



## POSITION DESCRIPTION FOR THE CORPORATE SECRETARY<sup>1</sup>

### **1) Basic Function**

The Corporate Secretary is responsible for assisting the Board in gaining and maintaining reasonable assurance that the Board and the Corporation's officers are complying with the Corporation's governance obligations.

### **2) Responsibilities**

The Corporate Secretary shall, in that capacity, report to the Board Chair and, in consultation with President and C.E.O. and the Committee Chairs, shall:

- a) organize and service the shareholders, Board, and Committee meetings in accordance with any procedures agreed upon by the Board from time to time, and coordinate the preparation and distribution of appropriate notices, agendas and supporting documentation;
- b) attend all shareholders, Board and, where possible, Committee meetings and act as Secretary at each such meeting or arrange for a suitable person to act as Secretary on his or her behalf when necessary;
- c) prepare and circulate minutes of meetings and ensure that the details of the resolutions and decisions are in order so that proper account of them is taken by the Corporation;
- d) arrange for the payment of remuneration and reimbursement of expenses of the Directors;
- e) arrange for the orientation of new Directors;
- f) provide, or arrange for the provision of, advice to the Board in relation to corporate governance issues;
- g) ensure that all general and specific notices of interest, as the case may be, are entered in the appropriate Board meeting minutes and filed in the Corporation's minute books;
- h) when necessary or appropriate, withhold from a Director any documentation relating to a material contract or transaction in which the Director has disclosed an interest;
- i) ensure necessary filings with the proper authorities, control the security and application of the corporate seal, and maintain the Corporation's minute books; and
- j) perform such other functions as the Board Chair may reasonably specify from time to time.

*Effective January 1, 2017*

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<sup>1</sup> All capitalized terms used in this document have the meanings given to them in the Board of Directors' Mandate, as approved and amended by the Board from time to time.