

<p style="text-align: center;">TERMS OF REFERENCE FOR THE CHIEF EXECUTIVE OFFICER OF THE SHARED SERVICES CONTRACTOR</p>
--

I. INTRODUCTION

- A.** The Chief Executive Officer of the Shared Services contractor (the “CEO”) reports to the Columbia Power Corporation Board of Directors (the “Board”) and maintains open communication with the Board and the Board Chair.
- B.** The CEO is responsible for:
 - i) providing leadership, general supervision, management and control of the operations of the Corporation on a day-to-day basis in accordance with the strategies, plans and policies approved by the Board;
 - ii) providing overall leadership and vision in developing the tactics and plans necessary to realize objectives; and,
 - iii) managing the Corporation to ensure strategic and annual plans are effectively implemented, the results are monitored and reported to the Board, and financial and operational objectives are attained.

II. DUTIES AND RESPONSIBILITIES

- A.** Lead and manage the Corporation within parameters established by the Board.
- B.** Develop and recommend strategic and service plans to the Board consistent with the Vision and Mission and the Government’s Mandate Letter. This includes updating and making changes as required and involving the Board in the early stages of developing strategy.
- C.** Develop for Board approval and successfully implement the corresponding annual business or service plan and operating and capital budgets. Review and report regularly to the Board on the overall progress and results against operating and financial objectives and initiate courses of action for improvement.
- D.** Develop ongoing operating forecasts of revenue, expenditures, operational results and financial performance. These forecasts serve as operating and financial guidelines and do not require Board approval.
- E.** Keep the Board fully informed of all significant operational, financial and other matters relevant to the Corporation. This includes external items emanating from the Province and stakeholders.
- F.** Authorize the commitment of funds against capital and operational plans consistent with Section 6 D – Financial Signing Authority Matrix in the Board Manual.

**TERMS OF REFERENCE FOR THE CHIEF EXECUTIVE OFFICER OF
THE SHARED SERVICES CONTRACTOR**

- G.** Authorize commitment of corporate resources. Enter into agreements, contracts, leases, etc. in the ordinary course of business, in order to pursue the approved strategies, plans and objectives of the Corporation, provided however, that major commitments, exposures and risks shall be reported to the Board on a regular and timely basis.
- H.** Identify the principal risks of the Corporation's business and implement appropriate systems to manage these risks.
- I.** Develop and maintain a sound, effective organization structure of the Shared Services contractor, and ensure capable management succession and progressive employee training and development programs.
- J.** Provide the Board, at Board and committee meetings, with exposure to the Shared Services contractor's key management.
- K.** Ensure effective communications and maintain appropriate relationships with the Province and stakeholders.
- L.** Manage and oversee the required interfaces between the Corporation and the Province and stakeholders and act as the principal spokesperson for the Corporation.
- M.** Ensure the safe, efficient operation of the Corporation and ensure compliance with the Corporation's environment, health and safety policies and practices.
- N.** Ensure all operations and activities of the Corporation are conducted in accordance with laws, regulations, the Corporation's Code of Conduct, sound business practice, in accordance with policies and practices approved by the Board of Directors.