

ROLE OF THE CHAIRMAN

1.0 INTRODUCTION

The Chairman allocates responsibility within the Board, provides leadership and direction for the decision making process and accountability and generally sets the manner and tone for the Board. Generally the Chairman serves as a bridge between the Board and management and supervises the development and implementation of a clear vision and strategic agenda.

The Articles provide that the Board appoints and, thereafter, may reappoint or remove the Vice-Chairman. During the absence or disability of the Chairman, the duties and powers of the Chairman shall be performed and may be exercised by the Vice-Chairman.

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2.0 DEFINITIONS

In this description of the role of the Chairman the following terms have the meanings ascribed to them:

- 2.1 "Articles" means the articles of association of EEDC filed with the Registrar of Corporations (Alberta) on June 19, 1992, as may be amended from time to time.
- 2.2 "Board" means the board of directors of EEDC.
- 2.3 "Chairman" means the chairman of the board of EEDC appointed by the Shareholder from time to time.
- 2.4 "Directors" means members of the Board.
- 2.5 "EEDC" means Edmonton Economic Development Corporation.
- 2.6 "President" means the president and chief executive officer of EEDC as appointed by the Board from time to time.
- 2.7 "Shareholder" means The City of Edmonton in its capacity as the beneficial holder of all of the issued and outstanding shares in the capital of EEDC.

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3.0 DUTIES AND POWERS

Generally the Chairman shall assure the integrity of the Board process including effectiveness of meetings and the Board's adherence to its own rules. Specifically the Chairman shall: *(as in Article 116)*

- 3.1 preside as chairman of all meetings of the Board and all meetings of the Shareholder;
- 3.2 set or approve the agenda of all meetings of the Board or of the Shareholder called by the Chairman;
- 3.3 except as otherwise provided in the Articles, call all meetings of the Board and all meetings of the Shareholder;
- 3.4 establish the rules of procedure and rules of order to be followed at meetings of the Board and meetings of the Shareholder;
- 3.5 confer with the President regarding all items of business which the President wishes to bring before the Board;
- 3.6 review and evaluate the performance of the Directors and take reasonable measures to ensure that all Directors are active and contributing members of the Board;
- 3.7 take recommendations to the Shareholder with respect to the succession of Directors;
- 3.8 ensure the appointment of Directors to committees of the Board;
- 3.9 together with the President:
 - 3.9.1 advise the Board of the business and affairs of EEDC,
 - 3.9.2 sign reports, recommendations and proposals of the Board to be presented to the Shareholder, and
 - 3.9.3 attend at and report to all meetings of the Shareholder and the Board;
- 3.10 manage the Board to ensure the Board performs effectively;
- 3.11 be the spokesman for EEDC on certain occasions when it is preferable that the President not be the spokesman;

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- 3.12 follow up with the various Directors and committees concerning the discharge of their duties;
- 3.13 ensure appropriate communication among the Directors;
- 3.14 frequently accept invitations and attend social functions, receptions and special events on behalf of EEDC; and
- 3.15 generally be an ambassador of EEDC and The City of Edmonton.