



CHAIR OF THE BOARD OF DIRECTORS

TERMS OF REFERENCE

Approved by the Board of Directors

August 25, 2016

TABLE OF CONTENTS

A. GOVERNANCE	3
B. BOARD AND COMMITTEE MEETINGS	3
C. BOARD DEVELOPMENT AND SUCCESSION PLANNING	4

In fulfilling their responsibilities, the Chair of the Board must:

A. Governance

1. Ensure that the Board of Directors (Board) discharges its principal areas of responsibility as articulated in the CIC *Director's Code of Conduct*, the SaskPower *Code of Conduct* and the Board of Directors Terms of Reference (including managing Directors' conflicts of interest);
2. Provide effective leadership, overseeing all aspects of the Board's direction and administration and ensuring that the Board works as a cohesive team and build a healthy corporate governance culture;
3. Ensure that the Board is sufficiently independent from management, and oversee the standards and processes to promote such independence;
4. Ensure that where functions are delegated to Committees of the Board, the functions are carried out, and the results are reported to the Board;
5. Approve the expenses of the President and CEO;

B. Board and Committee Meetings

6. Schedule and set, in consultation with Committee Chairs, the President and CEO, Corporate Secretary, other directors and members of management as appropriate, the meetings and the agenda of the Board;
7. Ensure that procedures and resources are available to the Board in order that it can conduct its work effectively and efficiently, including, agenda-setting, scheduling and the management and conduct of meetings;
8. If in attendance, chair meetings of the Board and other special meetings;
9. Ensure the Board meets in-camera as necessary and appropriate;
10. Ensure sufficient time during Board meetings for discussion of agenda items and relevant issues of importance to the Corporation;
11. Serve *ex officio* as a member of Committees and, when attending a committee meeting, shall participate as a member; and

12. If the Chair and Vice-Chair are not available to attend a meeting, when possible in advance of the meeting, the Chair will designate one of the Board members for the role of Acting Chair.

C. Board Development and Succession Planning

13. Ensure that the responsibilities of the Board as outlined in the *CIC Director's Code of Conduct*, the *SaskPower Code of Conduct*, the *Board of Directors and Committee Terms of Reference*, and position descriptions are well understood by both the Board and management and are executed effectively;
 14. Deal effectively with dissent, and work constructively towards achieving consensus and arriving at decisions;
 15. Facilitate effective communication between directors and management, both inside and outside of Board meetings;
 16. Ensure, in cooperation with the Corporate Secretary and management, that directors are receiving information from management that is high in quality, in the appropriate quantity, in a timely fashion, in a convenient format and from suitable sources;
 17. Ensure that the boundaries between Board and management responsibilities are clearly understood and respected and that relationships between the Board and management are conducted in a professional and constructive manner;
 18. Encourage directors to ask questions and express viewpoints during Board meetings;
 19. Conduct one on one dialogue with each Board member after the bi-annual peer assessment evaluation;
 20. Have an effective working relationship with the President and CEO of the Corporation;
 21. Work with and assist the President and CEO, as appropriate, in representing the Corporation to its shareholder and other stakeholders, such as customers, suppliers, the media, Crown Investments Corporation, government, Minister Responsible for SaskPower and the public;
 22. Participate in the orientation and mentoring of new directors and the continuing education and training of current directors in their respective roles;
 23. Apprise the Board of educational opportunities;
-

24. Assist in the selection and mentoring of Committee Chairs;
25. Retain independent advisers (external consultants) on behalf of the Board when needed, and in accordance with Board policy;
26. Act as a spokesperson for the Corporation, as required; and
27. Forward the names of potential candidates recommended by the Board for appointment to the Board to Crown Investments Corporation.