



## CHAIR OF THE BOARD OF DIRECTORS POSITION DESCRIPTION

December 8, 2020

### A. OVERALL RESPONSIBILITIES OF THE CHAIR

In addition to the duties and responsibilities set out in the Board of Directors Charter and any other applicable charter or position description, the Chair of the Board of Directors (the "Chair") of Information Services Corporation (the "Company") is expected to:

1. provide leadership to ensure effective functioning of the Board;
2. chair meetings of the Board and assist with setting meeting agendas;
3. foster ethical and responsible decision-making by the Board and its individual directors; and
4. take reasonable steps to enable effective communication among the members of the Board and with management.

### B. CHAIR APPOINTMENT AND DUTIES

#### a) Appointment

- a) The Chair shall be appointed annually by the Board of Directors.
- b) The Chair shall be an independent director in accordance with the independence standards established by all applicable corporate and securities laws.
- c) The performance of the Chair shall be evaluated by the Board. The Chair may be removed or replaced at any time by the Board if the Chair's performance does not meet the expectations of the Board.

#### b) Board Leadership

- a) Oversee the structure, composition, membership and activities of the Board.
- b) Ensure the responsibilities of the Board are communicated to directors and that the distinction between Board and management responsibilities is understood.
- c) Set the tone for the Board and individual directors to foster ethical and responsible decision making, appropriate oversight of management and best practices in corporate governance.
- d) Communicate with directors between meetings, as required, and liaise with Committee Chairs to assist with and monitor significant issues.

- e) Assist the Governance and Nominating Committee in making recommendations to the Board for approval of Committee appointments and the appointment of Committee Chairs and the Chair and Vice-Chair of the Board.
- f) Lead the Board of Directors in monitoring and influencing strategic management.
- g) Provide advice, counsel and mentorship to individual directors to assist them to improve performance and, if necessary, discuss matters relating to poor attendance or unsatisfactory performance or conduct.

**c) Board Administration**

- a) Chair all meetings of the Board and, if unavailable and no Vice Chair is appointed, delegate to another independent director of the Board to chair the meeting.
- b) Coordinate with management and the Corporate Secretary to ensure that matters to be considered by the Board are properly presented and given the appropriate opportunity for discussion.
- c) Ensure time is scheduled at each Board meeting for the Board to meet separately with the Chief Executive Officer and no other management present, and to meet separately with no management present.
- d) Determine, in consultation with the Board, the Corporate Secretary and management, the time and places of the meetings of the Board and of the shareholders of the Company.
- e) In the absence of the Governance and Nominating Committee Chair, the Corporate Secretary and the Recording Secretary, record any decisions made at an in-camera session of the Board, and immediately advise the Corporate Secretary of the decisions.
- f) Serve as an ex-officio member, as desired, of all committees of the Board for the purpose of gaining a more in-depth understanding of the matters within the scope of the committees to facilitate the discussion and resolution of such matters at Board meetings

**d) Management and Stakeholder Relations**

- a) Take reasonable steps to enable effective communication among the Board and management, including follow-up of major items required by management.
- b) Build effective relationships with members of management and attend key Company functions.
- c) Provide advice and counsel to the Chief Executive Officer and other executive officers, as appropriate.
- d) Serve as the designated spokesperson for the Board, as required.

e) Chair all meetings of shareholders and ensure that all items set out in the notice of meeting are properly discussed, considered and resolved, and respond to such questions from shareholders as are put to the Chairman at any such meeting.

f) Review and approve the minutes of shareholder meetings.

**e) General Responsibilities**

a) Provide a report at regularly scheduled Board meetings that outlines the results of the Board's activities and any reviews it has undertaken.

b) Invite management or others to attend any Board meeting as may be appropriate as a non-voting participant.