TERMS OF REFERENCE FOR THE BOARD CHAIR

1. INTRODUCTION

1.1 The Board assumes responsibility for the stewardship of the Authority and as a consequence has accountability for the governance of the Authority. Critical to meeting this accountability are the relationship between the Board and Management, and, the relationships among Directors.

1.2 The Chair, as the presiding Director, provides leadership in guiding the Board and coordinating its activities and fosters these relationships in the best interests of the Authority. In performing this role, the Chair works with the President, manages the Board, and together with the President fosters effective relations with the communities served by the Authority.

1.3 The Chair, while working closely with the President, retains an independent perspective to best represent the interests of the Authority, the communities it serves, and the Board.

2. WORKING WITH MANAGEMENT

The Chair will:

2.1 Act as a sounding Board and counselor for the President, including helping to identify problems, reviewing strategy, maintaining accountability, building relationships and ensuring that the President is aware of concerns of the Board and the communities the Authority serves.

2.2 Lead the Board in monitoring and evaluating the performance of the President. (see Tab 9)

TERMS OF REFERENCE FOR THE BOARD CHAIR

2.3 Ensure that corporate strategy, plans and performance are presented to the Board.

2.4 Ensure that the President annually presents and discusses the succession and development plans for senior managers.

2.5 Foster a constructive, harmonious and independent relationship between the Board and Management.

2.6 Ensure that the By-laws are adhered to.

3. MANAGING THE BOARD

The Chair will:

3.1 Ensure that the Board has full governance of the Authority's business and affairs and that the Board is alert to its obligations to the Authority, to the communities it serves, to Management, and under the law.

3.2 Provide leadership to the Board; assist the Board in reviewing and monitoring the strategy, policy and directions of the Authority and the achievement of its objectives.

3.3 Ensure that there is cohesion of direction and purpose at policy and strategic levels.

3.4 Encourage each Director to contribute to deliberations, particularly in areas which call upon that Director's unique skills, experience, and background.

3.5 Facilitate deliberations of the Board in a manner that encourages the candid expression of each Director's opinion and discourages any conduct or language that would reasonably be seen as intending to block the full expression of another Director's views.

3.6 Build consensus, develop teamwork and resolve conflict within the Board.

TERMS OF REFERENCE FOR THE BOARD CHAIR

3.7 Meet privately with each Director at least annually to discuss the effectiveness of the Chair, that Director and the entire Board.

3.8 Communicate with the Board to keep it up to date on all major developments, including timely discussion of potential developments, and direct Management to ensure that the Board has sufficient knowledge to permit it to make major decisions.

3.9 In consultation with the Chair of the Governance Committee and the President and then the full Governance Committee, recommend the necessary committees and the appointment of committee Chairs and members to the Board for approval.

3.10 Conduct an annual written survey of Directors asking for a statement of preferences setting out which committee assignments would be sought, which would be acceptable and which would be unwanted. This information will be taken into account but shall not necessarily be determinative of the committees to which a Director may be appointed.

3.11 Ensure there is submitted to the Board annually for approval, via the Governance Committee, a schedule of Board Meetings for the next 3 years.

3.12 With the support of the Governance Committee, ensure there are systems in place to ensure fulfillment of the requirements set by the By-laws and this Board Manual.

3.13 Co-ordinate the agenda, information packages and related events for Board meetings with the President and the Corporate Secretary. Reports prepared by Management for Board information may be reviewed but not edited before distribution to the Board.

3.14 Review minutes of Board meetings for accuracy and edit as appropriate.

3.15 Serve as a member of the Human Resources and Compensation and the Governance Committees.

TERMS OF REFERENCE FOR THE BOARD CHAIR

3.16 Chair Board meetings.

3.17 Attend committee meetings where appropriate so as to better understand and observe the thinking and issues being reviewed and discussed at the committee level.

3.18 Ensure that Board and committee meetings are conducted in an efficient, effective and focused manner.

4. THE CORPORATE SECRETARY

The Chair will:

4.1 Recommend the appointment and termination of the Corporate Secretary to the Board of Directors. Prior to making either of these recommendations, the Chair shall consult with the President.

4.2 Annually consider, in consultation with the Chair of the Governance Committee and the President, the performance of the Corporate Secretary in fulfilling the Corporate Secretary's responsibilities to the Chair and the Board, and discuss privately that assessment with the Corporate Secretary.

5. MEETINGS AND FUNCTIONS

The Chair will:

5.1 Chair meetings of Members, the Annual Public Meeting and the annual meeting with the Nominating Entities.

5.2 In coordination with the President, ensure that the Authority's Management and, where applicable, the Board are appropriately represented at official functions and meetings.