

TERMS OF REFERENCE FOR THE CORPORATE SECRETARY**BRD 160****GENERAL**

The functions of the Corporate Secretary of Northern Health are carried out by the President & Chief Executive Officer (the “CEO”) or by a senior manager designated by the President & Chief Executive Officer, typically the Executive Director, Legal Affairs, Enterprise Risk & Compliance. The Corporate Secretary has overall responsibility for the secretariat function and duties as outlined herein. The President & CEO provides oversight and retains accountability for these functions.

SPECIFIC RESPONSIBILITIES

1. Attends meetings of the Board of Directors of Northern Health (the “Board”) and Board Committees and attends Board-only sessions if requested by the Board Chair
2. Organizes and ensures the proper recording of the activities of the Board and committee meetings
3. Ensures that Northern Health complies with its governing legislation and Organization and Procedure Bylaws (BRD600)
4. Reviews Organization and Procedure Bylaws to ensure their continued adequacy and relevance, and provides recommendations to the Governance and Management Relations Committee on necessary revisions
5. Works with the Executive Assistant, Board & CEO regarding the retention of the corporate records
6. Maintains custody of the corporate seal
7. Reviews and keeps up-to-date on developments in corporate governance and supports strong corporate governance practices
8. Serves as the main source of governance expertise to the Board in relation to policy and legislative compliance

Author(s): Governance & Management Relations Committee

Issuing Authority: Northern Health Board

Date Issued (I), REVISED (R), reviewed (r): April 14, 2025 (R)

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9. Supports the President & CEO and Executive Assistant, Board & CEO to organize and deliver the orientation and ongoing education and development plan for Directors as approved by the Board of Directors
10. Acts as a channel of communication and information for Directors
11. Administers the Code of Conduct and Conflict of Interest Guidelines for Directors (BRD 210)
12. Verifies, authorizes and processes payment of:
 - a. Board and Committee meeting fees
 - b. Board Director expense and travel claims (BRD 610)
13. Works with the Executive Assistant, Board & CEO to monitor Board Director terms to ensure the timely processing of documentation for Board appointments and reappointments for Board continuity
14. Carries out any other appropriate duties and responsibilities as may be assigned by the Board Chair

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