



CORPORATE SECRETARY

TERMS OF REFERENCE

Approved by the Board of Directors

September 12, 2024

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APPOINTMENT AND REPORTING RELATIONSHIPS

The Corporate Secretary to the Board of Directors (Board) need not be a director of the Corporation but shall be an employee of Crown Investments Corporation (CIC) appointed by CIC to serve in the capacity of Corporate Secretary to the Board and its Committees.

The Corporate Secretary is accountable to the Board Chair in fulfilling the responsibilities described in these Terms of Reference, and has a direct reporting relationship to the Executive Director, Crown Governance, CIC.

OVERVIEW AND SPECIFIC RESPONSIBILITIES

The Corporate Secretary:

- a) serves as an information and communications link between the Board, the shareholder and corporate management;
- b) provides comprehensive corporate secretarial and governance advisory services to the Board, Committees and directors; and
- c) is responsible for maintaining effective working relationships with the Board Chair, Committee Chairs, individual directors and corporate management.

In carrying out this function, the Corporate Secretary performs the following specific responsibilities, in addition to undertaking special projects for the Board or a Committee as required from time to time:

Governance Services

1. Provide expertise respecting and work with the Board Chair to implement best practices in corporate governance by the Board and its Committees;
2. Provide advice and guidance to directors and corporate management respecting CIC policies, directives and processes;

Board and Committee Meetings

3. Assist the President and CEO to develop Board and Committee meeting agendas;
4. Attend Board and Committee meetings, and provide advice to the Chair to support effective functioning of the Board or Committee and adherence to proper meeting procedure;
5. Prepare accurate, complete and timely minutes of meetings, recording all decisions taken, significant issues discussed and any directives given by the Board or a Committee;

6. Where possible, distribute draft minutes to the Board Chair or Committee Chair within seven (7) days of the meeting date to enable the correction of critical errors and omissions on a timely basis. Once draft minutes are approved by the Board Chair or Committee Chair, distribute the approved minutes to the Board or Committee members as soon as practical;
7. In conjunction with corporate management, clearly communicate directives from the Board and Committees to the President and CEO;
8. Retain and safeguard the official Board and Committee minute books and corporate documents;
9. Record matters arising from Board and Committee meetings;
10. Verify and authorize directors' expense claims related to performance of Board-related duties;

Board Evaluation & Succession Planning Processes

11. Assist the Board to implement and report on the annual processes to assess the performance of the Board, Committees, Chairs and individual directors;
12. Assist the Board to implement and report on the annual performance evaluation of the President and CEO;
13. Work with the Board to facilitate Board appointment and renewal processes, and to address Committee structures, composition and mandates;
14. Assist the Board to identify and communicate to CIC any skill requirements when making recommendations to fill Board vacancies; and

Director Development Needs

15. Assist the Board to identify and communicate to CIC the professional development needs of directors.