

Role of the Board Chair



PROVINCIAL CAPITAL COMMISSION

The Board Chair is appointed by the Lieutenant Governor in Council. The Board Chair is the presiding director. There is a clear division of duties between the Board Chair and the CEO to ensure the Board functions independently of management and avoids conflicts of interest.

The Board Chair is responsible for:

- Providing leadership and guidance to the Board of Directors.
- Establishing an effective working relationship with the Shareholder and management on behalf of the Board of Directors.
- Acting as spokesperson and representing the PCC in conjunction with the CEO.

Duties and Responsibilities

a) *The Board's Interface with Management*

- Act as the principal interface with the CEO to ensure management is aware of concerns of the Board and stakeholders.
- Ensure that management strategy, plans and performance are appropriately represented to the Board and other stakeholders.

b) *Managing the Affairs of the Board*

- Chair all Board meetings.
- Ensure that the Board has full governance of the PCC's business and affairs and that the Board is alert to its obligations to the PCC, management, staff and other stakeholders.
- Provide strong leadership of the Board; assist the Board in reviewing and monitoring the aims, strategy, policy and directions of the PCC and the achievement of its objectives.
- Ensure that the Board fulfills all the activities and obligations set out in the Board Governance Manual.
- Recommend the committees of the Board and their composition, reviewing the need for, and the performance and suitability of, those committees and recommending such adjustments as are deemed necessary from time to time.

c) *Relations with Government, the Public and Other Stakeholders*

- Represent the interests of the Board of Directors of the PCC.
- Liaise with the Minister Responsible on a regular basis on the activities of the PCC.
- Ensure the Board is appropriately represented at official functions and meetings with government and other stakeholder groups.

d) *Procedural Matters Involving the Chair*

- Preside at all Board meetings and stakeholder meetings as required.
 - Call a meeting of the Board not less than six times a year.
 - Call a meeting of the Board any time, if such a meeting is necessary.
 - Within 14 days of a written request to do so, signed by any three Directors, call a meeting of the Board.
 - Vote only in the event of an equality of votes.
 - Recommend to the Board the members of all committees.
 - Act as an ex-officio member of all committees and task forces.
 - Consult with the Chief Executive Officer in determining an agenda for each Board meeting.
 - Approve Director expense accounts.
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