

TOURISM NOVA SCOTIA BOARD OF DIRECTORS CHARTER

The Tourism Nova Scotia (TNS) Board of Directors (“the Board”) is responsible for the direction and control of the business and affairs of the Crown Corporation, subject to the *Tourism Nova Scotia Act* (“the Act”). The Board is legally responsible and accountable for the ongoing success of TNS and for its pursuit of the objects defined for it in the *Act*. The Board is expected to provide strategic leadership and stewardship of the Corporation.

Key governance responsibilities include:

Mission, Vision and Values

- Advance the objects of the Corporation as set out in the *Act*
- Periodically review and continually support the Mission, Vision and Values of the Corporation
- Ensure that TNS’ values are clearly stated, widely shared and provide a framework for decision-making throughout the organization

Plans and Corporate Performance

- Understand the Shareholder’s long-term priorities and ensure alignment of TNS plans with those long-term priorities
- Build understanding of the Corporation’s conditions for success with the Shareholder
- Provide strategic direction in the development, and final approval of the TNS Strategic Plan (for subsequent approval by the Minister)
- Ensure alignment between TNS’ Strategic Plan and the Annual Business Plan over time
- Approve the annual business planning process for the Corporation
- Approve the Annual Business Plan for the Corporation and corresponding outcomes agreement between TNS and the Minister of Business (“Minister”) (for subsequent approval by the Minister)
- Monitor the performance of TNS against its plan(s) and key performance measures
- Consider the results of legislatively mandated independent reviews of TNS activities and operations (every 5 years) and monitor appropriate follow-up implementation plans

Human Resources Oversight

- Manage the employment relationship between TNS and its Chief Executive Officer (CEO), including recruitment, selection, evaluation, development and compensation; and appointment and termination (subject to approval of the Minister)
- Appoint such officers of the Corporation as it considers necessary or advisable, subject to the by-laws of the Corporation
- Ensure, through the CEO, that TNS develops and maintains a long-term and comprehensive human resources plan

- Approve the compensation philosophy and structure for the Corporation (subject to provincial requirements for Crown corporations)
- Ensure that policies and systems are in place to foster a work environment that attracts and retains talented people
- Ensure that a succession plan is in place for the CEO's position and that the CEO, in turn, has a robust succession planning process that identifies and develops top performers and high potential talent for senior and key roles within the Corporation
- Monitor the Corporation's labour relations and approve the Corporation's bargaining mandate (subject to any provincial direction)

Financial Oversight

- Approve the annual operating and capital budgets for the Corporation as part of the annual business planning process
- Monitor and review financial results on a quarterly basis
- Approve audited annual financial statements and the annual report to the Minister on the work of the Corporation over the previous fiscal year
- Appoint external auditor annually
- Review and approve transactions that could be material for the Corporation or for industry
- Consider incremental revenue opportunities for the Corporation and assist in securing appropriate resources for TNS, where appropriate

Enterprise Risk Oversight

- Understand the principal external and internal risks facing the Corporation and the systems in place to manage/mitigate those risks
- Ensure, through the CEO, (and as appropriate, the external auditor) that effective risk management, management information systems, processes and internal controls are in place at all levels of the Corporation

Shareholder Relations and Accountability

- Through the Chair and the CEO, ensure that there is an effective working relationship with the Shareholder
- Monitor the quality of the relationship between TNS and its sole shareholder
- At least annually, report to the Corporation's shareholder on TNS' progress towards its Strategic and Annual Business Plans and corresponding Outcomes Agreement
- Monitor the Corporation's compliance with all statutory reporting requirements

Communications and Stakeholder Relations

- Approve a communications policy for the Corporation
- Ensure that TNS has policies and systems in place to:
 - Protect and continually enhance TNS' brand and reputation

- Maintain strong and effective relationships with the Corporation's industry stakeholders
- Monitor the effectiveness of the TNS communications and stakeholder relations policies and systems

Board Governance

- Approve by-laws it considers necessary (subject to the approval of the Governor in Council)
- Recruit high quality, diverse and competent leadership for the Board, through a rigorous nominations process, informed by an annual skills gap assessment
- Ensure that directors have a thorough initial orientation followed by ongoing opportunities to increase their capabilities as directors of the Corporation
- Annually establish goals for the work of the Board and organize/adapt the Board committees and meeting agendas to accomplish these goals
- Annually evaluate the performance of the Board, its Chair and committees
- Foster an effective relationship with the CEO and recognize the distinct roles of the Board and Senior Management
- Regularly review by-laws, governance policies and board practices in the context of evolving standards of governance for Crown corporations