

INFORMATION SERVICES CORPORATION (ISC)

Chair of the Board – Position Profile

Position: Chair of the Board

The Chair of the Board leads the Board by providing vision, philosophy, and by exemplifying consistent values of high ethical awareness, honesty, fairness, and courage. The Chair is responsible for overall effectiveness of the Board and the effectiveness of communications and relations between the Board, shareholder and management.

1. Board Leadership

- a. Generally manage the affairs of the Board and lead the Board in its responsibilities;
- b. facilitate effective functioning of the Board;
- c. conduct Board meetings;
- d. facilitate constructive discussion at the board and the achievement of consensus decisions;
- e. manage conflicts of interest;
- f. serve generally as the Board's spokesperson;
- g. collaborate with management setting meeting schedules and agendas;
- h. communicate with directors between meetings;
- i. ongoing liaison with committee chairs to assist with and monitor significant issues;
- j. ex-officio member of all committees, participating at committee meetings as required.

2. Board Development

- a. Lead in assessment of Board performance and continuous improvement of Board processes;
- b. coach and provide feedback to board members regarding their performance with a view to effectiveness of the board and its work;
- c. assist with identification of training and development needs for the Board and its members.

3. Working with Management

- a. Facilitate effective communication between the Board and management;
- b. build and maintain a sound working relationship with the CEO;
- c. assist with the recruitment of the CEO;
- d. collaborate with the HR committee to set objectives with and to monitor and evaluate the performance of the CEO;
- e. provide feedback and counsel to the CEO as appropriate;
- f. act as an effective liaison between the Board and management;
- g. assist in representing the shareholders and the Board to management;
- h. assist in representing management to the Board and shareholders;
- i. lead the Board in monitoring and influencing strategic management and management accountability, and in defining problems, challenges and opportunities;
- j. attend corporate functions.

4. Shareholder Relations

- a. Build and maintain a sound working relationship with the responsible Minister and the CEO of CIC;
- b. with the CEO, participate in public forums and/or shareholder meetings such as release of the annual report, press conferences and PMP day.