

## **POSITION DESCRIPTION FOR THE COMMITTEE CHAIR**

### **I. General**

- A.** The Chair of each committee is appointed annually by the Board of Directors following the AGM upon recommendation of the Nominating & Governance Committee and in consultation with the Chair of the Board. The Chair of each committee shall hold office until the next AGM, unless the member is unable to serve or is removed from office. A casual vacancy shall be filled in a similar manner. The Chair of each committee shall be an independent director of the Company.

### **II. Responsibilities**

- A.** The Chair of each committee shall:
  - a) Overseeing matters relating to the Terms of Reference of the Committee and its stewardship responsibilities and, where appropriate, ensuring that such matters are fully disclosed and discussed with the Board

### **III. Specific Responsibilities**

- A.** Manages the process of Committee meetings to ensure that the Committee's Terms of Reference are being fulfilled.
- B.** Schedules Committee meetings and determines the agenda for those meetings.
- C.** Ensures that each Committee member has notice of Committee meetings and an opportunity for full participation.
- D.** Provides opportunity for non-executive Committee members to meet independently of Management.
- E.** Reports on the activities and decisions of the Committee to the Board at the next meeting of the Board.
- F.** Works with the Chair of the Board to ensure that the Committee composition is appropriate in terms of numbers, skills and independence.
- G.** Works with the Chair of other Committees in areas of shared responsibility such as risk evaluation.
- H.** Works with a designated member of Management to ensure that the appropriate information is provided to the Committee.