

TERMS OF REFERENCE FOR THE SECRETARY TO THE BOARD

I. INTRODUCTION

- A.** In accordance with the Authority’s Bylaws, the Chief Executive Officer (“the CEO”) shall be the Secretary to the Board (“the Secretary”) unless the Board determines otherwise. At its discretion, the Board may reassign the duties and responsibilities of the Secretary in whole or in part.
- B.** The office of Secretary does not entitle the CEO, or any alternative designated by the Board, to be a member of the Board, nor to vote at meetings of the Board or any of its committees.

II. DUTIES AND RESPONSIBILITIES

- A.** Manage the correspondence addressed to the Board including, where necessary, the writing of acknowledgments; the re-direction of individual items of correspondence to the appropriate officer for handling; and, if a response signed by the Chair is not necessary, a follow-up to ensure that suitable action has been taken.
- B.** Under the direction of the Chair, prepare the agendas for all meetings of the Board, assemble the relevant support material, and ensure timely delivery to the directors.
- C.** In consultation with the Chair, schedule appointments for individuals and groups wishing to address the Board.
- D.** Take minutes for all meetings of the Board and, when approved by the Board, sign such minutes jointly with the presiding Chair.
- E.** Complete Board Meeting Fees Claim Forms for the payment of Board or for other meetings where minutes including a record of attendance are provided in the Authority's records.
- F.** When so requested by the individual Secretary(ies), complete Board Meeting Fees Claim Forms for the payment of committee meetings where minutes including a record of attendance are provided in the Authority’s records.

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- G.** Review and process for approval and settlement all expense claims submitted by the directors including the Chair.
- H.** Maintain an overall record of director attendance at Board and committee meetings.
- I.** Hold the original copies of the Code of Conduct and Conflict of Interest declarations signed annually by the directors.
- J.** Maintain the Board Manual, ensuring that approved updates are distributed to all directors with instructions as to their insertion and, when the opportunity arises, make periodic examinations of individual director’s manuals to ensure that they are up to date.
- K.** Have custody of all Board records including the minutes of all meeting of the Board and its committees.
- L.** Have custody of the seal of the Authority.

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