



Roles of the Chairperson and the President

TO:	Human Resources and Governance Committee Board of Directors
MEETING:	October 1 & 2, 2014
FROM:	Maryse Bertrand
PURPOSE:	Revise the Terms of Reference of, and Bylaw provisions relating to, the Chairperson and of the President
DATE:	2014-09-10

BACKGROUND:

The Human Resources and Governance Committee, aided by the Corporate Secretariat, periodically reviews the Board's policies and procedures as specified in the Corporation's Bylaws, the various terms of reference, and the Board Manual.

The Terms of Reference of the Board and its Committees were last reviewed in 2011, while those of the Chairperson and of the CEO were last reviewed in 2006.

The reviews aim to ensure consistency with the Bylaws and between the various Terms of Reference, ensure uniformity across the various instruments, eliminate duplication, clarify ambiguities, and reflect current practices. The contents of Terms of Reference have also been regrouped and reformatted to improve their readability and presentation.

The Chairperson and the President were provided with a briefing note on their respective roles. This briefing note served as the basis for redrafting their respective Terms of Reference as well as formulating amendments to the Bylaws relating to their respective role and powers.

RESOLUTION:

That the Human Resources and Governance Committee recommend to the Board of Directors that the revised Terms of Reference of the Chairperson (see Appendix 1), the revised Terms of Reference of the President and CEO (see Appendix 2), and the amendments to sections 3, 4.1, 7 and 8 of the the Bylaws relating to the role and powers of the Chairperson and of the President and CEO (see Appendix 3) be approved.