

Chair and Vice Chair

1 Appointment

- 1.1 The *Columbia Basin Trust Act* requires the Directors to appoint one Director as Chair.
- 1.2 The Chair and the Vice Chair are annually elected by the Board of Directors at the first regular Board meeting following the start of the new calendar year, unless a different timing of the elections is otherwise agreed to by the Board.
- 1.3 The positions of Chair and Vice Chair are not intended to duplicate or overlap with the President and CEO's role or the roles of others in senior management.

2 Duties and Responsibilities of the Chair

- 2.1 The Chair has the responsibility to:
- call and preside over Board meetings, and ensure the Board follows its adopted meeting procedures;
 - to develop the Board meeting agendas in cooperation with the President and CEO;
 - provide leadership to the Board and assist the Board in reviewing and monitoring the implementation of the strategies and policies of the Board;
 - build consensus, foster effectiveness and develop teamwork within the Board;
 - ensure the Board is aware of its obligations to its stakeholders, Basin residents and to its shareholder;
 - sit on all committees of the Board as an ex officio member with full voting rights;
 - act as the authorized spokesperson for the Board;
 - establish a positive working relationship with the Regional Districts, the Ktunaxa Nation Council and the Minister responsible for the Trust;
 - consult with Directors on issues requiring clarification related to the Code of Conduct;
 - ensure the evaluation of the President and CEO takes place in a timely manner;
 - ensure the Vice Chair is kept informed of current and pending Board issues; and,
 - offer to conduct an exit interview with any Director who so chooses to depart in advance of the end of their appointed term and provide a report to the Executive Committee for consideration. In the event of the departure of the Chair, the Vice Chair will execute this responsibility. In the event of the departure of the Chair and Vice Chair, the President and CEO will execute this responsibility.

3 Duties and Responsibilities of the Vice Chair

- 3.1 The Vice Chair, in the absence of the Chair, carries out the Chair's responsibilities.

4 Election of Chair and Vice Chair

- 4.1 The Chair and the Vice Chair are annually elected by the Board of Directors through the following process:

- 4.1.1 Election of the Chair and Vice Chair of the Board of Directors will be held annually at the first Board meeting of the calendar year.
- 4.1.2 Prior to the meeting noted in 4.1.1, Directors who are interested in putting their names forward for Chair or Vice Chair must do so by October 31 by notifying the current Chair and the President and CEO. Indications of interest received after October 31 will not be accepted.
- 4.1.3 Names of all individuals (Candidates), who indicate they would like to be considered for the position of Chair or Vice Chair, will be disclosed to the Board of Directors at the next Board meeting.
- 4.1.4 Candidates will be given an opportunity to speak to the Board of Directors at the next meeting regarding their interest in serving as Chair or Vice Chair.
- 4.1.5 Elections for both Chair and Vice Chair held at the meeting noted in 4.1.1 will be done through secret ballot by the presiding officer, as per the process outlined in 4.2. If a candidate for office is unopposed then a ballot will not be required and the presiding officer will declare the candidate elected.
- 4.1.6 Ballots will be counted by the President and CEO and one other senior executive. Election to the position of Chair or Vice Chair will require a simple majority of those votes cast. Only the name of the successful Candidate will be announced. Voting totals will not be announced.
- 4.1.7 If there is no individual Candidate with a simple majority, the Candidate with the least number of votes will be dropped from the ballot and a second vote will be held. This process will be repeated until a single Candidate receives a simple majority of votes cast.
- 4.1.8 The Board may modify the election process via formal resolution.
- 4.2 The President and CEO will chair the meeting at which the Chair and Vice Chair are elected, until the Chair is elected. The newly elected Chair will then chair the remainder of the meeting, including the election of the Vice Chair. The presiding officer for both Chair and Vice Chair elections will call to the floor three times for any further nominations before proceeding to the election as per 4.1.5.