

TERMS OF REFERENCE FOR THE CORPORATE SECRETARY

I. INTRODUCTION

- A. The Corporate Secretary, at the direction of the Chair, assists the Board in the discharge of its duties by organizing and recording the activities of the Board and its Committees, and, by providing advice to the Board, individual directors, and, to the employees of the Authority to ensure compliance with the Authority By-Laws and these Governance Rules and Practices.
- B. Authority By-Law #1 provides that the Corporate Secretary is an officer of the Authority appointed and terminated by the Board who may also be, but is not required to be, a vice president of the Authority.

II. DUTIES AND RESPONSIBILITIES

The Corporate Secretary has the responsibility to:

I. Board and Members Meetings

- A. Organize Board, Board Committee and Members' meetings in accordance with the procedures set out in the Authority By-Laws and these Governance Rules and Practices, or, as elsewhere stipulated by the Board;
- B. Prepare and deliver notices for Board, Board Committee and Members' meetings;
- C. Prepare and issue agendas for Board, Board Committee and Members' meetings; this includes advising the Chair, the President, and Committee Chairs of items that should be brought to the attention of the Board;
- D. Prepare and assemble briefing material of appropriate depth, breadth and clarity to permit directors to properly prepare for meetings;

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- E. Attend Board meetings and Meetings of the Members and act as Secretary at each such meeting;
- F. Attend all meetings of the Governance Committee of the Board and act as Secretary at each such meeting;
- G. Act as Secretary to all other Committees of the Board except the Human Resources and Compensation Committee where the Vice President, Human Resources or the Chair of the Board will act as recording secretary as set out in the Terms of Reference for the Human Resources and Compensation Committee (Tab 15e of this Manual);
- H. Prepare minutes of Board proceedings, or ensure that an appropriate individual is designated to prepare the minutes, review all minutes, and ensure the corporate record is at all times accurate and up to date;
- M. Ensure that the filing requirements of the *Canada Corporations Act, Part II* are met;
- N. Be responsible for the application of the Corporate Seal;
- K. Ensure that decisions taken by the Board are communicated to management in a timely manner and assist the President in ensuring all consequential actions are taken by the Authority;

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Corporate Governance

- L. Serve as the chief expert and advisor on all matters related to corporate governance for directors and all employees of the Authority;
- M. Keep current on evolving practices in corporate governance and advise the Governance Committee and the Board as part of the annual review of the Board's Governance Rules and Practices;
- N. Prepare the annual governance circular, or, that portion of the Authority's annual reports that describes Authority compliance with its By-Laws and these Governance Rules & Practices, and the related public disclosures;
- O. Provide service and advice to both the Board and management to ensure theirs is an effective relationship including: providing orientation to new directors, keeping directors informed of corporate and legal responsibilities, obtaining information from Directors for legal and regulatory compliance, having a thorough and broad understanding of the Authority and its operations; advising management on Board materials and presentations; and, keeping management informed of Director views and preferences;
- P. Administer the remuneration of Directors (cf: Tab 11 of these Rules); and
- Q. Perform such other duties as may be prescribed by the Board or be required by law.

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Conflict of Interest

- R. Provide advice to the Chair in the discharge of the Chair's responsibilities for administering the Rules Concerning Conflict of Interest (cf: Tab 7 of these Rules) and,
- S. Serve, if so directed by the Chair, as the Designated Officer for the administration of the Rules for Authority employees concerning Conflict of Interest;

III. ACCOUNTABILITY

- A. The Corporate Secretary is accountable to the Board and reports to the Chair. In the discharge of these duties, the Corporate Secretary also shall provide strong support to the President.
- B. If the Corporate Secretary is also an employee of the Authority, for all duties other than those of Corporate Secretary, the employee will report directly or indirectly to the President.