

# **Board of Directors Chair & Vice Chair of an Advisory Council ("Council Chair")**

## **Position Description**

### **Chair and Vice Chair's Team**

The Chair and Vice Chair are elected from amongst the Members of the Advisory Council.

The initial term for the Council Chair will be two years, followed by two one-year terms to a maximum of four years.

The Vice Chair will be elected for a one-year term and can stand for re-election indefinitely.

### **Accountability**

The Council Chair is accountable to the Board of Directors through the Stakeholder Committee for the fulfillment of the responsibilities of a Council Chair as outlined herein, including ensuring that the Council fulfills its role and responsibilities as outlined in the Council's Terms of Reference as approved by the Board.

### **Role and Responsibilities**

The role and responsibilities of a Council Chair will include:

1. Assuming principal responsibility for the operation and functioning of the Board's Advisory Council.
2. Providing overall leadership to the Council without limiting the principle of collective responsibility and the ability of the Council to function as a unit.
3. Consulting with the Corporate Secretary Office and the Manager, Stakeholder Relations to set agendas that are based on the responsibilities of the Council, reflect current priorities, and are in line with the Council Workplan.
4. Chairing Council meetings effectively, including ensuring that appropriate briefing materials are delivered in a timely fashion, encouraging full participation and

discussion by individual Council members, stimulating debate, facilitating consensus, and ensuring that clarity regarding decisions is reached and duly recorded.

5. Providing a regular written report on Council activities to the Board of Directors through the Board's Stakeholder Committee, on the fulfillment by the Council of its governance roles and responsibilities and focuses on the provision of key information and issues that the Board requires in order fulfill its overall governance responsibilities.
6. The Council Chair may request the vice-chair of the Council to chair a particular meeting, or a particular agenda item should they determine that due to a potential conflict of interest, they would not be the most effective chair of that particular meeting, or that particular agenda item. Should the vice-chair not be in attendance at the meeting, the Council Chair may make the request of another Council member.
7. Ensuring compliance with the governance policies of the Board regarding conduct of Board Council meetings, managing and reporting information and other policies related to the conduct of the Council's business.
8. Ensuring an effective and productive working relationship between the Council and management.
9. Ensuring that they have the requisite skills for the position of Council Chair and, in consultation with the Corporate Secretary and Manager, Stakeholder Relations, pursuing training and development opportunities in this regard.

## **The Vice Chair**

### **Role and Responsibilities**

- a) The Vice Chair shall perform the duties and responsibilities of the Chair of the Council as outlined in this description in the Chair's absence.
- b) The Vice Chair will perform other responsibilities as assigned or delegated by the Chair.

## **Working with Management**

The Council Chair will:

1. Build an open working relationship with senior management and the Board.
2. Ensure that communications with management supports the early identification of policy and organizational issues that should be addressed by the Board.

## **Annual Review**

The Position Description will be reviewed by the Governance, Regulatory Affairs & Nominations Committee no less than annually.

## Appendix - Policy Update Tracking

<b>Policy Name:</b>	<b>Position Description: Advisory Council Chair &amp; Vice Chair</b>
<b>Board Committee:</b>	Governance, Regulatory Affairs & Nominations Committee
<b>Reviewed/Amended:</b>	01/28/21; 01/26/22; 01/25/23
<b>Board Approval:</b>	02/22/21; 02/23/22; 02/14/23
<b>References:</b>	Board and Committee Meeting Minutes CAC Nomination & Election Policy