

TERMS OF REFERENCE: BOARD CHAIR

I. INTRODUCTION

- A. The Board Chair is appointed by the Government of British Columbia (“**Government**”) and is the main liaison between the BCLC board and Government.
- B. The Board Chair’s primary role is to act as the presiding Director at Board meetings and to manage the affairs of the Board of Directors (the “**Board**”), including ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities.
- C. The Board Chair works with the President and Chief Executive Officer (the “**CEO**”) to communicate regularly and appropriately, and promote effective relations, with Government.
- D. The Board Chair is an ex-officio and non-voting member of all Committees.
- E. The Board Chair works closely with the Corporate Secretary and the CEO to foster good governance practices.

II. DUTIES AND RESPONSIBILITIES

A. Board Leadership:

The Board Chair has the responsibility to:

- i. ensure the Board is responsive to its legal and governance obligations;
- ii. set the tone for Board culture and the Board’s oversight of organizational culture, in line with the Board-approved purpose, vision, values and policies;
- iii. ensure diverse views, perspectives and opinions are considered, and that the public interest is taken into account in decision-making;
- iv. foster the Board’s independence from Management;
- v. act as the primary spokesperson for the Board; and
- vi. in consultation with the CEO, ensure the Board is represented, when appropriate, at official meetings and functions.

B. President and CEO Oversight:

The Board Chair has the responsibility to:

- i. foster an effective working relationship with the CEO;

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- ii. ensure the CEO is aware of, and encourage the CEO to consider, the perspectives, priorities and concerns of Government, the Board and key stakeholders;
- iii. provide oversight of the CEO to confirm that management strategies, plans and performance are appropriately represented and communicated to the Board;
- iv. confirm implementation of the management succession and development plans by the CEO;
- v. participate in the annual President and CEO Evaluation Process;
- vi. monitor the CEO's ongoing performance and fulfillment of the CEO Objectives and annual development objectives, and facilitate any action the Board deems appropriate to remedy performance gaps or issues.

C. Managing the Board

The Board Chair has the responsibility to:

- i. chair Board meetings effectively to ensure that topics and issues are adequately considered;
- ii. review and make recommendations to the Board with respect to the frequency of Board meetings;
- iii. with consideration of any input received from the Governance Committee ("**Governance Committee**"), make recommendations to Government regarding competencies and attributes sought in, and potential candidates for, appointments to the Board;
- iv. with consideration of any input received from the Governance Committee, recommend Committee member and Committee Chair appointments to the Board for approval;
- v. liaise with all Directors and Committee Chairs to co-ordinate their input and optimize the effectiveness of the Board and its Committees;
- vi. ensure the co-ordination of the agenda, information packages and related events for Board meetings in, conjunction with the CEO and the Corporate Secretary;
- vii. ensure major BCLC initiatives put forward by management receive proper and timely Board consideration, oversight and approval as required;
- viii. work to build consensus and promote respect, diverse views and inclusivity on the Board;
- ix. review Director conflict of interest issues as they arise;

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- x. in collaboration with the CEO and Corporate Secretary, as appropriate, ensure information requested by Directors or Committees of the Board is provided and meets their needs; and
- xi. with consideration of any input received from the Governance Committee, review and assess Director attendance and performance, as well as the size and composition of the Board, and make recommendations to Government as required.