

<b>TERMS OF REFERENCE FOR THE CORPORATE SECRETARY</b>
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**I. APPLICATION**

- A.** The Corporate Secretary is the focal point for communication with the Board of directors and senior management and plays a key role in the administration of important corporate and governance matters.
- B.** The Corporate Secretary reports to the President but has a strong working relationship with the Board through the Board Chair.

**II. DUTIES AND RESPONSIBILITIES**

The Corporate Secretary has the responsibility:

- A.** to organize directors' and committee meetings in accordance with procedures to be agreed upon from time to time by the Board Chair and the Board of Directors;
- B.** to prepare and mail notices of meetings and to consider those matters that should be dealt with at directors' and committee meetings and to prepare and dispatch agendas and supporting reports and documentation;
- C.** to advise management on the content and organization of memoranda or presentations prepared for board or committee meetings;
- D.** to administer any of the director compensation plans;
- E.** to attend Board and Board committee meetings and to act as secretary and organize minute taking responsibility at each such meeting;
- F.** to take notes of the proceedings, including resolutions;
- G.** to prepare and circulate minutes, and the details of the resolutions and decisions in order to ensure that proper action is taken by the Corporation as a consequence thereof;
- H.** to file resolutions with the proper authorities as required;
- I.** to ensure that legal advice is made available in connection with all major contracts and transactions;
- J.** to be responsible for the creation, maintenance and retention of official corporate records and the application of the corporate seal;
- K.** to ensure the Corporations' by-laws are current and meet the needs of the Corporation;
- L.** to report to Board Chair/CEO with respect to all corporate secretarial responsibilities; and
- M.** to perform such other duties which usually pertain to the Corporate Secretary's office or which may be from time to time be prescribed by the Board or be required by law.