



Corporate Secretary – Terms of Reference

The Corporate Secretary is accountable to the Board of Directors and reports to the Chair of the Board. The Corporate Secretary maintains the statutory records of the Corporation, provides advice to the members of the Board and employees to ensure that they can effectively carry out their duties, and maintains the Code of Conduct for the organization.

The Corporate Secretary:

- Maintains all of the corporation's governing and historical records. Ensures legal filing requirements are met. Holds the Corporate Seal and applies it to documents as required.
- Organizes and maintains records of the board and committee meetings
- Ensures that the corporation complies with governing legislation
- Coordinates publication of the Corporation's Annual Report, Service Plan and other statutory information
- Keeps up to date on relevant governance matters
- Advises directors of their roles, responsibilities and duties
- Facilitates orientation and education of new directors
- Acts as a channel of communication from the shareholder to directors, and operating units to the directors
- Administers the Corporation's Code of Conduct and Ethics
- Advises the Board Chair on any conflict, real or potential that might occur between the Board and the CEO
- Provides policy advice to employees