

# Duties and Responsibilities of the Corporate Secretary

## VIA Rail Canada Inc.

### **CORPORATE SECRETARY IS RESPONSIBLE FOR:**

- As directed by the Chairperson of the Board of Directors, the Chief Executive Officer, any two Directors, or acting on his/her own, convening Board of Directors meetings and designating the times and places of those meetings;
- As directed by the Chairperson of the Board of Directors, the Chief Executive Officer, a Committee Chairperson, or acting on his/her own, convening Committee meetings and designating the times and places of those meetings;
- As directed by the Chairperson of the Audit and Finance Committee, a member of the Audit and Finance Committee, the Auditor, the Examiner, or acting on his/her own, convening Audit and Finance Committee meetings and designating the times and places of those meetings;
- In collaboration with the Chairperson of the Board of Directors, Committee Chairpersons and management, scheduling Board of Directors and Committee meetings and setting the agenda;
- Working with management and Committee Chairpersons on the development of materials for the Board of Directors and Committee meetings;
- Ensuring timely distribution of Board of Directors materials to Directors;
- Ensuring that a majority of Directors in office are present at duly convened Board of Directors and Committee meetings;
- Recording deliberations accurately;
- Drafting Board of Directors and Committee resolutions that accurately reflect Board of Directors and Committee discussions;
- Distributing Board of Directors and Committee resolutions to management to ensure their implementation;
- Distributing minutes of previous meetings and documents to Directors in a timely matter;
- Certifying true copies of Board of Directors resolutions as required;

- Archiving all Board of Directors and Committee materials including confidential envelopes, minutes and resolutions;
- Safekeeping and use of the corporation's corporate seal; and
- Performing such other functions assigned to it from time to time by the Chairperson of the Board of Directors.