

## **1. Role of the Chair**

- Understands and advocates for both the vision and the mandate of Waterfront Toronto;
- Provides leadership to the Waterfront Toronto Board of Directors in fulfillment of the Board's mandate to ensure financial accountability to government stakeholders and to establish the strategic direction of the corporation;
- Acts as formal link between government stakeholders and the corporation;
- Acts as liaison between the Board and Management;
- Works with the Governance Committee to ensure appropriate committee structures, including assignment of Board Members to sit on Committees in a manner that achieves a fair balance of representation from each government stakeholder;
- Assigns specific tasks to Board Members and Committees;
- Schedules Board Meetings and works with Committee Chairs to coordinate the schedule of Committee meetings;
- Organizes the agenda for Board meetings with input from Directors and Management;
- Oversees the appropriate and timely flow of high quality information to the Board;
- Represents the corporation at meetings with external organizations and at public meetings, media events and formal functions as determined in conjunction with the CEO; and
- Acts a spokesperson for Waterfront Toronto on issues with respect to the corporation's strategic direction and its relationship with the three orders of government.

## **2. Chair's Relationship with Government Stakeholders, Board of Directors and Management**

### Government Stakeholders

The Chair, as the formal link between the three government stakeholders and the corporation:

- Ensures a strong relationship with government stakeholders;
- As appropriate, communicates with government stakeholders on behalf of the Board;
- Communicates government stakeholder interests to the Board and Management.

### Board of Directors

The Chair, in providing leadership to the Board:

- Builds Board consensus, solidarity and trust;
- Fosters effectiveness and develops team work within the Board and between the Board and the Chair;
- Demonstrates understanding of and support for the clear division of responsibilities between the Board and CEO;
- Demonstrates a high level of personal values and ethics;
- Champions and ensures a corporate approach to governance;
- Determines and resolves conflicts of interest with respect to the proceedings of the Board;
- Maintains open channels of communication with Directors between Board meetings;

- Promotes efficient and effective Board meetings by:
  - coordinating agendas and meetings with the CEO and Corporate Secretary;
  - ensuring Board members have appropriate and sufficient information to make informed decisions; and
  - allowing full and frank discussions on all issues drawing on the diverse views, experiences and skills of individual Board members.

### Management

The Chair is the formal link between the Board and management. The chair interfaces with management through the CEO and in doing so:

- Fosters a constructive and effective working relationship between the Board and the CEO;
- Acts as an advisor to the CEO;
- Communicates the strategic direction and expectations of the Board and the government stakeholders to the CEO;
- Collaborates closely with the CEO to coordinate activities, plans and the exchange of timely information.

### **3. Necessary Skills and Attributes for the Chair**

- Strong leadership skills;
- Significant Board experience with expertise in the principles and practice of corporate governance;
- Highly collaborative with strong relationship building capabilities;
- Ability to think and act strategically;
- Understanding of economic development and city building initiatives;
- Understanding of the public sector and workings of government;
- Skilled and articulate communicator with a depth of media experience; and
- Ability to work effectively in a high profile role under intense public scrutiny and with high visibility.