



BOARD OF DIRECTORS AND MANAGEMENT ROLES AND RESPONSIBILITIES

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Established: WDBA Board of Directors approved June 21, 2019

Revision Date: (placeholder)

Interfaces with other Policies/Procedures:

- WDBA Delegation of Authority Policy

- By-law Number One
- Audit Committee, Governance and Human Resources Committee, Communications and Outreach Committee and Project Oversight Committee Terms of Reference.

Position Responsible for Maintaining: **Corporate Secretary / Chief of Staff**

To be Reviewed: **Biennially**

To honor the spirit and intent of applicable law as it evolves, the authority to make minor technical amendments to these Board of Directors and Management Roles and Responsibilities is delegated to the Corporate Secretary, who will report any amendments to the Governance and Human Resources Committee at its next meeting.

Once or more every two years, as determined by the Governance and Human Resources Committee, these Board of Directors and Management Roles and Responsibilities will be fully evaluated and updates will be recommended to the Board for review and approval.

1.0 Roles and Responsibilities of the Board of Directors and Management of Windsor-Detroit Bridge Authority (WDBA)

1.1 Delineation of Governance Roles and Responsibilities

The Board of Directors (Board) has determined that it will delegate operational responsibilities to the Chief Executive Officer (CEO), while the Board will focus on the direction, policy setting, oversight and monitoring.

The delineation of roles of the Board, of Board Committees, and of Management, used in this context of direction, policy-setting, oversight and monitoring include the following:

Delineation of Governance Roles and Responsibilities

Role	Explanation
Develop and implement	These roles are the domain of Management. Management shall be requested to develop, for review and recommendation by a Board Committee, to the Board for review and approval, or to develop for review and approval by the Board. Pending review and approval by the Board, Management shall be responsible to implement the approved matter.
Lead and Direct	The Board and Board Committees shall oversee matters within their respective Terms of Reference, and shall provide leadership and direction to Management, whilst maintaining an independent oversight role, and within the terms of the approval, that a matter shall be carried-out or executed.
Contribute to and approve	The Board may provide input into the development of the Strategic Plan, or a particular policy or decision, prior to considering its formal approval, and at all times shall maintain an independent governance and oversight role.
Review, recommend and approve	The process by which recommendations are considered and decisions are rendered include that Board Committees shall review and recommend, and the Board shall review and approve. Board Committees normally do not have approval or decision making authority.

Monitor	A broad and recurring role of regularly reviewing, taking steps to ensure compliance, assessing, and possibly challenging items presented, as well as recognizing and celebrating success. This role of monitoring shall be undertaken by the Board and Board Committees, consistent with their Terms of Reference.
Provide direction	This role includes matters that the CEO may wish to discuss with the Board, or another direct Management report may wish to discuss with a Board Committee, to obtain guidance, but a decision or recommendation is not requested nor required within the Terms of Reference of the Board or Board Committee. Any such request for direction shall reach the entire Board or Board Committee, and not the Board or Committee Chairs only.
For informational purposes	This role includes matters that the Board and Board Committees should be knowledgeable of, but no decision or recommendation is required within the Terms of Reference of the Board or Board Committee.

1.2 Responsibilities of the Board of Directors and Management

The Board of Directors is responsible for the oversight of the management of the business activities and other affairs of WDBA.

The responsibilities of the Board and Management have been set out into seven categories:

- (i) Corporate Governance
- (ii) Direction Setting and Strategic Planning
- (iii) Risk and Opportunity Management and Internal Audit
- (iv) Financial Oversight, Reporting and Disclosure
- (v) Board and Management Succession Planning
- (vi) Performance Measurement and Compensation
- (vii) Stakeholder Communication

(i) Corporate Governance

	Board Responsibilities	Management Responsibilities
1.	Review, for Shareholder approval as required, by-laws that regulate the	Develop, contribute to, monitor and implement the by-laws that regulate the business or affairs of

	business and affairs of WDBA.	the Corporation.
2.	Review, approve and monitor corporate governance policies and processes.	<p>Provide the Board with pertinent information to assist the Board in fulfilling the duties of WDBA's Directors and established or evolving approaches to governance.</p> <p>Develop and implement an appropriate and effective process for assisting the Board to assess regularly (and at least annually) governance processes, including a review of the WDBA's by-laws and Board Committee's Terms of Reference. Provide timely information and reports to the Board on trends and evolving best practices in the area of governance that may be applicable to WDBA. Implement by-laws and Committee Terms of Reference.</p>
3.	Review, approve and monitor policies and practices that promote fairness and equity within WDBA.	Develop, contribute to, implement and monitor such policies and practices as are necessary to ensure that WDBA employees are treated in a fair and equitable manner.
4.	Lead, direct and monitor Management's effective Shareholder reporting and communication.	Develop and, subject to Board approval as required, implement systems of reporting to the Shareholder, building on trust, transparency and accountability.
5.	Foster ethical and responsible decision-making and conduct by Management; taking prompt and corrective action as or if appropriate; and satisfying itself as to the integrity of the CEO and other executive officers, and that the CEO and other executive officers create a culture of integrity throughout WDBA.	Providing leadership to Management in support of WDBA's commitment to ethical decision making and conduct by Management; leading by example in promoting integrity, transparency and accountability; and taking all necessary steps to provide assurance to the Board as to the integrity of the CEO and other executive officers, and that the CEO and other executive officers create a culture of integrity throughout WDBA.
6.	Receive regular reporting	Furnish regular reporting to the

