

BOARD MANUAL

SUBJECT: Role Description for a Committee Chair		NUMBER: 2-A-28
SECTION: Structure, Roles and Responsibilities	APPROVED BY: Board of Directors	
DATE: November 24, 2010	REVISED/REVIEWED: April 23, 2014 September 28, 2016, January 29, 2020, November 30, 2022	

Purpose

To ensure that Board and non-director committee members understand the role and responsibilities of committee Chairs.

Role of the Committee Chair

The committee Chair is the leader of the committee and is responsible for committee leadership through:

- Ensuring the integrity and effectiveness of the committee's role and processes
- Ensuring compliance by committee members with the Board's By-laws and policies
- Presiding at committee meetings
- Representing the committee at the Board
- Maintaining effective relationships with committee members, the Board Chair and management
- Ensuring orientation for new members and ongoing education for committee members, as appropriate
- Addressing issues of committee member attendance when warranted
- Coaching and mentoring the committee members

Responsibilities

Committee Governance

The committee Chair ensures the committee meets its obligations and fulfills its governance responsibilities including:

- Ensuring that the committee performs a governance role that respects and understands the role of management
- Ensuring the committee reviews and assesses the adequacy of its mandate at least annually and recommends to the Board any changes it deems appropriate

- Ensuring that the committee deals with matters that fall within the committee mandate
- Ensuring that the committee adopts and completes an annual work plan
- Ensuring that the work of the committee is aligned with the Board's role and annual work plan
- Ensuring committee member participation in evaluating the performance of the committee
- Providing advice and feedback on the reappointment of non-director committee members

Presiding Member

The committee Chair is the presiding Board member at the committee meeting and is responsible for:

- Developing the schedule of committee meetings in concert with the CEO or designate
- Setting agendas for committee meetings and ensuring matters dealt with at committee meetings appropriately reflect the committee's role and annual work plan
- Ensuring the meetings are conducted according to applicable legislation, the organization's By-laws, the Board policies and the committee's charter
- Monitoring the adequacy of materials provided to the committee by management in connection with the committee's deliberations
- Facilitating and deliberating the business of the committee to the Board
- Encouraging input and ensuring that the committee members hear all perspectives of a debate or discussion
- Creating an inclusive environment that maximizes psychological safety, respect and differing opinions and perspectives
- Facilitating the committee in reaching consensus using the tools and resources provided
- Ensuring the committee has sufficient time to review the material provided to it and to fully discuss the business that comes before the committee

Relationships

- The committee Chair promotes a thorough understanding by members of the committee and management of the duties and responsibilities of the committee
- The committee Chair seeks the guidance and advice of the Board Chair to ensure understanding of Board expectations and requests the resources that are required for performance of the committee's charter
- The committee Chair maintains a constructive working relationship with the Board Chair, the CEO and any other support staff

Other Duties

- The committee Chair performs such other duties that may be ancillary to the duties and responsibilities noted or as may be delegated to the committee Chair by the committee or the Board from time to time.

Appointment and Term

The Board appoints the committee Chair annually from among the members of the Board at

the first meeting of the Board following the annual meeting of the Corporation.