

TERMS OF REFERENCE CORPORATE SECRETARY

I. INTRODUCTION

- A.** The Corporate Secretary is an employee of the Company who reports operationally to the CEO. The Corporate Secretary is also accountable to the Board of Directors and reports to the Board Chair in this capacity.
- B.** The Corporate Secretary supports the Board by providing resources and information links among the Board, management and the shareholder, with particular emphasis on facilitating the flow of information.

II. DUTIES AND RESPONSIBILITIES

- A.** Facilitate the Board's and Board Committees' activities by helping the Board Chair and Committee Chairs to set agendas, preparing and coordinating information to the Board and Board Committees and advising on Board procedures.
- B.** Organize meetings and attend all Board of Director and Committee meetings where possible, and act as Corporate Secretary at such meetings or appoint a delegate when this is not possible.
- C.** Prepare minutes of Board and Committee. Ensure that decisions taken by the Board are communicated to Management in a timely manner. Assist the Chief Executive Officer in ensuring all consequential actions are taken by the Corporation.
- D.** Advise the Board on all matters of procedure.
- E.** Administer the Code of Conduct and Conflict of Interest Guidelines. Advise the Board Chair in respect of any matters where conflict, potential or real, may occur between the Board and the CEO.
- F.** Keep under close review all legislative, regulatory and corporate governance developments that might affect the Company's operations, and ensure the Board is fully briefed on these and that it has regard to them when taking decisions.
- G.** Ensure, where applicable, that the standards and disclosures required by the *Governance and Disclosure Guidelines for Governing Boards of British Columbia Public Sector Organizations*

TERMS OF REFERENCE CORPORATE SECRETARY

are observed and, where required, reflected in the annual report of the directors.

- H.** Under the direction from the Human Resources & Governance Committee, provide orientation for new directors and ongoing professional development for all directors and support them in understanding their roles and responsibilities.
- I.** Under the direction from the Human Resources & Governance Committee, manage the annual Board assessment. Work with the Chair and Chief Executive Officer to implement changes resulting from the evaluation recommendations.
- J.** Act as a primary point of contact and source of advice and guidance for directors as regards the Company and its activities in order to support the decision making process.
- K.** Make arrangements for and manage the process of the Annual General Meeting.
- L.** Ensure proper and timely documentary filings and fulfillment of disclosure requirements to statutory authorities under applicable legislation and Government policy.
- M.** Maintain the Company's books and records and ensure the security and application of the corporate seal.

III. CONFLICT OF INTEREST

- A.** If there is a conflict of interest, actual or potential, on any particular matter, between the Corporate Secretary's administrative or managerial responsibilities within the Company and her responsibilities as a secretary to the Board, it is the responsibility of the Corporate Secretary to draw it to the attention of the Board.