	<p>from the Governance and Human Resources Committee, for review and approval by the Board, on (i) compliance with the WDBA Code of Conduct by Employees and key Suppliers; (ii) reporting of possible wrongdoing by Directors, Officers, Employees or key Suppliers, pursuant to the WDBA Whistle-blowing Policy (or the equivalent); and (iii) measures for receiving feedback from Stakeholders directly to independent Directors.</p>	<p>Governance and Human Resources Committee, for review and recommendation by the Audit Governance and Human Resources Committee, on (i) compliance with the WDBA Code of Conduct by Employees and key Suppliers; and (ii) reporting of possible wrongdoing by Directors, Officers, Employees or key Suppliers, pursuant to the WDBA Whistle-blowing Policy (or the equivalent).</p>
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(ii) Direction Setting and Strategic Planning

	Board Responsibilities	Management Responsibilities
1.	<p>Lead, contribute to, direct, and approve the strategic direction of WDBA.</p>	<p>Management, led by the CEO, provides the Board with all information to assist the Board and Board Committees in understanding the nature and scope of WDBA’s mandate and objectives that must be completed on short and long-term bases.</p>
2.	<p>At least annually, review, approve and regularly monitor (i) the Values, Vision, Mission, and Strategic Plan of WDBA; and (ii) the Annual Corporate Plan for WDBA, which includes business plans, operational requirements, organizational structure, staffing and budgets that support the Strategic Plan.</p>	<p>Develop, contribute to, monitor and implement (i) the Values, Vision, Mission and Strategic Plan reviewed and approved by the Board; and (ii) the Annual Corporate Plan for WDBA, reviewed and approved by the Board, which includes business plans, operational requirements, organizational structure, staffing and budgets that support the Strategic Plan.</p>
3.	<p>Review, approve and monitor, and in certain cases, approve corporate policies.</p>	<p>Develop, implement, monitor and, in certain cases, approve corporate policies.</p>

4.	Monitor WDBA's progress towards the implementation of goals, objectives and key performance indicators of the Strategic Plan, as contained in the Corporate Plan, and revise and alter the foregoing (or not), in the Board's business judgment, in light of unanticipated or exogenous circumstances.	Provide the Board at each regularly scheduled Board meeting with reports and key performance indicators that enable the Board to oversee and assess the CEO and other WDBA Management's implementation of the Strategic Plan as contained in the Corporate Plan and approved by the Board. Management shall provide the Board and Board Committees with reports that are objective, timely, relevant, accurate and complete.
5.	Develop an effective oversight working relationship with Management, while maintaining a clear distinction between Board and day-to-day Management roles and responsibilities.	Contribute to, implement and monitor an effective accountable working relationship with Management and the Board, while maintaining a clear distinction between Board and day-to-day Management roles and responsibilities.
6.	Lead, monitor, contribute to, report upon, and disclose externally, as required, a healthy corporate culture.	Develop, implement, contribute to and monitor a healthy corporate culture, based on corporate values and ethical business conduct.
7.	Lead, contribute to and monitor WDBA's relationship with the Private Sector Partner, establishing a productive and mutually beneficial board-to-board relationship.	Develop, contribute to and monitor the management-to-management relationships between WDBA and the Private Sector Partner, fostering productive working relationships across all levels of WDBA.

(iii) Risk and Opportunity Management and Internal Audit

	Board Responsibilities	Management Responsibilities
1.	Review and approve the risk appetite framework of material financial and non-financial risks and opportunities of WDBA.	Recommend internal risk monitoring and the design and implementation of mitigating internal controls for each of WDBA's material financial and non-financial risks. Review these processes and results regularly to ensure that internal controls remain appropriate

