



## MUNICIPAL PROPERTY ASSESSMENT CORPORATION

# CHAIR OF THE BOARD POSITION DESCRIPTION

## Purpose

1. The Chair of the Board of Directors (Chair) is responsible for:
  - a. oversight of the strategic direction;
  - b. the risk appetite framework;
  - c. executive compensation and succession; and,
  - d. the performance of the Municipal Property Assessment Corporation (MPAC)

within MPAC's mandate as defined by the *Municipal Property Assessment Corporation Act (MPAC Act)*. The Chair provides leadership to the Board of Directors (Board) in carrying out its fiduciary duty and duty of care, and takes all reasonable steps to ensure that the Board operates as a cohesive unit.

2. The Chair is the principal link between the Board, which provides strategic, risk, compensation, and policy oversight, and the Chief Administrative Officer (CAO), who is responsible for the planning and execution of MPAC's strategies, policies, and business affairs.
3. The Chair has joint accountability to the Board as a whole and to the Minister of Finance (Minister) for the performance of MPAC.

## Key Responsibilities and Duties

### MPAC Governance

The Chair shall:

4. Take all reasonable steps to provide that the responsibilities of the Board, Committees and individual Directors, as set out in their respective Mandate, Terms of Reference, and Position Description, are well understood by the Board, Committees and individual Directors, respectively, and are executed as effectively as possible.

5. Establish and monitor controls to ensure the Board has sound governance practices.
6. Act as spokesperson for MPAC and generally represent MPAC to the public, particularly in dealings with elected officials at all levels of government
7. Participate in the preparation and execution of, and be compliant with, the Memorandum of Understanding (MOU) with the Minister responsible for MPAC and sign the MOU for MPAC as directed by the Board.
8. Keep the Minister informed of emerging issues in a timely fashion.
9. Develop an ongoing and effective relationship with the Minister's staff to share plans, strategies, joint responsibilities and accountabilities.
10. Monitor the development and implementation of an annual business plan and an annual report for submission to the Minister.
11. Take all reasonable steps to ensure that policies are in place for effective financial controls and risk management, and that demonstrate that public funds are used with integrity and honesty.
12. In conjunction with the Audit Committee, provide oversight of MPAC's internal and external auditors and annual performance reviews, and recommend corrective action be taken, if and as necessary.
13. In conjunction with the Governance and Human Resources Committee and the Board, respond to potential conflict of interest situations.
14. Provide input to government policy development, and recommend legislative changes to the Government.
15. Oversee that the establishment of operational policies and procedures are within the legal, policy and economic framework of the Government.
16. Notify the Minister of Board vacancies and make recommendations for appointments or re-appointments, in consultation with the Governance and Human Resources Committee that respect and promote the principles of merit, quality, equity, diversity, and regional representation.

17. Take all reasonable steps to provide that the Board meets in separate, regularly scheduled, non-management In Camera sessions.
18. Take all reasonable steps to provide that the Board meets in separate, non-management closed sessions with internal personnel or outside advisors, as needed or appropriate.
19. Take all reasonable steps to provide that the boundaries between Board and Management responsibilities are clearly understood and respected and that relationships between the Board and Management are conducted in a professional and constructive manner.
20. Facilitate effective communication between Directors and Management, both inside and outside of Board meetings.
21. In conjunction with the Governance and Human Resources Committee, oversee the process for the annual review of the performance of the Board, Committees, Committee Chairs, and all individual Directors, other than that of the Chair, and make recommendations for re-appointment, retirement, and Committee chairship and rotation that are in the best interests of MPAC, the Board and Committees, including MPAC's stakeholders.
22. Take all reasonable steps to provide that an annual performance evaluation of the Chair is conducted, soliciting input from all Directors and appropriate members of Management.
23. Provide advice, counsel and mentorship to individual Directors, to assist them to improve performance or, when appropriate, to transition them from the Board.
24. Support the orientation of new Directors.
25. Support the continuing education of incumbent Directors.
26. Carry out any other appropriate duties and responsibilities assigned by the Board.

#### [Strategic Leadership – Oversight of the Strategy Approved by the Board](#)

The Chair shall:

27. Act with integrity and honesty. Actions are guided by the best interests of MPAC.

28. Provide the key linkage between the CAO and the Board to enhance the clarity and mutual understanding of roles and expectations of the Board and Management.
29. Provide advice, counsel and mentorship to the CAO, Committee Chairs and fellow Directors.
30. Take all reasonable steps to ensure that there is a common understanding between the Board and the CAO regarding each of their respective roles and responsibilities, and regarding any direction provided by the Board to the CAO such that plans and initiatives are properly and effectively executed.
31. Review and discuss with the CAO any concern of the Board or issue confronting MPAC.
32. Advise and collaborate with the Governance and Human Resources Committee in the Committee's development of processes and standards of interaction to ensure the independence of the Board from Management, including resources to source independent advice to the Board, In Camera sessions of the Board and Committees, and protocols for Board member access to Management.
33. Take all reasonable steps to ensure that the strategic plan is consistent with MPAC's mandate, the protection of the public interest, and is developed within a risk identification and mitigation framework, and implements change as required.
34. Provide oversight of strategic plans to ensure they are fiscally prudent and financially sustainable over time, and regularly monitor the plans in conjunction with the Board and CAO.
35. Take all reasonable steps to ensure that systems and processes are in place for identifying, mitigating, reporting and assuring of material financial and non-financial risks.
36. Oversee the development of plans to achieve the financial goals of MPAC, which may include working to a specified budget, revenue generation, or revenue sourcing.
37. Provide leadership to the Board, Committees, individual Directors and Management in support of MPAC's commitment to sustainable business practices.

