

## CORPORATE GOVERNANCE & NOMINATING COMMITTEE

### Position Description for Chairman of the Board of Directors

Owner: Stuart Olson Inc. - Legal

Last Reviewed: December 2017

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The primary responsibility of the Chairman of the Board (the “**Chairman**”) is to provide leadership to the Board to enhance overall board effectiveness. The responsibilities of the Chairman include:

- Acting as an advisor to the President and Chief Executive Officer of the Corporation (the “**CEO**”).
- Acting as a communication link between the Board and Management through the CEO.
- Establishing procedures to govern the Board's work including the location and time of meetings of the Board and the procedures to be followed with respect to meetings of the Board, including determining who may be present at such meetings in addition to the Directors and Corporate Secretary.
- Ensuring the Board has adequate resources, especially by way of full, timely and relevant information, to support its decision-making requirements.
- Working with the chairs of the Board Committees to coordinate the schedule of meetings for such Committees.
- Ensuring that delegated Committee functions are carried out and reported to the Board.
- Attending, as required, all meetings of Board Committees.
- Meeting periodically with the CEO, the Chair of the Corporate Governance and Nominating Committee and the Corporate Secretary to review governance issues including the level of communication between Management and the Board.
- Carrying out such other duties as may be reasonably requested by the Board as a whole, depending on its evolving needs and circumstances.