		and effective, and report in writing to the Audit Committee and Board on the results of these assessments.
2.	Review and approve the internal controls and key performance indicators to mitigate and measure the material financial and non-financial risks and opportunities, respectively, to WDBA.	Monitor, develop, implement and report on material financial and non-financial risks and the effectiveness of corresponding internal controls and limitations. Provide the Board and Audit Committee, and other Committees of the Board regularly (and each regularly scheduled Audit Committee meeting, and regularly to the Board) with information and assurance reports that will enable the Audit Committee, other Committees of the Board and the Board to review, approve and monitor the risk appetite framework of WDBA.
3.	Monitor and advise upon the results of risk and internal control enhancement and assurance by independent oversight functions (e.g., risk, compliance, internal audit).	Report to the Audit Committee and Board regularly (at each regularly scheduled Audit Committee meeting and regularly to the Board) with assurance reports that will enable the Board to assess whether WDBA has an effective risk management, internal control and independent assurance process. Monitor and report to the Audit Committee and Board of any situations in which risks are not being managed in accordance with established monitoring processes and limitations within the risk appetite framework approved by the Board.
4.	Review and approve the Internal Audit Mandate and the Internal Audit Plan, including the independence, resources and area(s) of focus for Internal Audit; receive reports from, and	Comply with, and do not unduly influence, the independence and reporting of the Internal Audit. Cooperate fully with Internal Audit, the Internal Audit Plan, and Internal Audit's testing of the design and

	meet regularly with, Internal Audit; and monitor completion of action items, including any internal control deficiencies, as required under the Internal Audit Plan and Financial Administration Act.	effectiveness of internal controls over material financial and non-financial risks. Develop and document Management's scope of work in response to Internal Audit recommendations, and take all reasonable steps to ensure that the Audit Committee and Board are provided with independent, fulsome and regular Internal Audit Reporting.
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(iv) Financial Oversight, Reporting and Disclosure

	Board Responsibilities	Management Responsibilities
1.	Receive regular reporting from the Audit Committee, for review and approval by the Board, on compliance with all relevant legislative, regulatory and risk appetite limitations, restrictions and requirements, including but not limited to, emergency, financial, infrastructure, maintenance, operational, procurement, repair, safety, security and weather.	Develop, implement and maintain, for independent assurance by WDBA's compliance function, practices and internal controls that reasonably ensure compliance with all relevant legislative, regulatory risk appetite framework limitations, restrictions and requirements, including but not limited to, emergency, financial, infrastructure, maintenance, operational, procurement, repair, safety, security and weather.
2.	Review and approve the corporate budget, as part of the Strategic Plan contained in the Annual Corporate Plan, and take all reasonable steps to ensure that policies and procedures are in place that are designed to maintain appropriate auditing and accounting principles and practices.	Develop, implement and monitor the corporate budget, as contained in the Strategic Plan contained in the Annual Corporate Plan, and report to the Audit Committee on all reasonable steps to ensure that policies and procedures are in place that are designed to maintain appropriate auditing and accounting principles and practices.
3.	Regularly review and, at the recommendation of the Audit Committee, approve the annual	Regularly furnish reporting, for review and recommendation of the Audit Committee, for review and approval by the Board, on the annual results, financial

	results, financial statements, Annual Report, prior to being filed with, or available to, as the case may be, regulatory authorities, the Shareholder and other Stakeholders.	statements, Annual Report, prior to being filed with, or available to, as the case may be, regulatory authorities, the Shareholder and other Stakeholders.
4.	Review, approve and monitor the integrity of financial results and, to the extent feasible, the Board shall satisfy itself as to the integrity of the CEO and other Officers, and that the CEO and other Officers create a culture of integrity throughout WDBA.	Take all reasonable steps to ensure integrity of the development and implementation of financial practices, of the CEO and other Officers, and that the CEO and other Officers create a culture of integrity throughout WDBA.

(v) Board and Management Succession Planning

	Board Responsibilities	Management Responsibilities
1.	Provide advice to the Government on the appointment criteria for the Chairperson, the CEO, and Members of the Board.	Contribute to, and provide the Board with, written recommendations for the Board's consideration and approval, and upon recommendation from the Governance and Human Resources Committee, on the respective responsibilities and authorities of the Chairperson, the CEO and Directors of the Board, consistent with best governance practices.
2.	Provide advice to the Government on the adequacy and form of compensation, including benefits, for Directors.	Contribute to, and provide the Board with, written recommendations for the Board's consideration and approval, and upon recommendation from the Governance and Human Resources Committee, and with the advice of an independent compensation advisor, on the adequacy and form of compensation, including benefits, for Directors.
3.	Review the recommendations of the Governance and Human Resources Committee on the recruitment process,	Develop, for the review of the Governance and Human Resources Committee, Human Resources policies governing termination, terms and conditions

