

## 10. Board Liaison Position Description

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### 1. Appointment

Board Liaison is appointed by the CEO in consultation with the Board (through the Board Chair).

### 2. Role

Reporting to the CEO, the Board Liaison supports the Board in respect of Board meetings and corporate records by providing resources, information and communication links between the Board and management, with particular emphasis on facilitating the flow of information.

### 3. Duties and Responsibilities

The Board Liaison has specific responsibilities to:

- a) attend Board and Committee meetings and organize minute taking responsibility at each meeting;
- b) under direction from the Board Chair, schedule all Board and Committee meetings, ensuring proper notice is given for all Board and Committee meetings;
- c) support the Board Chair and Committee Chairs to set agendas, prepare and present information to the Board and Board Committees;
- d) advise the Board Chair and Committee Chairs on Board procedures and Board meeting practices and ensure adherence;
- e) ensure that comprehensive minutes from each Committee and Board meeting are prepared and distributed to all Directors, following review by the Board Chair;
- f) provide, or obtain, governance advice or support for the Board and advise the Board on all matters of procedure;
- g) advise the Board Chair with respect to any matters where conflict, potential or real, is observed between the Board or individual Directors and the CEO;
- h) serve the Governance and Human Resources Committee and the Board as a source of expertise and advice on new developments in corporate governance and best practices that are being employed in other organizations;
- i) ensure the Board is aware of and acts within the parameters of the CLAA and the Bylaws;

- j) keep under close review all legislative, regulatory and corporate governance developments that might affect CLBC, and ensure the Board is fully briefed on these and has regard to them when making decisions;
- k) under direction from the Governance and Human Resources Committee, participate in providing orientation for new Directors and ongoing professional development for all Directors and support them in understanding their roles and responsibilities;
- l) maintain CLBC's corporate records;
- m) recommend as required to the Board or Committees any changes to the Board's policies as contained in the Board Manual;
- n) maintain custody of the minutes and records of the Board;
- o) ensure proper and timely document filings and fulfillment of disclosure requirements to statutory authorities under applicable legislation; and
- p) coordinate the Board evaluation process as directed by the Board Chair and the Governance and Human Resources Committee.

#### 4. Conflict

If there is a conflict or conflict of interest, actual or potential, on any particular matter, between the Board Liaison's administrative or managerial responsibilities within CLBC and the Board Liaison's responsibilities to the Board, it is the responsibility of the Board Liaison to draw it to the attention of the Board through the CEO.