



Position Description Committee Chair

1. Mandate

The Committee Chair of each committee of the Board of Directors (the “**Board**”) is responsible for the management, development and the effective performance of their respective Committee by providing oversight and leadership with a view to enhancing the overall efficiency of the committee.

2. Responsibilities

The Committee Chair is responsible for the following:

- (a) Presiding at all Committee meetings;
- (b) Planning and organizing the activities of the Committee in consultation with management, including the preparation for, and the conduct of, Committee meetings, as well as the quality, quantity and timeliness of the information that goes to the Committee;
- (c) Taking all reasonable steps to ensure that the responsibility and duties of the Committee, as outlined in its mandate, are well understood by Committee members and executed as effectively as possible;
- (d) During Committee meetings, encouraging full participation and discussion by individual directors, stimulating debate, facilitating consensus, and ensuring that clarity regarding decisions is reached and duly recorded;
- (e) Ensuring non-management committee members discuss among themselves, without the presence of management, the Company’s affairs submitted to the Committee for review;
- (f) Fostering ethical and responsible decision making by the Committee and its individual members;
- (g) Reporting to the Board on the Committees decisions, activities and recommendations and ensuring that Committee minutes are distributed;
- (h) Bringing important issues forward to the Board for consideration and resolution; and
- (i) Carrying out other responsibilities at the request of the Committee or the Board.

Reviewed and approved by the Board on August 1, 2018.