



## Chairman of the Board – Position Description

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The Board of Directors (the “Board”) is responsible for supervising the management of the business and affairs of the Corporation. In so doing, the Board may reasonably rely on the information, advice and recommendations provided by management, while exercising independent judgment. The Chair of the Board (the “Chair”) shall seek to ensure that the Board can fulfill its duties and responsibilities in an effective manner in accordance with the laws, regulations and policies governing the Corporation, bearing in mind the Corporation’s responsibility to all of its shareholders. In so doing, the Chair shall:

1. with respect to the Board:
  - a. act as Chair of Board meetings in such a manner that furthers appropriate deliberations and policy decision-making;
  - b. plan and organize the activities of the Board, in consultation with the President and with input from the Lead Director, including approving meeting dates and agendas;
  - c. coordinate the activities of the Board Committees with the work of the Board, and require that delegated Committee functions are carried out and reported to the Board;
  - d. ensure that the Directors who are independent of management have opportunities to meet, as needed (and at least annually), without management present in accordance with the Corporation’s policy in this regard; and
  - e. engage where necessary, at the expense of the Corporation, outside advisors for Directors, the Board, and Board Committees;
2. act as Chair of annual and special meetings of the shareholders, and participate in such meetings in any other manner as may be required by the Board;
3. ensure that the Corporation’s strategic goals and objectives and financial plan are presented to the Board for its consideration and approval as appropriate;
4. taking into account the objectives of the Corporation’s Diversity Policy, provide input to the Governance and Nominating Committee with respect to (a) the composition and structure of the Board, the formation of Board Committees, and the integration of the activities of Committees with the work of the Board, and (b) candidates for Board and Committee membership and the selection of such candidates to be submitted to the Board for approval;
5. require that the Corporation provides an appropriate orientation for new Directors and that existing Directors are updated as to the business and operations of the Corporation; and
6. require that the Corporation’s business is conducted in a way that takes into consideration the interests of its shareholders, and that issues of potential or actual conflict of interest between the Corporation and its controlling shareholder are identified by management or by the Directors and that following consultation between the Chair and the Chair of the Related Party and Conduct Review Committee, such issues are subsequently referred to the Related Party and Conduct Review Committee for resolution.

The Board and the Chair shall periodically review this position description and make any changes that they deem appropriate.

*Adopted by the Board of Directors on March 29, 2006, and amended on March 23, 2018.*