



## POSITION DESCRIPTION – CHAIR OF THE BOARD OF DIRECTORS

### 1. Responsibility

The Chair is responsible for the management, development and effective performance of the Board of Directors of the Corporation and provides leadership to the Board for all aspects of its work. The Chair acts in an advisory capacity to all other officers on all matters concerning the interests and management of the Corporation.

### 2. Specific Duties

The Chair's duties and responsibilities are to:

- (a) preside at meetings of the Board, if so appointed by the Board, and the shareholders of the Corporation;
- (b) provide leadership to the Board and assist the Board in reviewing and monitoring the strategy, goals, objectives and policies of the Corporation;
- (c) establish procedures to ensure that the Board can conduct its work effectively and efficiently;
- (d) ensure the Board has adequate resources, especially by way of full, timely and relevant information to support its decision-making requirements;
- (e) ensure the Board is alert to its obligations and responsibilities and fully discharges its duties;
- (f) schedule meetings of the full Board and work with Committee Chairs to coordinate the schedule of meetings for Committees;
- (g) communicate periodically with Committee Chairs, with the assistance of the Lead Director, regarding the activities of their respective Committees;
- (h) organize and present agendas for (i) regular or special Board meetings, and (ii) annual and special shareholders' meetings; in collaboration with the Lead Director and/or the Chief Executive Officer, as the case may be;
- (i) identify guidelines for the conduct of the directors and encourage each director to make a significant contribution;
- (j) act as liaison between the Board and management to ensure that the relationships between the Board and management are conducted in a professional and constructive manner;
- (k) work with the Corporate Governance and Compensation Committee in constituting the Board in accordance with the Corporate Governance and Compensation Committee Mandate and ensuring a proper Board and Committee structure, including the assignment of Committee members and Chairs;
- (l) act as a consultant to the Corporate Governance and Compensation Committee with respect to senior executive compensation matters;
- (m) file or arrange for the filing of insider reports with securities regulators with respect to transactions in common shares of the Corporation; and
- (n) carry out other duties as requested by the Board as a whole, depending on need and circumstance.

March 6, 2018