



Board Policy

NUMBER

B03-012

POLICY TITLE Board Chair – Terms of Reference	BOARD APPROVAL November 4, 2020	SLGA APPROVAL March 24, 2022
ORIGIN/AUTHORITY Board Policy	FILE NO. Final Approved Copy	EFFECTIVE DATE 30 Days after Final Approval

1. Preface

- 1.1 The Board Chair works for the Board, not the reverse. Although the Board Chair is the leader of the Board, he/she becomes the servant to the Board in order to fulfill its group need for leadership.

2. Policy Objective

- 2.1 To ensure clarity of roles and responsibilities for the Board Chair.

3. Policy Statement

- 3.1 The key role of the Board Chair is to ensure that the Board of Directors carries out its responsibilities effectively and clearly understands and respects the boundaries between the Board of Directors' and Management's responsibilities.
- 3.2 The Board Chair is responsible and accountable to the Board. To fulfill this role the Board Chair shall:
- a) Guide the Board.
 - b) Coordinate the Board's activities.
 - c) Foster relationships between the Board and management and among directors and shareholders in the best interests of the Authority.
 - d) Together with the President/CEO, foster effective relations with the communities' served by the Authority.

4. Application

- 4.1 This policy applies to the Board of Directors.



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5. Policy Requirements

5.1 Working with management – The Board Chair will:

- a) Act as a sounding board and counselor for the President/CEO, including helping to identify problems, reviewing strategy, maintaining accountability, building relationships and ensuring that the President/CEO is aware of concerns of the Board and the communities the Authority serves.
- b) Lead the Board in monitoring and evaluating the performance of the President/CEO and the corporation.
- c) Ensure that corporate strategy, plans and performance are presented to the Board.
- d) Ensure the President/CEO presents management succession and development plans at least annually and implements them.
- e) Foster a constructive and harmonious relationship between the Board and management.
- f) Work closely with the President/CEO to ensure that the Authority is building a healthy corporate culture.
- g) Together with the President/CEO act as a spokesperson for the Authority and oversee the Authority's interfaces with government and other stakeholders.

5.2 Leading the Board – The Board Chair will:

- a) Ensure the Board has full governance of the Authority's business and affairs and is alert to its obligations to the Authority, to the communities it serves, to management, and under the law.
- b) Provide leadership to the Board; assist the Board in reviewing and monitoring the policy, directions and strategy of the Authority and the achievement of its objectives.
- c) Ensure there is cohesion of direction and purpose at a policy and strategic level.
- d) Build consensus and develop teamwork within the Board.
- e) Communicate with the Board to keep it up-to-date on all major developments, including timely discussion of potential developments.
- f) In consultation with the full Board, set the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board.



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- g) In consultation with the full Board, establish, in advance, the schedule of Board meetings and co-ordinate fulfillment of the requirements outlined in the Board Mandate.
- h) Co-ordinate the agenda, information packages and related events for Board meetings with the President/CEO.
- i) Chair Board meetings and attend committee meetings, where appropriate, as *ex officio* member of each committee.
- j) Ensure Board and committee meetings are conducted in an efficient, effective and focused manner.
- k) Ensure that the board and management clearly understand their respective roles and respect the boundaries between board and management responsibilities.
- l) Ensure that the board has adequate resources to support its work.
- m) Ensure there is a process in place to assess the effectiveness of the board and its committees on a regular basis.
- n) Ensure there is a process in place to assess the contribution of individual directors to the effectiveness of the board and its committees.

5.3 Other – The Board Chair

- a) Is jointly responsible with the President/CEO for developing ways to involve the board in the ongoing processes of strategic planning and risk management.
- b) While working closely with the President/CEO, retains an independent perspective to best represent the interests of the Authority, the communities it serves, and the Board.
- c) On behalf of the Board, shall report to the Gaming Commission on the affairs of the corporation including all business aspects of casinos and VLT site developments owned or operated by the corporation and shall, if so requested, report on the same matters to the FSIN legislative assembly.
- d) Reports to the Board of Directors, any guidance or advice that ECDC has offered to the Corporation.
- e) Is a non-executive appointment.



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6. Monitoring

- 6.1 In conjunction with the Governance Committee, the Board shall review this policy annually and, where appropriate, approve revisions.
- 6.2 The Governance committee shall oversee the evaluation of the Board Chair every 2 years.

7. References

- 7.1 Policy No. B03-001, Board Mandate
- 7.2 Policy No. B03-002, Governance Model
- 7.3 Policy No. B03-014, Board Committees
- 7.4 Policy No. B03-015, Evaluations (Board, Chair & Committees)
- 7.5 Policy No. B03-032, Governance Committee Mandate
- 7.6 Policy No. B04-002, President/CEO Evaluations

8. Enquiries

- 8.1 All enquiries concerning this policy should be directed to the Board Chair or Chair of the Governance Committee.