



CHAIR OF THE BOARD OF DIRECTORS POSITION DESCRIPTION

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 “Corporation”) 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 Board and management.

B. CHAIR APPOINTMENT AND DUTIES

1. 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 Governance and Nominating Committee in consultation with 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.

2. 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 in Committee appointments and the nomination of Committee Chairs for approval by the Board.
- f) Lead the Board of Directors in monitoring and influencing strategic management.

3. 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 Corporation.

4. 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 Corporation 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 annual and special meetings of shareholders.

5. 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.