

**ATB FINANCIAL**  
**POSITION DESCRIPTION – CHAIR**

**Board Policy**

It is the policy of the Board and the shareholder that the positions of Chair and CEO be separated. The Chair and the CEO are to be in regular communication. The Chair is to be an independent director and not a member of the management of the Corporation or the shareholder.

**Principal Responsibilities**

**A. Director Relationship**

Responsible to the Minister for managing the business of the Board and Setting the “tone at the top” for governance process.

The Chair ensures that the Board:

1. Is aware of its responsibilities.
2. Exercises independent judgment in its business dealings.
3. Carries out its legislative duties.
4. Has committees in place with proper governance procedures to manage Board responsibilities.
5. Has an appropriate management team in place to manage the ongoing affairs of the Corporation.
6. Monitors the performance of management primarily through the CEO and effective management and financial reporting.
7. Has process to monitor the conduct and ethics behaviour of the Board and Corporation employees.
8. Has an appropriate planning process to set the direction and goals of the Corporation, identifying and assessing the major risks to the Corporation and establishing the means to mitigate those risks.
9. Ensures that the Board meets regularly and that there is effective Communication between its members and committees.

**B. Ministry/Shareholder Relationship**

The Chair is responsible for regular communication with the Minister to ensure that issues or events that could concern the Minister are brought to his/her attention. The Chair is expected to provide timely service on matters concerning the Corporation and its stakeholders which should be of concern to the Minister and the Corporation’s other stakeholders. The reporting requirements of the MOU are reviewed no less than yearly to ensure that its content is current and that its reporting is current.

**C. Stakeholder Relationships**

The Chair is responsible for high level communications with the Board’s Stakeholder including Cabinet Committee.

**D. Process Management**

In terms of process, the Chair is responsible to manage the Board's calendar, set agendas and review minutes.

**E. CEO/Corporation Relationship**

The Chair is responsible for ongoing communication with the Corporation primarily through the CEO and the Board secretary. CEO coaching and monitoring are expected from the Chair.

**F. Performance Assessment**

The Chair will direct the Board self assessment process including holding one-on-one annual Board member interviews.

**G. General Public Relationship**

The Chair speaks for / represents the Board unless he/she delegates such duty to another Board member, the CEO or another member of the Executive team.

**H. Specific Duties**

1. Chair Board meetings and any special meetings of the Corporation.
2. Organize an appropriate annual work plan and regularly scheduled meetings of the Board.
3. Finalize the agenda for each Board meeting.
4. Provide appropriate guidance to Individual Board members in discharging their duties.
5. May attend, as a non-voting participant, all meetings of Board committees other than those on which he/she otherwise sits. In accordance with section 6.1 of the Guidance for Audit Committees of Agencies, Boards and Commissions, the Chair should normally attend Audit Committee meetings to assist the committee on matters relating to risk, control and governance issues.
6. Oversees the assignment of Board members to Board committees taking into account skill sets and an orderly rotation of members to avoid members becoming "stale" in their roles.