

TERMS OF REFERENCE FOR THE BOARD SECRETARY

I. PURPOSE

- A. In accordance with the Bylaws, the President & Chief Executive Officer shall be the Secretary to the Board (“the Secretary”) unless the Board determines otherwise. At its discretion, the Board may reassign the duties and responsibilities of the Secretary in whole or in part.
- B. The office of Secretary does not entitle the President & Chief Executive Officer or any alternate designated by the Board to be a Member, nor to vote at meetings of the Board or any of its committees.
- C. The principle duties and responsibilities of the Secretary are:
 - (i) under the direction of the Chair, prepare the agenda for all meetings of the Board, assemble the relevant support material, and ensure timely delivery to the Directors of the Board.
 - (ii) ensure minutes are recorded and approved for all meetings of the Board and its Committees.
 - (iii) have custody of all Board records, including the minutes of all meetings of the Board and its Committees.
 - (iv) review and process for approval and settlement, all expense claims by the Directors, including the Chair.
 - (v) hold the original copies of the Conflict of Interest declarations signed by the Directors
 - (vi) manage the correspondence addressed to the Board including, where necessary, the writing of acknowledgements; the redirection of individual items of correspondence to the appropriate officer for handling; and, if a response signed by the Chair is not necessary, a follow-up to ensure that suitable action has been taken.