

Terms of Reference for the Secretary

Policy Type: Governance Process

Policy Number: # 109

Date Approved: 10/16/97

Date Amended: 19 Oct 00 &
22 Apr 02

The Secretary of the Victoria Airport Authority's Board of Directors, shall:

- (a) chair the Governance Committee;
- (b) as an officer of the Corporation and as established by the Bylaws of the Corporation, attend all Board meetings, to act as a clerk thereof and to record, or supervise the recording of, all votes and minutes of all proceedings in books retained for that purpose;
- (c) give or cause to be given notice of all meetings of the members and of the Board when requested by the Chair, or upon receipt of a requisition for a special meeting signed by four or more directors;
- (d) perform such other duties as may be prescribed by the Board or Chief Operating Officer, under whose supervision the Secretary shall be¹; and
- (e) be custodian of the seal of the Corporation.

Other prescribed duties include:

- (a) to ensure appropriate records of the Corporation are maintained, including records of Board meetings, records of Directors of the Board, details of nominating entities and pertinent information on matters initiated by the public, other groups or organizations pertaining to the operation of the Victoria International Airport;
- (b) to ensure all records of the Corporation, minutes of Board meetings and other related documentation, *be* retained in a safe and secure environment;
- (c) to ensure adequate procedures are in place to *maintain* data classified as confidential, in a safe and confidential manner; and
- (d) to bring before the Board, Board correspondence by placement on Board agenda's under the agenda heading "Board correspondence."

¹ Note: "d" is required under the Bylaws; for a revision the Governance Committee should be advised.