

## **POSITION DESCRIPTION OF THE CHAIRMAN OF THE BOARD OF DIRECTORS**

### **GENERAL**

The chairman ("**Chair**") of the board of directors (the "**Board**") is appointed by, reports to and serves at the pleasure of, the Board.

The primary responsibilities of the Chair are to ensure that the Board is organized properly, functions effectively, and meets its obligations and responsibilities in all aspects of its work, to ensure effective relations with directors (the "**Directors**"), officers, securityholders, other stakeholders and the public.

The Chair is expected to maintain frequent two-way communication with, the Chief Executive Officer (the "**CEO**"), other Directors, the corporate secretary (the "**Corporate Secretary**"), and other officers, and if the Chair is not independent, the lead director (the "**Lead Director**").

### **MANDATE**

The Chair's specific duties and responsibilities include, but are not limited to, the following:

#### **Facilitating Interaction between the Board and Management**

The Chair will:

1. provide the principal point of contact between management and the Board in order to facilitate effective communication between Directors and management;
2. ensure that management and the Board, as applicable, are aware of any concerns of the Board, securityholders, other stakeholders or the public, as the case may be;
3. assess, in conjunction with the relevant committees of the Board, the performance of officers other than the CEO, and provide input with respect to their compensation and succession;
4. ensure that management strategies, plans, and performance are appropriately presented to the Board;
5. review the CEO's expense accounts in the form approved by another officer, or if the Chair is not independent, working with the Lead Director or another independent director to have this done, on at least a quarterly basis;
6. together with the CEO, provide assistance on major policy issues such as acquisitions, divestitures, and new strategic initiatives; and

7. if the Board does not have a Lead Director, ensure that the different duties, responsibilities and roles of the Board are clearly understood by both the Board and management and the boundaries between the Board and management are clearly understood.

### **Working with the Board of Directors**

The Chair will work with the Board to:

1. ensure that the Board is properly constituted and organized and that it functions effectively with a view to appropriate delegation and supervision of executive management, the appropriate balancing of risk and reward, the enhancement of shareholder value and the obligations and responsibilities of appropriate corporate governance matters;
2. together with the Lead Director (if applicable), lead the Board in assessing whether the Corporation has an effective senior management team below the level of the CEO;
3. lead the Board in the implementation of management succession and development plans;
4. ensure the Board receives full, timely and relevant information on all issues important to the welfare and future of the Corporation;
5. together with the Lead Director (if applicable), maintain communication with all Directors and Board committee chairs to co-ordinate input from Directors, and optimize the effectiveness of the Board and its committees; and
6. in collaboration with the Corporate Secretary and, if applicable, the Lead Director, ensure that information requested by Directors or Board committees is provided and meets their needs.

### **Managing the Board**

The Chair will have obligations to the Board which will include the responsibility to:

1. together with the Lead Director (if applicable), ensure the Directors are alert to their obligations to the Corporation, securityholders, management, other stakeholders and pursuant to applicable law;
2. chair Board meetings and lead meetings of the independent Directors;
3. together with the Lead Director (if applicable), establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Directors;

4. assist the Corporate Governance and Nominating Committee in recommending to the Board a slate of Directors to be nominated for election to the Board;
5. ensure the co-ordination of the agenda, information packages and related matters for Board meetings in conjunction with the Corporate Secretary and, if applicable, the Lead Director;
6. ensure that minutes are kept for all meeting of the Board and that they are signed by the Chair and the secretary of the meeting;
7. extending to new director nominees invitations to join the Board, or if the Chair is not independent, working with the Lead Director to have this done;
8. monitor the adequacy of materials provided to the Board by management in connection with Board deliberations, and ensure that members of the Board have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board during deliberations;
9. ensure the delivery of information to members of the Board on a timely basis to keep them fully apprised of all matters that are material to the Board at all times; and
10. on an annual basis, facilitate the annual performance review and evaluation of the Board and its members in accordance with the Board's mandate and facilitate the assessment of the adequacy of the Board's mandate.

### **Relations with Shareholders, Other Stakeholders and the Public**

The Chair will:

1. chair meetings of shareholders;
2. ensure, in conjunction with the relevant committees of the Board, that the Corporation's management and, where applicable, the Board are appropriately represented at official functions and meetings with major securityholder groups and other stakeholder groups;
3. at the request of the Board, assist in representing the Corporation at specific securityholder presentations or with senior levels of industry or government to promote specific corporate objectives; and
4. undertake public service activities, as requested by the Board and relevant committees, in conjunction with the Corporation's charitable, educational and cultural objectives.

### **REVIEW**

The Corporate Governance and Nominating Committee, with input from all Board members, will review this position description at least annually or, where circumstances warrant, at such shorter intervals as is necessary, to determine if further additions, deletions or amendments are required.

Adopted by the Board on February 5, 2010. Last reviewed and/or amended on March 4, 2022.