

5. BOARD CHAIR POSITION DESCRIPTION

The following describes the appointment, role and responsibilities of the Board Chair.

5.1. APPOINTMENT

The Board Chair is appointed by the Minister for a term determined by the Minister in accordance with the Articles.

5.2. ROLE

The principal role of the Board Chair is to provide leadership to the Board. The Board Chair is accountable to the Board, acts as a direct liaison between the Board and management, and acts as a spokesperson for Board decisions, where appropriate.

5.3. RESPONSIBILITIES

The Board Chair:

5.3.1. Working with Management

- a) acts as a liaison between management and the Board;
- b) fosters a constructive relationship between the Board and management through regular contact with the CEO;
- c) acts as a sounding board, counselor and confidant for the CEO;
- d) ensures the CEO is aware of concerns of the Board and stakeholders;
- e) seeks to ensure that management presents to the Board all information necessary to allow the Board to effectively discharge its responsibilities;

5.3.2. Board Operations

- a) recommends an annual schedule of Board meetings;
- b) in concert with the CEO and Corporate Secretary, develops and sets the Board meeting agendas;
- c) calls meetings of the Board;
- d) presides over Board meetings;
- e) reviews pre-meeting information packages for completeness, with the goal of providing Directors with sufficient background information to enable them to prepare for the meeting;
- f) conducts Board meetings in an efficient, effective and focused manner;

- g) ensures proper minutes are recorded and presented to subsequent meetings;
- h) recommends to the Board the chairs and members for each Committee;
- i) when not a member of a certain Committee, may nonetheless attend that Committee's meetings as a non-member;
- j) develops for approval by the Board, and monitors expenditures of, the annual Board budget;
- k) oversees issues raised with respect to conflicts of interest;
- l) signs documents on behalf of the Board as authorized by the Board;

5.3.3. Board Effectiveness

- a) leads the Board in fulfilling its governance responsibilities as set out in the Board Charter;
- b) ensures the Board has cohesion of direction and purpose at a policy and strategic level;
- c) maintains an appropriate boundary between the Board and management responsibilities;
- d) liaises with Committee chairs to ensure coordination between the work of the Committees and the Board and satisfactory Committee reports for the Board;
- e) at meetings, encourages participation of all Directors and promotes a spirit of collegiality where robust questioning and discussion is encouraged by all Members;
- f) builds consensus and develops teamwork within the Board;
- g) fosters ethical and responsible decision making by the Board and its Members;
- h) ensures that each Director is contributing to the Board's work;
- i) makes himself or herself available to individual Directors for questions, counsel and discussions relating to BCIF;
- j) provides new Members with information on the Board's key issues as part of the Director orientation program;
- k) keeps the Board up to date on all significant developments of BCIF, both at and between meetings;
- l) in consultation with the Governance and Human Resources Committee, leads and/or participates in the Board and Director evaluation process;

5.3.4. Elections, Re-elections, Appointments and Government Relations

- a) acts as the principal interface between the Board and the Minister and meets with the Minister at least quarterly;

- b) liaises with the Board Resourcing and Development Office and the Minister regarding new elections, re-elections and appointments to the Board; and
- c) assumes those appointments on external bodies that are typically assumed by reason of his/her position as Board Chair.

5.4. ABSENCE OF CHAIR

In the absence or incapacity of the Board Chair, or if the Board Chair position is vacant, the Board may elect a Director to serve as Acting Chair.