



## Position Description for the Chair of SaskEnergy Board of Directors

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Approved by the Board of Directors May 23, 2019

1. The Lieutenant Governor in Council ('LGC') shall appoint from among the members of the Board of Directors (Board), a Chair of the corporation (Chair) and a Vice Chair of the corporation (Vice Chair) for such term or terms as the LGC deems advisable.
2. The performance of the Chair shall be evaluated on a triennial basis by the Board. The Chair may be removed or replaced at any time by the LGC.
3. The Chair shall have the following responsibilities:
  - (a) to assume principal responsibility for the operation and functioning of the Board, providing overall leadership to the Board without limiting its ability to function as a Board under its Terms of Reference;
  - (b) to lead, manage and organize the Board, consistent with the approach to corporate governance adopted by the Board from time to time;
  - (c) to preside as Chair at all meetings of the Board;
  - (d) to set the agenda of the Board meetings in consultation with the Chief Executive Officer;
  - (e) to ensure the adoption of and compliance with procedures such that the Board will conduct its work effectively and efficiently, independently from Management, including the scheduling, calling and management of Board meetings and meeting at such times as may be determined to be appropriate without the presence of Management;
  - (f) to ensure the responsibilities of the Board are effectively carried out in compliance with the Board mandate and that the functions of the Board, delegated to committees of the Board, are carried out by the committees and reported to the Board and recorded as such;
  - (g) to serve as an ex-officio member of all committees of the Board, and shall not have voting rights in that capacity;
  - (h) to act as a liaison between the Board and the senior management of the corporation, including acting as an advisor to and sounding board for the Chief Executive Officer;
  - (i) to ensure communication, and act as a liaison, between the Board and the shareholder;
  - (j) to ensure the responsibilities of the Board are understood by both the Board and Management, and that the distinct roles of the Board and Management are understood and respected;
  - (k) to ensure the Board works together in a spirit of collegiality at Board meetings, where penetrating questions and thorough discussions are encouraged, and to provide the leadership necessary to achieve this goal;
  - (l) to ensure timely and relevant information and other resources are available to the Board to adequately support its work;
  - (m) to work with the Secretary to the Board and Committee Chairs, to ensure accurate minutes of Committee meetings are prepared and approved by the Committees, for inclusion with the Board meeting agenda;

- (n) to represent the corporation to shareholders and external stakeholders, including local community groups, aboriginal, government and non-governmental organizations; and
  - (o) to carry out such other duties and responsibilities as may be required of the Chair by the Board, by Crown Investments Corporation or by the Minister Responsible for SaskEnergy from time to time.
4. The Vice Chair shall be responsible to carry out the duties and responsibilities of the Chair in his or her absence.
5. The Board Chair shall be entitled to the following remuneration for participation in meetings of the Board of Directors and Committees of the Board:
- (a) where the Board Chair is a member of a Board Committee, the Board Chair will receive remuneration at the Committee member rate; and
  - (b) if the Board Chair attends at the meeting of a Board Committee in his or her capacity as an ex-officio member, the Board Chair will not receive remuneration for attending the meeting, but will be entitled to receive expenses associated with attending that meeting.

References to the Committee member rate and Board Chair rate above reflect those remuneration rates prescribed by Crown Investments Corporation, as amended from time to time.