

Duties and Responsibilities of the Chairperson of the Board of Directors VIA Rail Canada Inc.

The Chairperson's main responsibility is leading the Board of Directors, ensuring that the Board of Directors functions properly and that it acts in the long-term best interests of the Corporation. This requires a considerable commitment of time and effort, as the Chairperson is the Board of Directors' primary contact with the Corporation and with the Government through the responsible minister.

THE CHAIRPERSON OF THE BOARD OF DIRECTORS IS RESPONSIBLE FOR:

- In collaboration with Committee Chairpersons and the Corporate Secretary, scheduling Board of Directors and Committee meetings and setting the agenda;
- Presiding over Board of Directors meetings;
- Ensuring senior management and others attend Board of Directors meetings as appropriate;
- Facilitating the delivery of accurate, timely and clear information to the Board of Directors to enable it to successfully carry out its responsibilities;
- Assigning tasks to other Directors and Committees;
- Participating in all Committees;
- Serving as leader of the Board of Directors;
- Supporting and encouraging Board of Directors members' participation in basic training;
- Ensuring that all members appointed to Committees have the required skills/knowledge;
- Encouraging the participation and contribution of directors;
- Ensuring information flows between meetings and provides feedback to directors;
- Working with the Chairpersons of Committees to assist them in carrying out their responsibilities;
- Acting as a liaison and maintaining communication with all Directors and Committee Chairpersons to optimize and co-ordinate input from Directors and Committees;

- Ensuring that appropriate communications emanate from the Board of Directors to the minister on an as-required basis;
- Representing the Board of Directors in communicating with the minister on emerging issues such as those raised by a statement of priorities/ministerial letter of expectation;
- Consulting with the minister on the corporation's appointment needs and providing him or her with advice on the required skill sets for members;
- Keeping the minister informed of Board of Directors membership changes;
- Submitting Chief Executive Officer performance agreements and performance evaluations on behalf of the Board of Directors to the minister; and
- Acting as a co-spokesperson for the Corporation, often sharing this responsibility with the Chief Executive Officer of the Corporation, in its dealings with Government representatives, the media and the public, as well as with Canadian and foreign private sector partners and stakeholders (in accordance with the Corporation's communications strategies).

(Inspired by: Treasury Board of Canada Secretary, *Charters for Crown Corporation Boards of Directors and Board Committees*, October 2010)