	performance management, assessment of capabilities, and retention of Officers and senior Management of WDBA.	of employment, compensation, the assessment of capabilities, performance management and retention of Officers and senior Management of WDBA.
	Approve, on the recommendations of the Governance and Human Resources Committee, the appointment of Officers of WDBA.	Develop, for the review of the Governance and Human Resources Committee, recommended candidates for Officer positions of WDBA.
4.	Review, approve and monitor a written succession plan for the CEO in unplanned (emergency) situations.	Develop and implement a succession plan, for review and recommendation of the Governance and Human Resources Committee, for review and approval of the Board, detailing the procedure and identified individual responsible to fill the interim role of CEO in emergency situations.
5	Review, approve and monitor a written succession plan for senior Management other than the CEO.	Initiate, develop, contribute to, and submit for review and recommendation of the Governance and Human Resources Committee, for review and approval of the Board, the succession planning for senior Management, other than the CEO.
6.	Review, approve, and participate in, in conjunction with the Governance and Human Resources Committee, the orientation of New and continuing education of Incumbent Directors, respectively.	Develop, contribute to and submit for review and recommendation of the Governance and Human Resources Committee, for review and approval of the Board, the orientation, training, education and information related to the governance responsibilities and needs of New and Incumbent Directors.

(vi) Performance Measurement and Compensation

	Board Responsibilities	Management Responsibilities
1.	Review, approve and monitor the key performance indicators	Propose for Board review and approval strategic direction into goals, objectives

	(KPIs) and their measurement of the achievement of the Strategic Plan of WDBA.	and key performance indicators and manage WDBA's operations accordingly.
2.	Review, approve and regularly monitor the achievement of key performance indicators of the CEO. Annually evaluate the CEO in writing on the achievement of goals, objectives and key performance indicators.	Support the Board in the approval and regular monitoring by the Board of the achievement of key performance indicators by the CEO.
3.	Regularly evaluate and monitor the performance and contribution of the Board, the Chairperson, each Board Committee, and other Directors.	Support the Board in the approval and regular monitoring of the performance and contribution of the Board, Chairperson, each Board Committee, and other Directors.
4.	Review and recommend Ministerial approval, upon the recommendation of the Governance and Human Resources Committee (Committee), the awarding of any performance-based incentive pay for the CEO.	Propose, to the Governance and Human Resources Committee (Committee), for the Committee's review and recommendation to the Board for the Board's review and approval, the awarding of any performance based compensation for the CEO.

(vii) Stakeholder Communication

	Board Responsibilities	Management Responsibilities
1.	Monitor and contribute to the identification of Stakeholders, and the development of effective stakeholders' communication strategies.	<p>Develop and implement effective stakeholder communication strategies, and the identification of stakeholders.</p> <p>Develop and recommend communications policies and strategies to the Board for their consideration.</p> <p>Bring any communication on material matters between Management and the Government to the Board's attention, and</p>

		act on any leadership or direction provided to Management in the Board’s discretion. All communications with the Minister of Infrastructure and Communities shall be undertaken by the Chairperson or CEO, who shall regularly report to the Board on the foregoing communications.
2.	Contribute to and monitor stakeholder communications and the messages to be communicated on key issues.	Develop, implement, approve and monitor stakeholder communications strategies and the messages to be communicated on key issues.
3.	Review and approve the reporting on the accomplishment of material financial and non-financial goals and objectives within the Annual Report.	Propose to the Audit Committee and other Board Committees in accordance with relevant Terms of Reference, for Committee review and recommendation to the Board, for review and approval by the Board, the financial and non-financial reporting of WDBA within the Annual Report.

2.0 Roles and Responsibilities of the Chairperson of the Board

The role of the Chairperson of the Board (Chairperson) is to provide leadership and continuity to the operations of the Board.

2.1 Responsibilities

The Chairperson’s responsibilities include:

- Providing leadership to enhance the governance of WDBA;
- Providing leadership to enhance the effectiveness of the Board;
- Acting as liaison between the Board and Management;
- Representing WDBA to external groups as required; and
- Fostering ethical and responsible decision-making and conduct by the Board, the Board Committees, individual Directors, the CEO, other executive officers, and other and all employees, partners and key suppliers of WDBA.

2.2 Governance Leadership

The Chairperson is explicitly accountable for ensuring the Board carries out its governance responsibilities effectively. This leadership responsibility usually entails:

- Fulfilling the mandate of the Board;
- Fostering ethical and responsible decision-making by the Board, the Board

Committees and individual Directors;

- Taking all reasonable steps to ensure that the responsibilities of the Board are well understood by the Board and Management, and that the boundaries between the Board's and Management's responsibilities are clearly understood and respected;
- Taking all reasonable steps to ensure that the Board works as a cohesive team;
- Taking all reasonable steps to ensure that the resources are made available to the Board and each Board Committee, including timely and relevant information and independent advice as appropriate, and are adequate to support the Board's and each Committee's work;
- Taking all reasonable steps to ensure that processes are in place by which the effectiveness of the Board and its Committees are assessed on a regular basis;
- Underscoring guidelines for the conduct of the Directors, and ensuring that each Director is making a significant contribution; and
- Taking all reasonable steps to ensure that a process is in place by which the contribution of individual Directors to the effectiveness of the Board and Board Committees is assessed on a regular basis.

