment of officers

21 (1) The board of directors of a port authority shall appoint a chief executive officer and may appoint other officers that they consider appropriate.

Chief executive officer

(2) The chief executive officer is not a member of the board of directors.

Personnel

(3) A port authority may appoint the personnel that it considers necessary for the operation of the port.

Delegation

21.1 Subject to the letters patent, the board of directors may delegate the powers to manage the activities of the port authority to a committee of directors or to the officers of the port authority.

2008, c. 21, s. 13.

Duty of care of directors and officers

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.

Duty to comply

(2) Every director and officer of a port authority shall comply with this Part, the regulations made under subsection 27(1) and the letters patent and by-laws of the port authority.

No exculpation

(3) No provision in a contract or resolution relieves a director or officer from the duty to act in accordance with this Part, the regulations made under subsection 27(1), the letters patent or the by-laws or relieves them from liability for a breach of any of them.