

TERMS OF REFERENCE DIRECTOR

Goals and Objectives

As a member of the Board, each Director will:

- Fulfill the legal requirements and obligations of a Director, which include a comprehensive understanding of statutory and fiduciary roles;
- Represent the Shareholder in the governance of the Corporation ensuring that the best interests of YDC are paramount; and
- Participate in the review and approval of YDC policies and strategy, and monitor their implementation.

Duties and Responsibilities

Board Activity

As a member of the Board, each Director will:

- exercise good judgement and act with integrity; use his or her ability, experience and influence constructively;
- be available as a resource to management and the Board;
- respect confidentiality;
- advise the Chair prior to introducing a new topic for discussion;
- understand the difference between governing and managing, and not encroach on management's area of responsibility;
- identify potential areas of conflict – real or perceived – and ensure that they are appropriately reviewed;
- as necessary and appropriate, communicate with the Chair and President between meetings;
- demonstrate a willingness and availability for individual consultation with the Chair; and
- participate fully in the performance evaluation of the President/Corporate Executive Officer and the Corporation.

Preparation and Attendance

To enhance the effectiveness of Board and Committee meetings, each Director will:

- prepare for each Board and Committee meeting by reading the reports and background materials provided for the meeting;
- maintain an excellent Board and Committee meeting attendance record; and
- acquire adequate information necessary for decision making.

Communication

Communication is fundamental to Board effectiveness and therefore each Director will:

- participate fully and frankly in the deliberations and discussions of the Board;
- encourage free and open discussion of the affairs of YDC by the Board;
- ask probing questions, in an appropriate manner and at proper times; and

- focus inquiries on issues related to strategy, policy, implementation and results rather than issues relating to the day-to-day management of YDC.

Independence

Recognizing that the cohesiveness of the Board is an important element in its effectiveness, each Director will:

- be a positive force with a demonstrated interest in the long-term success of YDC; and
- speak and act independently.

Board Interaction

As a member of the Board, each Director should establish an effective, independent and respected presence and a collegial relationship with other Directors.

Committee Work

In order to assist Board committees in being effective and productive each Director will:

- participate on Committees and become knowledgeable about the purpose and goals of the Committee; and
- understand the process of Committee work, and the role of management and staff supporting the Committee.

Business, Authority and Industry Knowledge

Recognizing that decisions can only be made by well-informed Directors, each Director will:

- become generally knowledgeable of the business of YDC and its industry;
- develop an understanding of the unique role of YDC within the community;
- maintain an understanding of the regulatory, legislative, business, social and political environments within which YDC operates;
- become acquainted with the senior managers of YDC;
- remain knowledgeable about YDC's facilities and visit them when appropriate; and
- be an effective ambassador and representative of YDC.