

## **POSITION DESCRIPTION FOR COMMITTEE CHAIRS**

- Provides effective Committee leadership, overseeing all aspects of its direction and administration in fulfilling its mandate;
- Oversees the mandate, structure, composition, membership and activities delegated to the Committee;
- Reports the results of each Committee meeting at the next Board meeting and ensures that Committee minutes are available to each Director;
- Schedules Committee meetings in consultation with the Chairman or Lead Director, as appropriate, other Committee members, the Chief Executive Officer and the appropriate members of management;
- Sets the agenda for Committee meetings in consultation with the Chair or Lead Director, as appropriate, other Committee members, the Chief Executive Officer and the appropriate members of management;
- Chairs all Committee meetings in a manner that promotes meaningful discussions;
- Communicates with appropriate members of management in fulfilling the mandate of the Committee;
- Ensures that Committee members are receiving written information and are exposed to presentations from management consistent with fulfilling the mandate of the Committee;
- Allots sufficient time during Committee meetings to fully discuss agenda items of relevance and importance to Directors;
- Retains, in consultation with the Chair or Lead Director, as appropriate, expert consultants on behalf of the Committee, as needed; and
- Oversees the assessment of the performance of the Committee, annually.