

The following describes the role and responsibilities of the Board Chair.

Appointment

The Minister designates a Director as Board Chair.

Role

The principal role of the Board Chair is to provide leadership to the Board. The Board Chair acts as a direct liaison between the Minister and the Board. The Board Chair is accountable to the Minister and relays the content of the Mandate Letter and regularly reports to the Minister on any matters that are relevant to the Minister's performance. The Board Chair also represents the Board internally and externally, including acting as a spokesperson for Board decisions where appropriate.

Duties and Responsibilities

A. Working with Management

- acts as a liaison between the Board and the CEO;
- acts as a sounding board, counselor and confidant for the CEO;
- ensures the CEO is aware of concerns and expectations of the Board, the Minister and other stakeholders and ensures the Board is aware of the principal concerns of the CEO;
- participates in the review of the CEO's performance, and ensures implementation of the management succession and development plans of the CEO;
- seeks to ensure that the CEO presents to the Board all information necessary to allow the Board to effectively discharge its responsibilities; and
- fosters a constructive and harmonious relationship between the Board and management through regular contact with the CEO

B. Board Operations

- Calls and presides over Board meetings and manages Board affairs;
- recommends to the Board an annual schedule of Board meetings;
- in concert with the CEO [and the Corporate Secretary], develops and sets the Board meeting agendas;
- ensures Board meeting materials are provided to the Board Members prior to the meeting;
- recommends the necessary committees, their mandates and the appointment of Committee Chairs and members to the Board for approval;
- conducts Board meetings in an efficient, effective and focused manner;
- ensures proper minutes are recorded and presented to subsequent meetings for approval;
- oversees issues raised with respect to conflicts of interest¹;

¹ Actual or perceived conflicts of interest with respect to the Board Chair are to be raised with the Chair of the Audit & Governance Committee.

BOARD CHAIR POSITION DESCRIPTION

- signs documents on behalf of the Board as authorized by the Board; and
- serves as the Board's spokesperson

C. Board Effectiveness

- provides leadership to the Board in fulfilling its governance responsibilities as set out in the Board Terms of Reference;
- builds consensus and develops teamwork within the Board;
- fosters ethical and responsible decision making by the Board and Directors;
- encourages all Directors to participate and contribute to the Board's deliberations;
- makes themselves available to individual Directors for questions, counsel and discussions relating to PavCo;
- maintains an appropriate boundary between the Board and senior leadership responsibilities;
- keeps the Board up to date on all significant developments at PavCo, both at and between meetings;
- with the Audit & Governance Committee Chair, co-leads the Board and the Director evaluation process;
- with the Human Resources Committee, co-leads in Board succession planning;
- meets one-on-one annually with each Director to exchange views on the Board's effectiveness and the Director's contributions; and
- provides advice to the Minister on the performance of individual Directors

D. Relations with the Minister and Other Stakeholders

- The Chair is appointed by the Government and as a result, has a unique relationship with and responsibility to Government and PavCo's other external stakeholders. The Board Chair has the responsibility to:
 - in consultation with the CEO, act as the principal interface between the Board and the Minister and work to maintain the relationship between the Board and the Minister;
 - advise the Minister and senior government representatives of developments that are relevant to the Minister's performance; and
 - in consultation with the CEO, review the communications strategy to ensure it meets the communication needs of the Government and other stakeholders, and the overall communication requirements of PavCo