

TERMS OF REFERENCE FOR THE BOARD CHAIR

I. BOARD CHAIR DUTIES AND RESPONSIBILITIES

A. Introduction

- i) The Chair is appointed by the Lieutenant Governor in Council.
- ii) The Chair provides leadership in managing the affairs of the Board including ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities.

B. Relations with the Government and other Stakeholders

- i) The Chair is appointed by the Government and as a result has a unique relationship with and responsibility to the Government.
- ii) The Chair shall act as a primary, but not exclusive, spokesperson for ICBC with Government and as the principal interface between the Board and the Minister.

C. Working With Management as the Board Chair

The Chair has the responsibility to:

- i) ensure management is aware of concerns of the Government, the Board, other stakeholders and the public;
- ii) ensure implementation of the management succession and development plans;
- iii) ensure management strategies, plans and performance are appropriately represented to the Board;
- iv) act as the primary spokesperson for the Board.

D. Managing the Board

The Chair has the responsibility to:

- i) provide leadership to the Board, chair Board meetings and ensure that the appropriate issues are addressed;
- ii) work collaboratively with the Vice Chair/Lead Director to ensure that the Board is able to operate independently of management as required;
- iii) ensure the Board has full knowledge of the Corporation's business and affairs and is alert to its obligations to the Corporation, the Government and other stakeholders;

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- iv) coordinate the agenda, information packages and related events for Board meetings in conjunction with the Corporate Secretary;
- v) ensure information requested by Directors or Board Committees is provided and meets their needs;
- vi) establish the frequency of Board meetings, subject to the By-laws, and review such frequency from time to time, as considered appropriate or as requested by the Board;
- vii) ensure major corporate initiatives have proper and timely Board understanding, consideration, oversight and approval;
- viii) ensure the Board has the information and resources it requires to fulfill its responsibilities, including regular updates from the Chief Executive Officer on all issues important to the welfare and future of the Corporation;
- ix) review recommendations regarding committee Chairs and member appointments with the Vice-Chair/Lead Director prior to recommending them to the Board for approval;
- x) maintain a liaison and communication with all Directors and Committee Chairs to co-ordinate input from Directors, and optimize the effectiveness of the Board and its Committees;
- xi) work with the Governance Committee in:
 - a) developing Director criteria and potential candidates for recommendation to the Board prior to recommendations being made to the Government for appointment of Directors and communicate with the Government regarding the criteria and potential candidates; and
 - b) ensuring the Board has a process for assessing its own performance and the performance of the committees, the Board Chair, the Lead Director and individual Directors;
- xii) build consensus and develop teamwork within the Board; and
- xiii) foster a constructive and harmonious relationship between the Board and Management.

Last reviewed by the Committee: January 23, 2018