



Vice-Chair of the Board

Summary

The Vice-Chair is an extension of the Chair of the Board of Directors (Chair) role, which is to provide overall leadership to enhance the effectiveness of the Board of Directors (Board) of The Empire Life Insurance Company (Empire).

Major Duties and Responsibilities

In addition to his/her duties as a member of the Board, the Vice-Chair has oversight roles and responsibilities relating to the work and functioning of the Board as follows:

- Act as the Chair, either in the absence of the Chair or as requested by the Chair, and to carry out additional leadership duties relating to the functioning, responsibilities and effectiveness of the Board of Empire
- Assist the Chair in all of his/her duties, where required and appropriate, including chairing meetings of the Board
- Report to, advise, and provide counsel to the Chair
- Assist and advise the Chair on establishing agendas and meeting materials for Board meetings
- Act as the preferred contact for the other directors
- Act as an additional key point of contact with the President and Chief Executive Officer and management as requested by the Chair or in the Chair's absence or incapacity, including contact with the Office of the Superintendent of Financial Institutions and provincial regulators
- Collaborate with the Chair to support the deliberations of the Board in order that the Board may diligently fulfill its duties and conduct its work and affairs effectively and efficiently
- Act as Chair to at least one committee of the Board
- Mentor new appointees to the Board as necessary, and provide oversight, coaching and advice with a view to ensuring quality, consistency and accountability
- Take on responsibility, as appropriate, for communication and coordination with Committee Chairs
- Perform other responsibilities as delegated by the Chair or the Board

- Participate in recruitment process of his/her successor to the Vice-Chair role

Qualifications

The Vice-Chair is expected to possess all of the qualifications of a director of the Board, and the following additional leadership abilities:

- Ability to oversee the implementation of a strategic vision by ensuring appropriate plans are implemented, in order to deliver efficient, effective and high quality services
- Experience fulfilling the director's fiduciary duty of loyalty and duty of care
- Effective communication and interpersonal skills to influence positively and productively the communication and relationships with the Board and management, and to run productive meetings if or when required
- Knowledge of, and commitment to, sound governance practices
- An understanding of sound financial and operational business processes and practices