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**COMMITTEE CHAIR MANDATE**

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ADOPTED BY THE BOARD OF DIRECTORS ON JULY 11, 2018

## **COMMITTEE CHAIR MANDATE**

### **1. GENERAL DUTIES**

Generally, the Chair of a committee shall lead the committee and, in particular, shall:

- Organize the committee to function independently of management; and
- set the “tone” for the committee and its members so as to foster ethical and responsible decision making, appropriate oversight of management and best practices in corporate governance.

### **2. SPECIFIC DUTIES**

The Chair of a committee shall have specific responsibility for:

- Ensuring that the committee has an opportunity to meet separately without management present;
- ensuring that directors understand the boundaries between the committee and management responsibilities;
- determining, in consultation with the committee and management, the time and places of the meetings of the committee;
- managing the affairs of the committee, including ensuring that the committee is properly organized, functions effectively and meets its obligations and responsibilities;
- co-ordinating with management and the secretary to the committee to ensure that matters to be considered by the committee are properly presented and given the appropriate opportunity for discussion;
- providing advice and counsel to the President and Chief Executive Officer and other senior members of management in the areas covered by the committee’s mandate;
- presiding as chair of each meeting of the committee; and
- communicating with all members of the committee to co-ordinate their input, ensure their accountability and provide for the effectiveness of the committee.

### **3. DELEGATION**

The Chair of a committee shall have the power to delegate his or her authority and duties to an individual member of the committee, as he or she considers appropriate.

### **4. NON-EXHAUSTIVE LIST**

The foregoing list of duties is not exhaustive and the Chair of a committee may, in addition, perform such other functions as may be necessary or appropriate in the circumstances.