

Chairman of the Board

The Chairman, along with the lead independent trustee (the “**Lead Trustee**”), of Choice Properties Real Estate Investment Trust (“**Choice Properties**” or the “**Trust**”), is responsible for the management, development and effective performance of the Board of Trustees (the “**Board**”), and for providing leadership to the Board in carrying out its collective responsibility for supervising the management of the business and affairs of Choice Properties.

The roles and responsibilities of the Chairman include, among other things:

- (a) lead, manage and organize the Board in accordance with the Board Mandate;
- (b) together with the Lead Trustee, ensure that appropriate procedures are in place to enable the Board to work effectively and efficiently and to function independently of management;
- (c) together with the Lead Trustee and the other trustees, establish the agenda for each Board meeting to ensure that all appropriate matters are brought forward for discussion to the Board and that appropriate members of senior management are available to present or address various issues, as may be necessary;
- (d) chair Board meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, providing adequate time for discussion of issues, facilitating full participation and discussion by Board members and ensuring that decisions of the Board are accurately recorded, communicated to management and tracked to ensure proper follow up;
- (e) maintain an effective relationship between the Board and senior management;
- (f) together with the Lead Trustee, determine the information the Board requires to discharge its responsibilities effectively and confirm that senior management is keeping the Board fully apprised at all times of all matters which are material to the Board’s responsibilities;
- (g) ensure that the Board meets as frequently as is necessary;
- (h) confirm that Board functions are delegated to appropriate committees, that functions are carried out and that the results are reported to the Board;
- (i) chair meetings of unitholders, be available for questions and participate in other activities to engage unitholders and other stakeholders may be necessary or appropriate;
- (j) in conjunction with the Governance, Compensation and Nominating Committee, ensure that the Board is comprised of capable, experienced individuals and that an appropriate Board succession plan is in place;
- (k) ensure that appropriate governance policies for Choice Properties and the Board, including those regarding the conduct of Board and committee meetings, including *in camera* sessions, managing and reporting information and other policies relating to the Board’s business, are established and monitored for compliance; and
- (l) take all other reasonable steps to ensure that the responsibilities and duties of the Board, as provided for in the Board Mandate, are understood by both the Board and senior management and that the boundaries between Board and management responsibilities are understood and respected.