



CORPORATE SECRETARY – POSITION DESCRIPTION

Appointment

The CEO appoints the Corporate Secretary. The Corporate Secretary is accountable to the Board of Directors and reports to the CEO and the Chair of the Board. Currently, the CFO fulfills the following responsibilities in supporting the Board Chair and the Board in carrying out their governance responsibilities:

Role

The Corporate Secretary maintains the statutory records of the Corporation, provides advice to the members of the Board to ensure that they can effectively carry out their duties, and oversees the monitoring of PavCo's Code of Ethical Business Conduct.

Duties and Responsibilities

- a) Provides the staff resources to the Board to assist Directors in fulfilling their responsibilities.
- b) Oversees the preparation and distribution of the Board packages prior to every Board and Committee meeting.
- c) Ensures the Board and its Board Committees have the information and analysis they need to support Directors in meeting their fiduciary responsibilities.
- d) Develops quarterly and annual presentations for the Board and Committees, and any additional information and analysis as required.
- e) Liaises with General Counsel on issues related to governance and fiduciary responsibility.
- f) Coordinates publication of the Corporation's Annual Service Plan Report, Service Plan and other statutory information.
- g) Keeps up to date on relevant governance matters, practices and trends, advising the Board on any changes, where appropriate.
In consultation with General Counsel, advises directors and officers of their roles, responsibilities and duties.
- h) Advises the Board Chair on any conflict, real or potential that might occur between the Board and the CEO.
- i) Assist with the administration of the Board, Committee and Director evaluation processes as appropriate and support any changes to Board policy or process that results from such evaluations.
- j) Assists the Chair and the CEO with the orderly induction, transition and orientation of new Board members and acts as a channel of communication and information for Directors.



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General Counsel assists the Corporate Secretary, including carrying out the following duties:

- a) Maintains all of the corporation's governing and historical records. Ensures legal filing requirements are met. Holds the Corporate Seal of PavCo and applies it to documents as required.
- b) Organizes and maintains records of the Board and Committee meetings.
- c) Ensures that the corporation complies with governing legislation.
- d) Administers the Code of Ethical Business Conduct and acts as Compliance Officer for the Code.

Board Liaison currently assists the Corporate Secretary in the following matters:

- a) Serves as point of contact for Board Members.
- b) Assists in the organization, planning and execution of Board and Committee meetings.
- c) Facilitates orientation and education of new directors.
- d) Attends board meetings as required and completes minutes following meetings.
- e) Assembles Board briefing documents and distributes packages to Board members.
- f) Tracks expenses.
- g) Coordinates seminars/events/travel.

Conflict

If there is a conflict of interest, actual or potential, on any particular matter, between the Corporate Secretary's responsibilities to PavCo and his/her responsibilities to the Board, it is the responsibility of the Corporate Secretary to draw this actual or potential conflict of interest to the attention of the Board through the Board Chair.