

**TERMS OF REFERENCE FOR THE
SECRETARY TO THE BOARD**

1 INTRODUCTION

- (1) In accordance with the Bylaws, the President and Chief Executive Officer (the “CEO”) shall be the Secretary to the Board (“the Secretary”) unless the Board of Directors (the “Board”) determines otherwise. At its discretion, the Board may reassign the duties and responsibilities of the Secretary in whole or in part.
- (2) In accordance with Board Policy 3.1, the Board delegates the administrative responsibilities of the Secretary to the Board Resource Officer who will also serve as recording secretary at all meetings of the Board.
- (3) The office of Secretary does not entitle the CEO or any alternative designated by the Board to be a Member, nor to vote at meetings of the Board or any of its committees.

2 DUTIES AND RESPONSIBILITIES

- (7) Manage the correspondence addressed to the Board including, where necessary, the writing of acknowledgments; the re-direction of individual items of correspondence to the appropriate officer for handling; and, if a response signed by the Chair is not necessary, a follow-up to ensure that suitable action has been taken.
- (8) Under the direction of the Chair, prepare the agendas for all meetings of the Board, assemble the relevant support material, and ensure timely delivery to the directors.
- (9) In consultation with the Chair, schedule appointments for individuals and groups wishing to address the Board.
- (10) Take minutes for all meetings of the Board and, when approved by the Board, sign such minutes jointly with the presiding Chair.
- (5) Complete Board Meeting Fees Claim Forms for the payment of Board or Committee Meetings where minutes including a record of attendance are provided in the Authority's records.

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- (6) Review and process for approval and settlement all per diem fee and expense claims submitted by the directors including the Chair.
- (7) Maintain an overall record of director attendance at Board and committee meetings.
- (8) Hold the original copies of the annually completed Conflict of Interest declarations signed by the directors.
- (9) Maintain the Board Manual, ensuring that approved updates are distributed to all directors and posted appropriately.
- (10) Have custody of all Board records including the minutes of all meeting of the Board and its committees.
- (11) Have custody of the seal of the Authority.