

## **APPENDIX D - TERMS OF REFERENCE FOR THE CHAIR**

### **I. Introduction**

Article 2.1.3 of this Corporate Governance Policy Manual sets out the nature of the role of the Chair. Given the broad statement of the powers of the office of the Chair, the Corporate Governance Committee, in conjunction with the Chair, has more specifically delineated the responsibilities of the Chair.

### **II. Chair Responsibilities**

#### **A. Introduction**

The Board of Directors has ultimate accountability for the management of YNG. Critical to meeting this accountability is the relationship between the Board of Directors, management, stakeholders. The Chair, as the presiding member of the Board of Directors, must ensure that these relationships are effective and efficient and further the best interests of YNG. In performing this role, the Chair shall work with management, manage the board of directors, and ensure effective relations with stakeholders and the public. In this regard, the Chair, in concert with the President, is responsible *for* public interaction with respect to the affairs of YNG.

#### **B. Board of Director's Interface with Management**

The Chair shall:

- a) ensure management is aware of concerns of the board of directors;
- b) ensure that management strategy, plans and performance are appropriately conveyed to the board of directors; and
- c) ensure the board of directors has exposure to the management team.

#### **C. Managing the Affairs of the Board of Directors**

The Chair shall:

- a) chair board of directors meetings;
- b) ensure that the mechanisms for effective governance are in place and the board of directors is alert to its obligations to YNG, Members, management, and other stakeholders under applicable law;
- c) provide strong leadership to the board of directors and assist in reviewing and monitoring the vision, strategy, and policies of YNG;

- d) as a member of the Corporate Governance Committee, participate in recommending the committees of the board of directors and their composition, review the need for, and the performance and suitability of, those committees and recommend such adjustments as are deemed necessary from time to time;
- e) in conjunction with the Corporate Governance Committee, ensure that the Director selection process and composition of the Directors is appropriate and serve the needs of YNG; and
- f) conduct board of directors meetings in an efficient, effective and focused manner.