



## **Chairman's Position Description**

The Chairman of the Board's primary roles are to preside as Chair for all Board and shareholder meetings, and to manage the affairs of the Board, including ensuring that the Board is organized, functions effectively and meets its obligations and responsibilities in all aspects of its work, including those relating to corporate governance matters.

Responsibilities include:

### **Board Administration:**

- Scheduling the number, timing and location of regular board meetings each calendar year;
- Setting the agenda for each board meeting in consultation with the CEO;
- Ensuring the board has the opportunity to meet in separate closed sessions with internal personnel or outside advisors, as needed or appropriate;
- Ensuring the board is provided with timely, well-organized and prepared information relating to each matter to be considered by the board at the subject meeting;
- Ensuring that such other resources as the chair may consider appropriate are made available to the board to adequately support its work, and
- Ensuring the board is operating effectively with the adoption of, and compliance with, procedures so that the board will effectively carry out its responsibilities in compliance with the board mandate, and conduct its work efficiently and independently from management.

### **Board Meetings:**

- Presiding as chair at all meetings of the board
- Ensuring that all matters on the meeting's agenda are allocated sufficient time to be appropriately discussed and brought to resolution, as required
- Ensuring that all directors are afforded the opportunity to contribute their positions, views, advice and questions
- Ensuring that all business set out in the agenda of each shareholder meeting is discussed and brought to resolution
- Proposing the termination of discussion by the board when in the chair's opinion, using reasonable judgement and patience, the matter has been thorough canvassed and that no new views or information are being presented
- Working constructively toward achieving a consensus among directors on any matter brought before the board for its decision, view or advice and
- Ensuring that board discussions and decisions are properly summarized and recorded.

## **Board Culture**

- Providing leadership to the board to promote, foster and support:
  - A spirit of respect, trust and collegiality among directors, and between the board and management, where penetrating questions and thorough discussions are encouraged;
  - High performance and commitment by all directors, and
  - Integrity and honesty in the actions of the board and management.
- Setting the tone and culture of the Company:
  - Ensuring the distinct roles and responsibilities of the board and management are well understood and respected by both the board and management;
  - Setting the tone for the board so as to foster ethical and responsible decision-making, appropriate oversight of management and best practices in corporate governance;
- Providing advice, guidance and mentoring to individual directors to assist them to improve performance or conduct;
- Acting as a liaison between the board and the CEO, and providing advice, counsel and mentorship to the CEO;
- Representing the corporation, at the request of the CEO, to shareholders and external stakeholders including local community groups, government and non-government organizations; and
- Supporting the continuing education of directors.

## **Board Committee Matters**

- Ensuring that the functions of the board delegated to committees of the board are carried out by the committees
- Serving as an ex-officio member of all committees of the board for the purpose of gaining a more in-depth understanding of the matters under the purview of the committees so as to facilitate the presentation, discussion and resolution of such matters at board meetings and in creating board meeting agendas

## **Board Recruitment**

- Together with the chair of the Nominating and Corporate Governance Committee and in consultation with the CEO, participate in the director recruitment process, and
- Provide oversight and ensure completion of the Company orientation for new directors

## **Strategic Focus**

- Ensuring the board has a strategic focus and represents the best interests of the corporation:
  - Ensuring the board focuses on the corporation's strategic performance, by working with the Chief Executive Officer (CEO) and the board in managing board meeting agendas and developing the board's priorities; and
  - Ensuring the board represents and protects the long-term best interests of the corporation