

Date : 10/8/2009 11:33:49 AM

From : "Thompson, Robert"

To : "Bown, Charles W."

Subject : RE: Senior Advisor - Shareholder Relations

Attachment : Senior Advisor - Shareholder Relations.doc;

Charles

We are lining up very close on this. I have moved around some of the points in the text and added a few thoughts. Let's keep going, and perhaps bring Pierre in on the next version.

Robert

Robert Thompson
Deputy Minister
Department of Natural Resources
709.729.2766 (p)
709.682.8946 (c)

From: Bown, Charles W.

Sent: Wednesday, October 07, 2009 9:53 PM

To: Thompson, Robert

Subject: Senior Advisor - Shareholder Relations

Robert;

Job description for Senior Advisor is attached for comment.

CwB

Position Title: Senior Advisor, Shareholder Relations

Position Type: One Year Contractual Position

The position will be reviewed after 12 months to determine if the senior advisory role is still required or whether it should be integrated into an existing division.

Position Summary:

Reporting to the Assistant Deputy Minister, Energy Policy, the Senior Advisor, Shareholder Relations (Senior Advisor) will be responsible for advising the Department on ~~the a framework for discharging the~~ roles and responsibilities of the Minister of Natural Resources ~~-(Shareholderin)- and relation to Nalcor Energy, -and its subsidiaries (Nalcor) regarding corporate mandate, public policy directions and high level performance expectations.~~ In the conduct of this advisory role, the Senior Advisor will ~~undertake research, provide recommendations, and support the implementation of an authorized framework. identify necessary corporate accountabilities, shareholder responsibilities and areas of shared accountability.~~ To ensure that the Minister's role is effectively discharged in an open and transparent fashion, the Senior Advisor will establish a process within the Department for ~~distinguishing and~~ exercising the Shareholder role along with any oversight roles that must exercised in addition to the role of shareholder.

Duties:

1. Identify all the requirements in legislation, regulation and policy that the Minister must implement in relation to Nalcor Energy.
2. Identify additional activities that a Minister might undertake but have not yet been specified in legislation, regulation or policy. These items would be identified mainly in comparison to other Canadian jurisdictions, though adapted reasonably for the NL context.

For 1. and 2., the requirements and activities should include, but not be limited to, the following matters: corporate mandate, policy direction, and oversight of subsidiaries

~~3. Undertake annual review of,~~ operating budget, capital budget, debt/equity ratio, dividend expectations, strategic plan, performance measures, and annual report.

3. As necessary, develop Cabinet Submissions through which the Minister will seek authority to implement changes to legislation, regulations or policy.

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- | ~~3.4.~~ Based on the approved framework, D develop a Shareholder handbook outlining the Minister's responsibilities as Shareholder and how the annual review cycle would work, including roles and responsibilities for other positions within the Department. Handbook would also identify items that would require Cabinet approval, need for consultation with Minister of Finance, role of Department of Justice, items that require Board approval, the way shareholder communications should occur to formalize decisions and directions, and other appropriate matters.
- | ~~4.5.~~ Participate in Departmental oversight of key corporate governance activities at Nalcor ~~in~~ during the first year including preparation of the strategic plan, business plan, budget, and annual report.