

POSITION DESCRIPTION FOR THE CHAIR OF THE BOARD OF DIRECTORS

I. General

- A.** The Chair (the “Chair”) of the Board of Directors (the “Board”) of Interfor Corporation (the “Company”) will be a duly-elected or appointed member of the Board and will be appointed as Chair by the Board on an annual basis. The Board (excluding the current Chair of the Board and the Chief Executive Officer) will meet in-camera and recommend a director to be elected or appointed as Chair of the Board to be effective immediately following the annual general meeting. If the Chair is not an independent director, the Board will appoint an independent Lead Director.
- B.** The Chair is responsible for the effective functioning of the Board and for providing leadership to the Board. The Chair sets the tone for the Board and its members to foster ethical and responsible decision making, appropriate oversight of Management and good corporate governance practices.

II. Managing the Board

- A.** Without limitation to the foregoing, the Chair shall:
 - 1.** ensure the adoption of and compliance with governance procedures such that the Board will conduct its work effectively and efficiently, independent from Management, including the scheduling, calling and chairing of the Board meetings, meetings without the presence of management, and meetings of the independent directors;
 - 2.** seek to ensure that the Board understands its obligations to the Company, shareholders, Management, other stakeholders and under the law;
 - 3.** co-ordinate the agenda, meeting materials for the Board and shareholder meetings in consultation with the CEO and the Corporate Secretary;
 - 4.** preside as chair at all meetings of the Board and shareholders, and seek to ensure that all business set out in the agenda is discussed and brought to resolution as required;
 - 5.** communicate regularly with the Board to keep it current on all material developments, enabling the Board to have sufficient knowledge to confidently make critical decisions when required;
 - 6.** ensure that the Board reviews and monitors the aims, strategy, policy and directions of the Company and the achievement of its Mandate of the Board;
 - 7.** encourage directors to ask questions and express view points during meetings and work constructively toward achieving a consensus among directors on any matter brought before the Board for its decision, view or advice;

8. seek to ensure that directors understand the boundaries between the Board and Management responsibilities;
9. provide advice, counsel and mentorship to the committee chairs and fellow directors;
10. ensure committee functions are carried out and reported to the Board;
11. in consultation with the Corporate Governance & Nominating Committee, recommend the committees of the Board and their size and composition, review and assess director attendance, the need for, and the performance and suitability of each committee and make such adjustments as are deemed necessary from time to time;
12. in consultation with the Corporate Governance & Nominating Committee, propose and recommend director candidates for nomination to stand for election by the shareholders, and for appointments to the Board and committees;
13. attend committee meetings as deemed appropriate;
14. seek to ensure that the Board has access to such members of Management of the Company, or external advisors, as needed or appropriate;
15. lead the Board in monitoring and evaluating, in conjunction with the Corporate Governance, Nominating Committee, the effectiveness of the Board, as a whole, and each committee of the Board, and in consultation with the Management Resources & Compensation Committee, the performance of the CEO in ensuring the accountability of the CEO and in ensuring implementation of the success and development plans by the CEO;
16. meet annually with each director individually with respect to the director's role on the Board; and
17. carry out any other appropriate activities as requested or delegated by the Board, as needs and circumstances arise.

III. Working with Management

- A. Without limitation to the foregoing, the Chair shall:
 1. act as a principal sounding board, counselor and confidant for the CEO including helping to define problems, reviewing strategy, maintaining accountability, building relationships and ensuring the CEO is aware of concerns of the Board, shareholders and other stakeholders; and
 2. co-ordinate with the CEO to ensure that management strategy, plans and performance are appropriately represented to the Board, shareholders and other stakeholders as appropriate.