

TERMS OF REFERENCE FOR THE BOARD CHAIR

I. INTRODUCTION

- A.** The Board assumes responsibility for the stewardship of Yukon Energy and as a consequence has accountability for the management of Yukon Energy. Critical to meeting this accountability are the relationships between the Board, Shareholder, Government, Management, and among Directors.
- B.** The Chair is appointed by the Shareholder and may act in a full or part-time capacity, depending upon the requirements of the Corporation.
- C.** The Chair, as the presiding Director, provides leadership in guiding the Board and coordinating its activities in the best interests of Yukon Energy. In performing this role, the Chair manages the affairs of the Board, works closely with the President, including ensuring effective relations with the Shareholder, Government, other stakeholders, and the public.

II. WORKING WITH MANAGEMENT

The Chair will:

- A.** Act as a sounding board and counselor for the President, including helping to identify problems, reviewing strategy, maintaining accountability, building relationships and ensuring the President is aware of concerns of the Board, Shareholder, and Government, and the Board is aware of the principal concerns of management.
- B.** Lead the Board in monitoring and evaluating the President's performance.

- C.** Ensure Yukon Energy’s public policy mandate is articulated and documented annually prior to the finalization of the strategic business plan.
- D.** Together with the President, act as a primary spokesperson for Yukon Energy and oversee the Corporation’s interfaces with the Shareholder, Government, and other stakeholders including:

 - Developing and implementing a communications program; and
 - Representing the Corporation in its interface with Government, regulatory bodies and other stakeholders.
- E.** Collaborate closely and rigorously exchange information with the President, including maintaining a close liaison regarding communication strategies with Government.
- F.** Ensure corporate strategy, plans, and performance, are presented to the Board.
- G.** Ensure the President presents management succession and development plans at least annually and implements them.
- H.** Foster a constructive and harmonious relationship between the Board and management.
- I.** Liaise with and provide direction to the Corporation Secretary.

III. MANAGING THE BOARD

The Chair will:

- A.** Provide leadership to the Board.

- B.** Ensure the Board has full governance of the Corporation's business and affairs and is alert to its obligations to Yukon Energy, the Shareholder, Government, and stakeholders and under the law.
- C.** Assist the Board in reviewing and monitoring the strategic business plan, policy and directions of Yukon Energy and the achievement of its objectives.
- D.** Ensure there is cohesion of direction and purpose at a policy and strategic level.
- E.** Build consensus and develop teamwork within the Board.
- F.** Communicate with the Board to keep it up to date on all major developments, including timely discussion of potential developments.
- G.** Direct management to ensure that the Board has sufficient knowledge to permit it to make major decisions when required.
- H.** Co-ordinate the agenda, briefing packages, related events for Board meetings with the President and the Corporate Secretary.
- I.** In consultation with the Board and the President:
 - recommend the necessary committees, their mandates and the appointment of Committee Chairs and members to the Board for approval;
 - annually evaluate each Committee's appropriateness in the current environment and recommend such adjustments as are deemed necessary from time to time.
- J.** Attend committee meetings as appropriate.

- K.** Set the frequency of Board meetings and review such frequency from time to time as considered appropriate or as requested by the Board.
- L.** Establish annually, in advance, the Board Calendar and coordinate fulfillment of the requirements set by the Board Manual.
- M.** Annually lead the review and assessment of Board composition, performance, and compensation, all in conjunction with any relevant committees of the Board.
- N.** Chair Board meetings.
- O.** Ensure Board and Committee meetings are conducted in an efficient, effective, and focused manner.
- P.** Ensure, with the assistance of management, that there is an orientation program for new Directors and an ongoing development program for existing Directors aimed at increasing the Director's familiarity with the Corporation, its industry, and their unique responsibilities as corporation Directors.

IV. RELATIONS WITH SHAREHOLDER, GOVERNMENT, OTHER STAKEHOLDERS AND THE PUBLIC

The Chair is appointed by the Shareholder and as a result, has a unique relationship with and responsibility to Government. The Chair shall, in consultation with the President:

- A.** Undertake speaking and/or public engagements in connection with the Corporation's activities.
- B.** Represent the Corporation in its interface with Government, regulatory bodies, other stakeholders in Canada, and other jurisdictions.

- C.** Ensure the Corporation's management and the Board are appropriately represented to the Shareholder, Government and other stakeholders.

- D.** Ensure Yukon Energy's management and, where applicable, the Board are appropriately represented at official functions and meetings.