

## **TERMS OF REFERENCE BOARD CHAIR**

### **Introduction**

The board assumes responsibility for the stewardship of Yukon Development Corporation and as a consequence has accountability for the management of Yukon Development Corporation. Critical to meeting this accountability are the relationships between the Board, Government and Management, and among Directors.

The Chair is appointed by Government.

The Chair, as the presiding Director, provides leadership in guiding the Board and coordinating its activities in the best interests of Yukon Development Corporation.

### **Chair Working with Management**

- Act as a sounding board and counselor for the Chief Executive Officer, including helping to identify problems, reviewing strategy, maintaining accountability, building relationships and ensuring the President / Chief Executive Officer is aware of concerns of the Board and Government, and the Board is aware of the of the principal concerns of management.
- Lead the Board in monitoring and evaluating the President / Chief Executive Officer's performance.
- Ensure Yukon Development Corporation's acts within its mandate as articulated in the *Yukon Development Corporation Act*, regulations and Protocol Agreement. Ensure the strategic plan is not in conflict with the YDC mandate.
- Collaborate closely and rigorously exchange information with the President / Chief Executive Officer. Together with the President / Chief Executive Officer, act as a primary spokesperson for Yukon Development Corporation and oversee the Corporation's interfaces with government and other stakeholders including:
  - Developing and implementing a communications program; and
  - Representing the Corporation in its interface with government, regulatory bodies and other stakeholders.
- Foster a constructive and harmonious relationship between the Board and management.
- Liaise with the Corporate Secretary.

### **Chair Managing the Board of Directors**

- Provide leadership to the Board.

- Ensure the Board has full governance of the Corporation's business and affairs and is alert to its obligations to Yukon Development Corporation, the government and stakeholders and under the law.
- Assist the Board in reviewing and monitoring the strategic plan, policy and directions of Yukon government and the achievement of its objectives.
- Ensure there is cohesion of direction and purpose at a policy and strategic level.
- Build consensus and develop teamwork within the Board.
- Communicate with the board to keep it up to date on all major developments, including timely discussion of potential developments.
- Direct management to ensure the Board has sufficient knowledge to permit it to make major decisions when required.
- Co-ordinate the agenda, briefing packages and related events for Board meetings with the President / Chief Executive Officer and the Corporate Secretary.
- In consultation with the Board and the President / Chief Executive Officer:
  - recommend the necessary committees, their mandates and the appointment of Committee Chairs; and
  - annually evaluate each Committee's appropriateness in the current environment and recommend such adjustments where deemed necessary.
- Attend committee meetings as appropriate.
- Set the frequency of Board meetings and review such frequency from time to time as considered appropriate or as requested by the Board.
- Chair Board meetings.
- Ensure Board and Committee meetings are conducted in an efficient, effective and focused manner.
- Ensure, with the assistance of management, that there is an orientation program for new Directors and an ongoing development program for existing Directors aimed at increasing the Directors' familiarity with the Corporation, its industry, and their unique responsibilities as crown corporation Directors.

**Relations with Government, Subsidiary, Other Stakeholders and the Public.**

- The Chair is appointed by government and as a result, has a unique relationship with and responsibility to government. In consultation and/or collaboration with the CEO where appropriate the Chair shall:
  - Act as the principle liaison between the Minister and the Corporation.
  - Act as the principle liaison with the Chair of Yukon Energy Corporation.
  - Meet with the Minister on a regular basis to keep him/her informed of Corporate activities and Board direction and decisions.
  - Undertake speaking and/or other public engagements in connection with the Corporation's activities.
  - Represent the Corporation in its interface with government, regulatory bodies, other stakeholders in Canada and other jurisdictions.
  - Ensure the Corporation's management and the Board are appropriately represented to government and other stakeholders.
  - Ensure YDC's management and, where applicable, the Board are appropriately represented at official functions and meetings.