38. Review strategies to seize opportunities in professional and market trends.
39. Take all reasonable steps to ensure that Board decisions and Committee recommendations are reflective of a balance of effective and efficient use of public resources, and provide a high standard of service to the public.
40. Establish procedures to ensure that information, material and resources are provided in a timely manner to the Board and, through collaboration with each Committee Chair, to each Committee, such that the Board and each Committee may diligently fulfill their requirements and obligations, and conduct their work effectively and efficiently.
41. Establish a schedule of meetings, and set Board meeting agendas and priorities in the Chair's discretion, including in consultation with Committee Chairs, other Directors as necessary, the CAO, and the Executive Director, Board Governance, based on the Board Annual Work Plan, the MPAC Strategic Plan, outstanding issues, and an assessment of the current environment by the Chair.
42. Take all reasonable steps to provide that all business required to come before the Board is brought to a meeting in a timely manner, and that all business set out in the agendas of Board meetings is discussed and brought to resolution, as required.
43. Assist the Committees and Committee Chairs to bring important issues forward to the Board for consideration and resolution.
44. Chair meetings of the Board such that sufficient time is allocated for effective discussion and decision-making, and that all points of view are heard to the fullest extent practicable.
45. Encourage Directors to ask questions and express viewpoints during meetings.
46. The Chair and Vice-Chair may (but are not required to) serve on the Committees.
47. Set the business and ethical tone of Board meetings by facilitating open, informed and probing discussion, while setting standards for meaningful, respectful and productive debate and interpersonal interactions.

48. Ensure appointees are aware of their obligations and that they act in full compliance with the letter and spirit of the Board of Directors' Code of Conduct and Conflict of Interest Declaration rules.
49. Ensure that there is an annual evaluation of the performance of MPAC in achieving its mission and strategic plan.
50. Establish processes, mentor, coach, and develop members of the Board by discussing and encouraging professional development and addressing performance issues as or if they arise.
51. Work with the CAO to provide oversight in significant matters involving stakeholders.
52. As and when appropriate, represent MPAC in matters concerning stakeholders or the public.

### Qualifications

53. Knowledge of, and displayed commitment to, sound governance practices.
54. Understanding and track record of fulfilling the Director's fiduciary duty of loyalty and duty of care.
55. Leadership experience with an ability to articulate clearly, implement a strategic vision, and oversee the implementation of plans and strategies to deliver efficient, effective and high-quality services.
56. Comprehensive understanding of the context in which MPAC operates, its community, the interests of stakeholders and the public, as well as a general understanding of the Government's objectives in this regard, or the ability to acquire such understanding within a reasonable period of time.
57. Practical knowledge of MPAC's constituting legislation, area of expertise, regulation, industry sector, or the ability to acquire such knowledge within a reasonable period of time. Where appropriate, has been actively engaged, or maintains active engagement, in the industry sector or MPAC's area of expertise.

58. Superior group facilitation skills, consensual decision-making skills, experience in running meetings, and being adept at encouraging explorative discussion and building consensus.
59. Effective communication and interpersonal skills to build productive external relationships within the responsible Ministry, with the Minister, and with a broad range of stakeholders.
60. Substantive practical knowledge of accepted norms for duty of care required of the Board.
61. Judgment to identify and address potential conflict of interest situations.
62. Understanding of governmental values and a commitment to working within the Government's accountability structure.
63. Understanding of sound financial and operational business processes and practices, including working within a specified budget, revenue generation or revenue sourcing.
64. Commitment to the protection of the public interest within the mandate of MPAC.

### Document Review

65. To honour the spirit and intent of applicable law as it evolves, the authority to make minor technical amendments to this Position Description is delegated to the Executive Director, Board Governance, who shall summarize and report any minor amendments to the Governance and Human Resources Committee annually for information. The Governance and Human Resources Committee shall review any material change(s) to this Position Description at its next regularly scheduled meeting, and recommend such change(s) to the Board for consideration and approval.
66. At least every two (2) or three (3) years, as the Governance and Human Resources Committee decides, the Position Description will be full evaluated by the Governance and Human Resources Committee and updates recommended to the Board for consideration and approval.

## **HISTORY**

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Board Received Date: December 12-13, 2018 (Administrative Amendments)

Committee Review Date: November 6, 2018 (Governance and Human Resources Committee)

Board Approval Dates: June 11-12, 2015 | September 24-26, 2014