

**Introduction** A Board Committee Chair provides leadership to the committee to ensure the committee performs the duties assigned to it by the Board of Directors. The Committee Chair is responsible for:

- presiding at all meetings of the Committee.
- leading the Committees in performing their functions; and
- ensuring the Committees support the efficient and effective functioning of the Board.

The Committee Vice Chair provides support for the Committee Chair and acts on behalf of the Committee Chair when the Chair is unable to do so. The duties of a Committee Chair and Vice Chair are set out below.

**Election** Each Committee Chair position is considered by the Board Chair and Governance Committee Chair, in partnership with the CEO and VP General Counsel and Corporate Secretary as part of the broader committee composition discussion. This is approved by the Board and also reviewed by the Governance Committee.

The Committee Chairs are elected at the first Board meeting following the Annual General Meeting (“AGM”), with this decision ratified by the respective committee at its first meeting following the AGM.

The Committee Vice Chairs are elected by a majority of the Committee at the first meeting of the Committee following the AGM, and otherwise as required.

The Committee may remove the Chair during their term of office and, in the event that the Chair is so removed or the position of Chair is otherwise vacated, the Committee will elect a successor for the remainder of the term.

The Committee Chair may be a potential successor to the Board Chair for the purposes of Board Chair succession

**Qualifications** The Chair and Vice Chair must be independent directors.

The Chair must have a superior degree of competence, skill and experience related to the specialized function of the Committee, sufficient time to devote to their duties as Chair, and leadership qualities that encourage discussion and debate.

**Committee operations**

- In consultation with the committee’s Executive Support, sets the committee agenda, considering the committee’s work plan. (After an agenda has been set, any additions to the agenda must be approved by the Executive Support who will confirm the addition(s) with the Chair.)
- Chair effective meetings, including:
  - ensuring appropriate materials are distributed in advance;

- canvassing committee members for any questions regarding the materials to be addressed before the meeting and/or requests to move items off the Consent Agenda<sup>1</sup>;
  - encouraging participation and the free flow of discussion;
  - ensuring meetings are conducted in a timely and orderly fashion; and
  - promoting a spirit of collegiality where tough questioning and discussion is encouraged.
- Ensure the mandate and duties of the committee are completely executed.
  - In the event the Vice Chair is unable to, review draft minutes of committee meetings before finalization and distribution to committee members.
  - For in camera meetings, ensures the Committee Vice Chair, Vice President General Counsel and Corporate Secretary, or Recording Secretary takes in camera minutes.
  - Ensures resolutions are passed out of camera unless there are exceptional circumstances. Should an exceptional circumstance occur, the Committee Chair must inform the Corporate Secretary or any such decision immediately following the meeting.
  - Be prepared to present and speak to items recommended by the committee for review and approval by the Board.
  - For specific committees (i.e. Audit Committee and Risk Committee) ensure there is an opportunity for the committee to meet in the absence of Management (quarterly or at least annually).
  - In the event of a tie vote, the Committee Chair will cast the deciding vote.

***Vice Committee Chair***

- Serve as Chair when the Committee Chair is unable to act.
- Take in camera minutes unless they are taken by the Vice President General Counsel and Corporate Secretary or Recording Secretary and provide them to the Governance team for finalizing and record keeping. Review draft minutes of committee meetings before finalization and distribution to committee members.
- Record any key decisions or actions requested taken during the in-camera meetings and ensure these are appropriately communicated by the Committee Chair (or Vice Chair) to the VP General Counsel and Corporate Secretary immediately following the meeting
- Be available to individual committee members for questions, advice, and discussions relating to the mandate and operations of the committee.
- Be available to staff members who are designated as a resource to the committee to discuss items for committee meetings and the workings of the committee.
- Be available to outside advisors to the committee.

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<sup>1</sup> Requests to move items off consent must be provided to the Executive Support at least 48 hours before the meeting.

**Committee effectiveness**

***Committee Chair***

- Ensure the committee's responsibilities are understood by the committee members.
- With the help of the Governance department, provide orientation to new committee members.
- Ensure the committee mandate (terms of reference) is updated annually along with the schedule of activities.
- Ensure clarity on the committee's authorities and the resources allocated to the committee.
- Ensure the committee receives timely and complete information to support decision-making.
- Be available to individual committee members for questions, advice, and discussions relating to the mandate and operations of the committee.
- Be available to staff members who are designated as a resource to the committee to discuss items for committee meetings and the workings of the committee.
- Be available to outside advisors to the committee.
- Arrange for the education needs of the committee where necessary or in response to committee members' request.

**Committee evaluation and selection of members**

***Committee Chair***

- Ensure there is an evaluation of the committee conducted on a biennial basis and the results are discussed by the committee.
- Provide input to the Governance Committee with respect to needed skills in the composition of the Board, given the needs of the committee.