

TERMS OF REFERENCE – BOARD CHAIR

PRINCIPLES

The authority of the Chair of the Board of Directors rests in the powers given to him or her by the Board of Directors. It is also subject to any limits set out in the Act and Bylaws of the organization.

The Chair provides leadership in guiding the Board and coordinating its activities to enhance the effectiveness of the Board of Directors; manages Board operations and processes; acts as liaison between the Board and management; and may represent the organizations to its various shareholders and other stakeholders.

POWERS AND DUTIES:

1. The Chair is expected to fulfill the duties and responsibilities of a director, and to:
 - a) Preside over all meetings of the Board and membership/shareholders, including the Annual Meeting and Special Meetings, in an efficient and effective manner;
 - b) Ensure orderly deliberation and decision-making;
 - c) Determine, review and ensure the completeness of membership meeting and board agendas, minutes and pre-read information in conjunction with the CEO and Corporate Secretary, ensuring that management provides the board with sufficient and appropriate information so that the board can fulfill its responsibilities;
 - d) Guide the board of directors in carrying out its responsibilities;
 - e) Build board unity, solidarity and trust; demonstrate integrity and ethical leadership;
 - f) Coach directors, collectively and individually, to ensure full utilization of individual capabilities and optimum performance of the board;
 - g) Initiate the proper process and procedure to ensure the Board successfully fulfils its purpose and responsibilities;
 - h) Be committed to providing leadership to the Board;
 - i) Speak on behalf of the Board stating the Board's position within the areas delegated to him/her;
 - j) Serve as a non-voting, ex officio member of all Board committees (the presence of the Chair will not be counted towards quorum);
 - k) Act as a sounding board and counsel for the CEO;
 - l) Ensure that the Directors are properly informed on matters of substance;
 - m) Maintain open lines of communication with directors between meetings;
 - n) Establish and promote harmonious and effective working relationships within the organization and with stakeholders that might be involved with the organization;
 - o) Build and nurture the relationship with Shareholders/members; and,
 - p) Satisfy, from time to time, such other duties and responsibilities as may be assigned by the Board.

PROCESS

1. The Chair is a Director and is appointed by the Board of Directors as required.
2. The Chair serves for a term of four years at the pleasure of the Board of Directors.
3. If the Board Chair is absent from a meeting of the Board or unable to act, the Vice Chair will act on his/her behalf.

Review: Annually by Governance Committee