2.3 Board Leadership

The Chairperson is responsible for:

- Taking all reasonable steps to provide that the responsibilities of the Board, Board Committees and individual Directors, as set out in this Board of Directors and Management Roles and Responsibilities, and Terms of Reference, are well understood by the Board and individual Directors and are executed as effectively as possible;
- Establishing the agenda of Board meetings and the annual Board Retreat, in consultation with the CEO and Corporate Secretary, including meeting schedules and determining Board information packages;
- Assisting the Committees and Committee Chairs to bring important issues forward to the Board for consideration and resolution;
- Taking all reasonable steps to provide that all business set out in the agendas of Board meetings is discussed and brought to resolution, as required;
- Adopting procedures to ensure that the Board can conduct its work effectively and efficiently, including, in conjunction with the Governance and Human Resources Committee, Committee structure and composition, scheduling and management of meetings;
- Conducting effective meetings;
- Encouraging constructive dissent, forging consensus, and facilitating effective decision-making;
- Taking all reasonable steps, in conjunction with the Governance and Human Resources Committee, to ensure that appropriate orientation and education is

- provided to achieve an effective Board;
- Conducting *in-camera* sessions of the Board at each Board meeting;
- Mentoring and coaching other Directors on their performance, and ensuring meeting attendance;
- Advising the Minister on Board composition and succession;
- Taking all reasonable steps to ensure that the effectiveness and contribution of the Chairperson is assessed annually; and
- Taking all reasonable steps to ensure that those responsibilities that are delegated to Board Committees are fulfilled, and recommendations are brought forward to the Board for review and approval.

2.4 Acting as Liaison

The Chairperson is responsible for taking all reasonable steps to ensure that relationships between the Board and Management are conducted in a professional and constructive manner, including:

- Taking all reasonable steps to ensure, in conjunction with Board Committee Chairs, the CEO and the Corporate Secretary, that Board meetings provide adequate time for discussion of relevant issues;
- Facilitating effective communication between the Board and Management, both inside and outside of Board meetings;
- Providing the CEO with timely feedback from in-camera sessions, as appropriate;
- Communicating concerns of the Board or the Shareholder to the CEO in an effective manner;
- Mentoring and coaching the CEO, or advising the CEO to retain independent coaching as or if required, to enhance the CEO's performance; and
- Taking all reasonable steps, in conjunction with the CEO, to ensure that appropriate members of Management are present for discussions in Board meetings relevant to agenda items when required.

The Chairperson and the CEO are expected to be the primary contacts between WDBA and the Minister of Infrastructure and Communities.

2.5 Representing WDBA As Required

The role of corporate external spokesperson is normally the CEO, and may be other Officers or members of Management, as delegated, , in particular the Vice-President of Communications and Stakeholder Relations. In general, the Chairperson is responsible for:

- Ensuring external communication responsibilities are well defined and practiced;
- Leading the Board in defining the messages to be communicated to Stakeholders;
- Speaking on behalf of WDBA whenever CEO or other senior Management

- conduct is involved; and
- Representing WDBA as requested by the Board.

In the Chairperson's absence from any meeting of the Board, the Directors present shall designate another Director to chair the meeting.

2.6 Length of Service

The Chair term is at the pleasure of the Governor-in-Council.

3.0 Roles and Responsibilities of Chairpersons of Board Committees

The role of a Board Committee Chairperson is to provide leadership and continuity to the operations of the Standing or Ad Hoc Board Committee (e.g., the Audit Committee, Communications and Outreach Committee, Governance and Human Resources Committee, and Project Oversight Committee).

3.1 Responsibilities

The Committee Chairperson's responsibilities include:

- Providing leadership to enhance the governance of the Committee; and
- Providing leadership to enhance the effectiveness of the Committee.

3.2 Governance Leadership

The Committee Chairperson is explicitly accountable for ensuring the Committee carries out its governance responsibilities effectively. This leadership responsibility usually entails:

- Fulfilling the Terms of Reference of the Committee;
- Fostering ethical and responsible review and recommendation-making by the Committee and individual Members;
- Taking all reasonable steps to ensure that the responsibilities of the Committee are well understood by the Board and Management, and that the boundaries between the Committee's and Management's responsibilities are clearly understood and respected;
- Taking all reasonable steps to ensure that the Committee works as a cohesive team;
- Taking all reasonable steps to ensure that the resources are made available to the Committee, including timely and relevant information and independent advice as appropriate, and are adequate to support the Committee's work;
- Taking all reasonable steps to ensure that processes are in place by which the effectiveness of the Committee is assessed on a regular basis;
- Underscoring guidelines for the conduct of the Committee Members, and ensuring that each Committee Member is making a significant contribution; and

- Taking all reasonable steps to ensure that a process is in place by which the contribution of individual Committee Members to the effectiveness of the Committee is assessed on a regular basis.

