



MAKING *Life* BETTER

TERMS OF REFERENCE FOR THE COMMITTEE CHAIR

The role of the Chair of an established committee of the Board (“**Committee**”) is to provide leadership and to ensure that the Committee fulfills its charter mandate and any other matters delegated to it by the board of directors (the “**Board**”). Committee Chairs are expected to provide independent, proactive, and effective direction to their assigned Committee, guided by their respective Committee Charter.

In addition, Committee Chairs will manage their time and the operations of their Committee with a view to balancing the effective performance of duties with the efficient, economic management of the Board and its Committees.

The Committee Chair has the responsibility to:

- a. Provide leadership in the planning, organization, and operation of their assigned Committee's activities, including:
 - i. provide leadership in the annual development and quarterly review of the Committee's workplan, ensuring that all Charter responsibilities are reflected and obtaining input from Committee members and Agency management.
- b. Ensure that the Committee holds the number of meetings — in-person or via video/teleconference, that are required to complete its annual workplan. Convene ad hoc meetings as required.
- c. Work with the Corporate Secretary to establish effective agendas for Committee meetings and to ensure that those agendas address the annual workplan.
- d. Chair briefing meetings with the Corporate Secretary and management to review proposed agendas, ensuring that the content and format of supporting documents are suitable and will facilitate the Committee's discussions and deliberations.
- e. Chair Committee meetings, facilitating active participation by all members and ensuring that appropriate time is allocated to each agenda item and that all items are brought to a suitable resolution.
- f. Ensure that there are in camera sessions at each meeting, as required, to allow for discussion of confidential Committee matters.
- g. As appropriate, hold separate discussions with the Chair, the CEO, and/or the Corporate Secretary to inform them about in camera discussions and about Committee concerns; and provide direction to the Corporate Secretary in the recording of required follow-up actions arising from in camera sessions.
- h. Report to the Board on the activities of the Committee, including Committee discussions, recommendations, and resolutions.
- i. Review draft minutes to ensure their accuracy prior to their approval by the Committee.

- j. Lead the Committee's annual assessment of the adequacy and effectiveness of the Committee Charter and make any necessary recommendations to the Governance Committee for amendment, prior to referral to the Board for review and approval.
- k. Develop knowledge of the subject matter and of best practices related to their assigned Committee's mandate and share such knowledge with Committee members.
- l. Provide Committee members with feedback and coaching regarding their participation and performance on the Committee, and identify any associated training and development requirements.
- m. Ensure that Committee members meet with legal counsel, as needed.