



## TERMS OF REFERENCE FOR THE VICE CHAIR/LEAD DIRECTOR

### I. INTRODUCTION

- A. The Board may appoint a Vice Chair at any time. The Vice Chair will have the responsibility of chairing board meetings in the Chair's absence or if the Chair is otherwise unable or unwilling to act at a meeting of the Board. The Vice Chair of the Board shall have such other powers and perform such other duties as may be assigned or delegated by the Board from time to time or as may be assigned or delegated by the Chair of the Board.
- B. On those occasions when the roles of Board Chair and President/Chief Executive Officer (the "CEO") are combined and held by a single person, the Board shall appoint, from among the non-management members of the Board, a Vice Chair who will also take on the role of Lead Director. In such cases, the individual's title will be Vice Chair/Lead Director.
- C. The primary responsibilities of the Lead Director are:
  - i) to ensure that the Board approaches its responsibilities in a manner that allows the Board to function independently of management; and
  - ii) to provide a source of Board leadership complementary to that of the Board Chair and President/CEO.
- D. As required, the Lead Director acts as a conduit between Management and the Board and between Directors and the CEO.

### II. DUTIES AND RESPONSIBILITIES

The Vice Chair/Lead Director has the responsibility to:

- A. Maintain a close and collaborative relationship with the CEO;
- B. Ensure that meetings of the "non-management" Directors are scheduled regularly, chair such meetings and report the results of such meetings to the CEO;
- C. Act as a potential communication channel among the Directors and between Directors and the CEO; such that sensitive issues or concerns are raised in a manner that provides a voice for Directors who might not otherwise raise an issue or who might wish not to have a subject discussed publicly;
- D. Review the CEO's recommendations to the Board regarding the appointment of Committee Chairs and members;



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- E.** Communicate periodically with all Committee Chairs to ensure they are functioning effectively and with the appropriate resources they need to fulfill their responsibilities to the Board;
- F.** Ensure the Board has a process for annually assessing the performance of the CEO, in the CEO's capacity both as President/CEO and as Board Chair; and
- G.** Review director conflict of interest issues as they arise.

Last reviewed by the Committee: January 23, 2018