

TERMS OF REFERENCE - CHAIR

CLIMATE CHANGE AND EMISSIONS MANAGEMENT (CCEMC) CORPORATION

DATE OF APPROVAL: JUNE 24, 2009 - BY BOARD OF DIRECTORS

A. INTRODUCTION

Appointed by the Minister of Alberta Environment and reporting to the Board of Directors (the "Board") of the Climate Change Emissions Management (CCEMC) Corporation ("CCEMC") the Chair of the Board ("Chair") provides leadership to the Board and works closely with management ("Management"), which supervises operations of the CCEMC. The Chair fosters the relationships among members, the Board, the Minister and stakeholders. The Chair retains an independent perspective in representing the best interests of the CCEMC and its objects and goals.

B. PURPOSE

1. The Chair is appointed by the Minister to the Board of the CCEMC.
2. The Chair's main role is to act as chairperson of any meeting of the Board.
3. The Chair works with Management to ensure effective relations with the Members, the Minister and stakeholders.
4. The Chair is an ex-officio member of committees where he is not appointed as a full member.
5. The Chair also works closely with board officials and Management as required.
6. The Chair is the Board's key liaison with the Minister's office.

C. DUTIES AND RESPONSIBILITIES

The items below outline the Chair's principal duties and responsibilities. The Chair is also responsible for such other matters as the Board determines, and may, with the approval of the Board, delegate powers and duties as necessary.

1. Working with Management

The Chair shall be responsible for:

- (a) ensuring that Management is aware of concerns of the directors, Members and stakeholders;
- (b) working with Management to prepare meeting agendas to ensure major planning requirements and issues are included and considered;

- (c) acting as a resource (and sounding board) for Management, including helping to review strategies, define issues, maintain accountability and build relationships;
- (d) representing CCEMC;
- (e) meeting with Management as required on operational matters;
- (f) reviewing the internal administrative and financial reports on a monthly basis and prior to Board meetings;
- (g) facilitating the Board's interaction with key Management as required;
- (h) reviewing the expenditures and making recommendations to the Board for revisions of the budget and advise Management as required;
- (i) maintaining effective communication with the Minister and Deputy Minister; and
- (j) administer the CCEMC's policies and processes including the Conflict of Interest Policy, by ensuring that all directors adhere to appropriate governance practices.

2. **Managing the Board**

The Chair shall be responsible for:

- (a) chairing Board meetings and ensuring the co-ordination of the agenda, information packages and related events for Board meetings in conjunction with Management;
- (b) providing strong leadership and facilitating the effective operation and management of the Board;
- (c) participating on, and assisting, any committee to which the Chair has been appointed;
- (d) establishing the frequency of Board meetings and reviewing such frequency from time to time, as considered appropriate or as requested by the Board;
- (e) ensuring the Board is alert to its obligations to CCEMC, the Members, the Minister and other stakeholders;
- (f) reporting to the Board the need for committees and the performance of the committees;

- (g) maintaining a liaison and communication with all directors and committee chairs to co-ordinate input from directors and optimize the effectiveness of the Board and its committees;
- (h) ensuring that major CCEMC initiatives have proper and timely Board understanding, consideration, oversight and approval;
- (i) ensuring the Board receives adequate and regular updates from Management on all issues important to the welfare and future of CCEMC;
- (j) building consensus and developing teamwork within the Board;
- (k) reviewing director conflict of interest issues as they arise; and
- (l) ensuring information requested by directors and committees of the Board is provided and meets their needs.

3. **Policies**

The Chair shall be responsible for:

- (a) ensuring the Board and CCEMC conducts its business in accordance with all CCEMC policies and procedures including the Conflict of Interest Policy and accountability framework.
- (b) annually ensure that each director reviews and signs an acknowledgement respecting the CCEMC's policies including the Conflict of Interest Policy.

4. **Relations with Members and Stakeholders**

The Chair shall be responsible for:

- (a) chairing meetings of Members;
- (b) facilitating the Board's efforts to accommodate feedback from stakeholders;
- (c) presenting the Annual Report of the activities of the Board to the Members of CCEMC at the Annual General Meeting in accordance with the Bylaws and other regulatory requirements;
- (d) meeting with the Minister's office, as required, to report on the status and progress of CCEMC; and
- (e) representing CCEMC at functions and/or meetings with other provincial or federal counterparts.

5. **Relations with Committees**

The Chair shall be responsible for:

- (a) recommending committee members and committee chair appointments;
- (b) facilitating the effective operation and management of committees; and
- (c) assisting committees as required regarding planning and reporting to the Board.

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