

TOURISM NOVA SCOTIA BOARD OF DIRECTORS RESPONSIBILITIES OF THE BOARD CHAIR

Position Description

The Chair of the Board of Directors is responsible for assuring the integrity and fulfillment of the Board's process, through leadership, modeling of good governance and invitation for full Board participation.

The Chair shall:

- Provide leadership to enable the Board to act effectively and efficiently in carrying out its duties and responsibilities as described in the Board Charter and otherwise as may be appropriate
- Review, in collaboration with the CEO and the Board Secretary, the agenda for Board meetings [and "Board Highlights" following each Board meeting]
- Ensure the proper flow of information to the Board and review, with the CEO, the Secretary and, as required, other senior management, the adequacy and timing of materials in support of management's proposals
- Preside at Board meetings in a manner that encourages director engagement in the Board's decision-making
- Encourage a climate of trust and teamwork within the Board and between the Board and management
- Ensure that the Code of Conduct and By-law provisions relating to material contracts and conflicts are followed by the Board and the CEO; monitor the ethical culture of the Board and the senior management team, raising any concerns with the Board
- Represent and speak on behalf of the Board, based on Board stated positions and decisions, when official representation is required
- Act as a trusted sounding board for the CEO on business issues and on matters relating to the Board-management relationship
- Assist the CEO to secure strategic partnerships and funding essential to the operation and advancement of the Corporation
- Ensure ongoing feedback and annual performance reviews of the CEO based on agreed upon organizational and personal goals and objectives
- On behalf of the Board, have primary supervisory responsibility for the CEO, together with an obligation to report to the Board and/or the Governance and Nominating Committee (or HR Committee)
- Assist with the recruitment and orientation of new directors
- Sign such contracts, documents or instruments in writing as require his or her signature
- On behalf of the Board, cultivate and maintain an effective working relationship with the responsible Minister
- Be evaluated annually as part of the Board's annual evaluation process and demonstrate a commitment to continuous improvement in his/her effectiveness as Chair

- Perform such other duties as may from time to time be prescribed by resolution of the Board

The Board Chair should have previous experience as the chair of a board, good organizational and communication skills, strong inter-personal skills, solid business experience, good meeting management/facilitation skills, excellent problem-solving skills, be open-minded and flexible, and have the ability to make tough decisions and to foster an effective team.

General Expectations

The Board has the following expectations for the Board Chair:

During meetings:

- Encourage participation and diversity of perspectives
- Manage the meeting to stay on time and on topic
- Maintain good focus of discussion
- Set the stage and provide context or additional information
- Maintain appropriate neutrality
- Express his/her perspective without trying to persuade people to subscribe to it
- Be fair to everyone
- Ensure that everyone has a chance to contribute to the discussion
- Identify and summarize key points of consensus
- Be familiar with rules of procedures (King and Kerr; Kerr and King)
- Be adept at resolving conflicts

Between meetings:

- Ongoing communication with the CEO (sounding board)
- Represent the Board with other professional organizations
- Plan the agendas for Board meetings with the CEO and Board Secretary and review of anticipated Board materials as appropriate or requested
- Act as principal spokesperson for the Board
- Keep Board members informed of significant matters between meetings
- Speak to directors if their behaviours are unproductive; provide coaching to directors re boardroom performance
- Be available to other directors, as required
- Attend committee meetings when requested to attend
- Represent the Board in dealings with government and other stakeholders

Interactions with staff:

- Effective, professional working relationship
- Respect the responsibilities and roles of the Board and staff
- Be a confidante, sounding board, advisor to the CEO
- No surprises – maintain ongoing communication

Professional development:

- Develop a good working knowledge of rules of procedure
- Stay abreast of development affecting the tourism sector
- Maintain a general awareness of evolving governance trends and best practices
- Develop a working familiarity with computer and communications technology used by the Corporation's senior management

Responsibilities of the Vice-Chair

The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as may be determined by the Chair or the Board from time to time.