3.3 Committee Leadership

The Committee Chairperson is responsible for:

- Taking all reasonable steps to provide that the responsibilities of the Committee and individual Members, as set out in the Committee's Terms of Reference, are well understood by the Board and individual Directors and are executed as effectively as possible;
- Establishing the agenda of Committee meetings, in consultation with Corporate Secretary, including meeting schedules and determining Committee information packages;
- Assisting the Committee to bring important issues forward to the Board for consideration and resolution;
- Taking all reasonable steps to provide that all business set out in the agendas of Committee meetings is discussed and fulfilled, as required;
- Establishing the agenda of Committee meetings, in consultation with Corporate Secretary, including meeting schedules and determining Committee information packages;
- Adopting procedures to ensure that the Committee can conduct its work effectively and efficiently, including scheduling and management of meetings;
- Conducting effective meetings;
- Encouraging constructive dissent, forging consensus, and facilitating effective review and recommendations to the Board;
- Taking all reasonable steps, in conjunction with the Governance and Human Resources Committee, to ensure that appropriate orientation and education is provided to achieve an effective Committee;
- Conducting *in-camera* sessions of the Committee at each Committee meeting;
- Mentoring and coaching other Committee Members on their performance, and ensuring meeting attendance;
- Taking all reasonable steps to ensure that the effectiveness and contribution of the Committee Chairperson is assessed annually; and
- Taking all reasonable steps to ensure that those responsibilities that are delegated to Committees by the Board are fulfilled, and recommendations are brought forward to the Board for review and approval;
- Facilitating effective communication between the Committee and Management, both inside and outside of Committee meetings; and
- Carrying out any other appropriate duties and responsibilities assigned by the Committee or Board.

4.0 Roles and Responsibilities of Individual Directors

4.1 Expectations of Directors

Each individual Director must adhere to the principles of governance and responsibilities of the Board as outlined in Section 1.2.vi. and the laws and by-law under which it is incorporated, to hold its Directors to a number of duties that are listed below. These duties, roles and responsibilities are based on the principles of: accountability; maintaining Board effectiveness; exemplifying WDBA's values and ethics; and maintaining each Director's Fiduciary Duty and Duty of Care.

4.2 Board Effectiveness

Each Director has a responsibility to:

- Prepare for, attend, and contribute knowledgeably and effectively to meetings of the Board and the Committee(s) of which the individual Director is a member;
- Work positively, co-operatively, and respectfully with other Directors and members of Management;
- Have sufficient time and energy to devote to fulfill the individual Director's duties and responsibilities;
- Respect and support Board decisions;
- Comply with Board policies, including with respect to the conduct of individual Directors;
- Comply with WDBA's Code of Conduct Policy;
- Comply with the Government of Canada's Conflict of Interest Policy;
- Advise the Chair of the Governance and Human Resources Committee of any changes in factors that could affect the independence or effectiveness of the individual Director;
- Advise the Chair of the Governance and Human Resources Committee of any material change in employment or health status;
- Serve on at least one standing Committee of the Board;
- Arrive fully prepared to participate effectively in meetings of the Board and Board Committee(s) on which the Director serves;
- Keep informed about matters relating to WDBA and the global affairs in which WDBA operates through participation in an initial orientation and in ongoing Board education;
- Participate in the evaluation of overall Board, Board Committee and individual Director effectiveness;
- Carry out any other appropriate duties and responsibilities assigned by the Board of Directors or a Board Committee of which the individual Director is a member; and
- Periodically, and as required, represent the Board in external activities.

It is important for Directors, collectively, to take all reasonable steps to ensure that:

- Adequate information is made available to the Board and Board Committees to fulfill their Terms of Reference;
- Agendas and adequate information are provided prior to Board and Committee meetings;
- The full duration of meetings are attended;
- Questions are asked with independence of mind; and
- The Governance and Human Resources Committee recommends to the Board the establishment of appropriate Standing or Ad Hoc Board Committees to ensure that certain matters receive an in-depth and expert examination that would be difficult for an entire Board to undertake.

The foregoing roles and responsibilities are compatible and consistent with the exercise of due diligence and business judgment by Directors, and the Fiduciary Duty and Duty of Care, to be described below. These actions also lead to sound decision-making that fulfills the ultimate objective of WDBA of achieving its Mandate.

