

TERMS OF REFERENCE CORPORATE SECRETARY

Introduction

At the direction of the President/CEO, the Corporate Secretary of Yukon Development Corporation (YDC) assists the Boards of Directors of YDC and its Committees in the discharge of their respective duties by organizing and recording the activities of each meeting of the Board and Committees of the Board. The Corporate Secretary provides advice to the Board of YDC, Committees, individual directors and employees of the Corporation to ensure compliance with YDC's governance framework. As a Board-appointee, the Corporate Secretary is an officer of Yukon Development Corporation.

Corporate Secretary's Duties and Responsibilities

Board Management

- Organize meetings of the Board of Directors for YDC and Committees in accordance with procedures established through the governance framework, or as stipulated by the Board.
- In accordance with the board calendar and Committee timetables, prepare draft agendas for Board and Committee meetings for discussion with the Chair, President/CEO, and Board Committee Chairs as appropriate.
- Coordinate and assemble briefing materials with the appropriate breadth and clarity to assist Directors to prepare for meetings and perform their policy and oversight role by:
 - developing guidelines and templates to assist Management in the preparation of information in support of each Agenda item;
 - establishing timelines leading up to each meeting that provide for the adequate internal review while providing Directors with sufficient time to prepare; and
 - coaching and assisting Management throughout the meeting preparation process to ensure Board requirements are clearly understood and appropriately communicated to all staff involved in the process.
- Attend and act as Secretary of Board and Board Committee meetings.
- Prepare minutes of Board and Committee proceedings, or ensure this responsibility has been delegated to an appropriate individual. Review all minutes for consistency, appropriateness or recorded decisions and issues with broader implications. Ensure the corporate record is accurate and up-to-date at all times.
- Ensure that decisions taken by the Board are communicated to Management in a timely manner. Assist the President/CEO in ensuring all consequential actions are taken by the Corporation.
- Acts as liaison between Board and Management and the main point of contact for Directors. At the direction of the Chair, provides Directors with timely information between Board meetings as events warrant. As a matter of policy, when responding to individual Director requests for briefings on particular topics, ensures that all Directors receive the information provided.
- Draft reports or undertake research for the Chair or President/CEO as required.

- Provide logistical support for annual Board retreats, working with Management to prepare and coordinate retreat materials and arrangements for associated events.

Corporate Governance

- Promote strong corporate governance practices within the Corporation. Act as an information source and advisor on all matters related to corporate governance for Directors and employees of Yukon Development Corporation and Committees.
- Keep up-to-date on evolving corporate governance practices and trends, advising the Corporate Governance Committee and the Board as part of the annual governance framework review.
- In conjunction with the Chair and Corporate Governance Committee, manage the annual Board assessment. Work with the Chair and CEO/President to implement changes to policy or process that result from the evaluation's recommendations.
- Ensure the Corporation's annual report is prepared, and sent to the Minister's office for tabling. Upon the tabling of the annual report ensure it is posted on the YDC website.
- Keep up-to-date on the Corporation's current initiatives and relationships with its Shareholder and subsidiary. A broad understanding for the Corporation and its operations is required in order for the Corporate Secretary to be effective.
- Provide service and advice to both Directors and Management, working to promote a strong working relationship, that includes:
 - assisting with new director orientation, ongoing orientation, training and education throughout each Director's tenure on the Board;
 - keeping Directors informed of changing or new requirements relating to their legal and fiduciary responsibilities; and
 - ensuring Management is informed of Director views and preferences.
- Administer Director remuneration consistent with Government guidelines. Periodically review the Board's compensation guidelines and make appropriate recommendations to the Chair and Corporate Governance Committee when required.
- Promote the role and responsibilities of the Corporate Secretary both within the Corporation and externally, building networks to share ideas, discuss new trends in corporate governance and benchmark best practices.

Director Code of Conduct

- Update the YDC Board's Code of Ethics as required to keep it up to date.

Corporation Records

- As an authorized signing officer, apply the Corporate Seal of YDC and its Subsidiary in accordance with established policy or Subsidiary Articles of Incorporation.
- Act as custodian for the Corporation's corporate and historical records, meeting minutes and Board information.

Corporate Policy Framework

- Provide policy advice to employees, directing particular questions to subject matter experts within the Corporation.
- Update YDC's policy framework as business needs necessitate, ensuring appropriate sign off has been obtained through the President/CEO and Board of Directors.
- Periodically review whether corporate policies and procedures continue to meet corporate needs, are well understood and that new employees received appropriate orientation on policy matters.

Accountability

The Corporate Secretary is an employee of the Corporation and Yukon government who reports to the President/CEO and takes direction from the Chair and Board of Directors in respect of corporate secretary responsibilities.