



## **POSITION DESCRIPTION FOR THE BOARD CHAIR<sup>1</sup>**

### **1) Basic Function**

The Board Chair is responsible for facilitating highly effective performance by the Board. The Board Chair is not an executive of the Corporation in the sense that the Board Chair is not responsible for the management of any aspect of the Corporation's business.

In discharging his or her responsibilities, the Board Chair will, from time to time: (i) provide leadership to the Board on specific issues; (ii) assist the Board in performing its duties and meeting its obligations, including the duties and obligations of the Board specified in the Board of Directors' Mandate relating to strategic planning; (iii) at and in accordance with the direction of the Board, act as the spokesperson for the Board; (iv) at the request of the Board and/or the President and C.E.O., act as an intermediary between the Board and the President and C.E.O.; and (v) at the request of the Board and/or the President and C.E.O., provide advice and counsel to the President and C.E.O..

### **2) Responsibilities**

The Board Chair shall:

- a) plan and organize the activities of the Board by, among other things:
  - i) scheduling the number and timing of Board meetings so as to enable the Board to deal on a timely basis with all matters for which the Board is responsible and with which the Board as a whole chooses or is obliged to deal;
  - ii) in consultation with the President and C.E.O., the Corporate Secretary and the Directors (as appropriate), establishing the agenda for each Board meeting with a view to bringing before the Board (A) matters in respect of which the President and C.E.O. or the Directors require or want Board direction or approval, and (B) matters with which the Board wishes or is obliged to deal;
  - iii) using his or her best efforts to provide or cause to be provided to the Board a reasonable time in advance of each Board meeting all reasonably required and available information relating to each matter to be dealt with by the Board at that meeting;
  - iv) monitoring the content, length and general presentation style of the materials provided to the Board and each Committee with a view to ensuring that such materials are appropriate having regard to the duties and responsibilities of the Board and the Committees;
  - v) prior to any Board meeting, conferring with one or more Directors on any matter to be discussed at the Board meeting, if in the Board Chair's opinion, the discussion of that matter at the Board meeting would be thereby enhanced;

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<sup>1</sup> All capitalized terms used in this document have the meanings given to them in the Board of Directors' Mandate, as approved and amended by the Board from time to time.

- vi) where the subject matter and expected duration of a Board meeting or the particular circumstances of a Director would so warrant, encouraging a Director or Directors to participate in the meeting by means of telephone, teleconference, videoconference or other methodology by which Directors participating in the meeting are able to speak to and be heard by each other; and
  - vii) using his or her best efforts to promote and support effective corporate governance;
- b) chair all meetings of the Board and in so doing:
- i) conduct the business of each Board meeting in a manner that will normally result in all matters on the meeting's agenda being dealt with effectively;
  - ii) propose the termination of discussion on any matter at a Board meeting when he or she is of the opinion that the matter has been thoroughly canvassed and that no new points of view or information are being presented (with the understanding that the Board Chair's discretion in such cases will be exercised so as to err on the side of allowing excessive discussion rather than insufficient discussion);
  - iii) attempt to achieve a consensus of Directors on any matter discussed at a Board meeting in respect of which (A) the Board's decision, views or advice has been requested or is required, and (B) Directors express conflicting positions, views or advice;
  - iv) ensure that all Directors who wish to address a matter at a Board meeting are afforded a reasonable opportunity to do so; and
  - v) in any case where a Director has an interest or potential conflict in or in respect of a matter to be discussed at a Board meeting, attempt to arrange for the conflicted Director to excuse himself/herself from all or a portion of the Board discussion of that matter if the Board Chair is of the opinion that the Board discussion of that matter would be enhanced by the absence of the conflicted Director;
- c) chair all annual and special meetings of the Corporation's shareholders;
- d) assist the Board and the Governance, Environment, Health and Safety Committee by:
- i) assisting with the identification and recruitment of Director candidates to be nominated for election by the shareholders of the Corporation or, in the event of a vacancy on the Board, appointed by the Board;
  - ii) developing recommendations with respect to the composition and Chairs of the Committees;
  - iii) designing and implementing processes for evaluating the performance of the Board and individual Directors;
  - iv) using reasonable efforts to alert the Board to changes in the law and/or best practice respecting the duties of Directors; and
  - v) recommending amendments to the Board of Directors' Mandate and the charters of each of the Committees;

- e) assist the Board and the Human Resources and Compensation Committee by:
  - i) assisting with the development of a succession plan for the position of the President and C.E.O.; and
  - ii) assisting, as and when appropriate, with the identification and recruitment of appropriate candidates for appointment by the Board to the position of the President and C.E.O.;
- f) oversee the activities of the Corporate Secretary and settle, with the Corporate Secretary and the relevant Committee Chairs, the draft minutes of all Board and Committee meetings for approval by the Directors;
- g) assist the Board, each Committee and Management in understanding and respecting the boundaries between the authorities and responsibilities of the Board and Committees and the authorities and responsibilities of Management; and
- h) perform such other functions as the Board may reasonably specify from time to time.

*Effective January 1, 2017*