4.3 Managing Corporate Values and Ethics

In reviewing and approving policy, and fulfilling their duties, roles and responsibilities, each Director shall:

- Demonstrate credibility, integrity, and high ethical standards and conduct in the individual Director's business dealings and personal affairs;
- Foster ethical and responsible decision-making and conduct by oneself, other Directors, the CEO, other executive Officers, and all employees, partners and key suppliers to WDBA;
- Recognize that the Director's responsibility is to act with a view to the best interests of WDBA, including its Shareholder and other Stakeholders;
- Pay due regard to the employees, the community and other Stakeholders, in all their decisions for and on behalf of WDBA;
- Take all reasonable steps to ensure that the Director sets a positive tone of ethical behaviour in all dealings: with other Directors, members of Management, other employees, and the community at large;
- Take all reasonable steps to ensure that the Director possesses, maintains, or acquire the competencies and attributes necessary to make a positive contribution to the governance of WDBA;
- Take all reasonable steps to ensure that WDBA operates according to the best practices, especially in the application of principles of governance;
- Take all reasonable steps to ensure that Management fosters an ethical climate throughout WDBA as a whole;
- Take all reasonable steps to ensure that WDBA does not merely profess ethical standards, but lives them in all respects and at all times;
- Insist that suppliers, including professional advisors, be chosen on the basis of high ethical standards, competency, price and service;

- Insist that WDBA comply with the spirit as well as the letter of the law;
- Take all reasonable steps to ensure that the policies and practices of WDBA are such that ethical behaviour is recognized as being intrinsically desirable and that no Officer or employee is rewarded for achievements based on unethical activities, irrespective of the individual's contribution to fulfillment of WDBA's Mandate; and
- Contribute to the development of the Board's or Board Committee's ability to advise Management in the resolution of ethical issues and dilemmas and take additional action if or as necessary.

4.4 Fiduciary Duty

The Fiduciary Duty of Directors, often termed the Duty of Loyalty, is to act honestly and in good faith with a view to the best interests of the WDBA. The Fiduciary Duty recognizes that each Director is a steward of the assets of WDBA and is required to disregard entirely the Director's self-interest, and be loyal, at all times, and under in all circumstances, only to the best interests of WDBA.

Directors shall neither act in self-interest, nor in the interests of any individual WDBA Stakeholder with which the Director's appointment may be associated.

Although a Director may communicate the interests of a particular Stakeholder with whom that Director's appointment may be associated during Board deliberations, such Directors do not represent or operate under the direction or on behalf of any Stakeholder. In addition, regardless of their personal opinion or individual vote, Directors shall support and not undermine decisions of the Board to these stakeholders with which Directors' appointments may be associated.

4.5 Duty of Care

The Duty of Care requires each Director to exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances. Directors are expected to ensure that systems are in place to provide them with the information they need to know, and advice they need to take as appropriate, to make decisions. Each Director must ask questions, develop proficiency as to the affairs and status of WDBA, employ the competencies for which they have been selected as a Director, and monitor the workings of WDBA, and take all reasonable steps to ensure that WDBA complies with applicable laws and regulations.

The Duty of Care implies that Directors must attend meetings regularly, read the documents and briefing notes prior to attending meetings, exercise due diligence and employ business judgment, and ensure all material matters are undertaken. While Directors are entitled, absent objective indicators to the contrary, to regard Management as honest and capable and rely on opinions and documentation

provided by Management, Directors must act, if and when appropriate, on any evidence of problems, indicia to the contrary, or material non-compliance.

4.6 Code of Conduct and Conflict of Interest

Each Director shall comply with (i) WDBA's Policy governing the Code of Conduct; and (ii) the Conflict of Interest and Post-Employment Code for Public Office Holders.

In discharging a Director's responsibilities, each Director shall, at all times, and under all circumstances, seek to avoid, and shall be seen to be free of, any interest or any business or other relationship that could be seen to undermine the Director's ability to fulfill the foregoing Fiduciary Duty of Section 4.4.

A conflict of interest is a situation or circumstance in which the private interests of a Director influence, or may be reasonably seen to influence, the independent, objective and impartial performance of one's duties as Director. Private interests include any advantage, financial, business, professional, reputational or otherwise, for the Director, or a family member or affiliate of the Director.

Examples of Conflicts of Interest include, but are not limited to: participating in the decision-making to hire a Consulting firm while the Board member is employed by the Consulting firm; or, requesting that a family member be hired by the corporation.

A material conflict of interest may arise for a Director of WDBA in a variety of circumstances.

Directors shall at all times:

- Seek to avoid, and if this is not possible, promptly disclose and report fully, any real or perceived conflict of interest of the above nature, without limitation, to the Audit Committee and to the Corporate Secretary;
- Not seek to influence the foregoing conflict of interest;
- Absent themselves from the discussion pertaining to the foregoing conflict of interest; and
- Cooperate fully in the information pertaining to, and the management of, the foregoing conflict of interest, in accordance with the Corporate By-law with respect to conflict of interest and the provisions within this Policy.

Each Director must immediately take steps to resolve a real or perceived conflict of interest.

Both prior to serving on the Board, and annually during the Director's term of

office, each Director shall disclose to the Audit Committee, financial interests and any potential or actual conflict of interest as soon as it arises or appears likely to arise.

Directors who become aware of a potential or actual conflict of interest on the part of another Director, on the basis of information, knowledge or belief, shall promptly and in confidence raise the issue for clarification with the other Director, and request that the conflict be declared in a full, true and plain manner. If the fellow Director refuses to declare the conflict in a full, true and plain manner, the Director who is aware of the potential or actual conflict must immediately bring his or her concern to the attention of the Chair of the Audit Committee and the Corporate Secretary.

5.0 Roles and Responsibilities of the Chief Executive Officer (CEO)

The CEO provides effective leadership and vision for WDBA. The CEO is responsible for providing strategic leadership for WDBA by working with the Board and senior Management to establish long-range goals, strategies, plans and policies. The CEO sets the “tone” for Management and the Board to foster ethical and responsible decision-making, effective management, and best-in-class corporate governance practices. The CEO reports to the Board of Directors.

The CEO of WDBA:

- Provides leadership to Management in support of WDBA’s commitment to ethical decision making and conduct by Management; leads by example in promoting integrity, transparency and accountability; and takes all necessary steps to provide assurance to the Board as to the integrity of the CEO and other executive officers, and that the CEO and other executive officers create a culture of integrity throughout WDBA;
- Performs the duties and functions of the office on a full time basis;
- Establishes an ethical work environment that supports WDBA’s Values, Vision and Mission;
- Takes all reasonable steps to ensure the development of a Strategic Plan, as contained in the Annual Corporate Plan, for WDBA to fulfill its Values, Vision and Mission, recommend it to the Board for review, and, in the Board’s discretion, approval;
- Implements the Strategic Plan and reports to the Board in a timely manner on progress regarding or deviations from the Strategic Plan or any parameters established by the Board;
- Takes all reasonable steps to ensure the development of an Annual Corporate Plan including business plans, operational requirements, organizational structure, staffing

and budgets that support the Strategic Plan, and recommend the Annual Operating Plan to the Board for review, and, in the Board's discretion, approval;

- Implements the Annual Corporate Plan, and direct and monitor the activities and resources of WDBA, consistent with the strategic direction, financial limits and operating objectives approved by the Board;
- Takes all reasonable steps to ensure that the Board is informed on principal concerns, major developments, and on contentious or sensitive issues affecting WDBA;
- Provides the Board assurance that the proper systems are in place to identify and manage principal financial and non-financial risks, and that such risks are acceptable to WDBA and are within the guidelines established by the Audit Committee, the Governance and Human Resources Committee, the Communications and Outreach Committee, and the Board;
- Takes all reasonable steps to ensure the accuracy, completeness, integrity and appropriate disclosure of WDBA's financial statements and other financial and non-financial information through appropriate policies and procedures;
- Establishes and maintains WDBA's internal control over financial reporting through appropriate policies and procedures;
- Take all reasonable steps to ensure that WDBA has complied with all regulatory requirements for WDBA's financial and non-financial information, reporting, disclosure requirements and internal controls over reporting and principal risks;
- Provides applicable required regulatory assurance regarding WDBA and its activities;
- With the Governance and Human Resources Committee and the Board, takes all reasonable steps to ensure that WDBA has an effective senior Management team below the level of the CEO, that the Board has regular exposure to senior Management, and that there exists an effective plan of succession and development for senior Management;
- Approves, on the input and recommendations of Board members, the appointments to senior Management, monitors performance of senior Management, and provide feedback and training as appropriate;
- With the Governance and Human Resources Committee and the Board, participates in developing annual CEO personal and corporate goals and objectives aligned with WDBA's Values, Vision, Mission, Strategic Plan and Annual Operating Plan, as well as indicators to measure the CEO's performance, and presents them to the Board for review, and in the Board's discretion, approval;

- Takes all reasonable steps to ensure that an annual evaluation of CEO performance is conducted by the Governance and Human Resources Committee and the Board;
- Serves as the external spokesperson for WDBA;
- Fosters healthy relationships with the Shareholder, other Stakeholders, the Chairperson and other Directors to further the best interest of WDBA;
- Is delegated exclusive authority in respect of the supervision over and direction of the work and staff of WDBA;
- Is delegated authority in the discharge of the CEO's roles and responsibilities;
- Complies with the Delegation of Authority Policy, detailing signing authority of the CEO, adopted and approved by the Board;
- Is the primary contact between WDBA and the Deputy Minister of Infrastructure and Communities; and
- Carries out any other appropriate duties and responsibilities assigned by the Board.