

Position Description: Committee Chair

Approved: September 16, 2022

Reviewed: September 13, 2022

1.1 GENERAL

The Chair of a committee (“**the Committee Chair**”) of the Board of Directors (“**the Board**”) is responsible for effectively leading the committee in the attainment of its objectives, as per the applicable committee’s Terms of Reference, as established by the Board, from time to time.

The Committee Chair shall only vote on a resolution to break a tie.

1.2 DUTIES AND RESPONSIBILITIES

The Committee Chair will perform the duties set out in the Board Mandate, or otherwise delegated by the Board, and such other duties as may be necessary or appropriate, including:

1.2.1 Leadership

The Committee Chair shall:

- a) set the “tone” for the committee and its members;
- b) be informed of issues coming before the committee;
- c) ensure that the committee functions as a deliberative body; and
- d) ensure that the committee’s responsibilities are clear to committee members and to management resourcing the committee.

1.2.2 Committee Operations

The Committee Chair shall:

- a) call and chair all meetings of the committee;
- b) encourage all committee members to contribute to the committee’s deliberations, stimulate debate, facilitate the attainment of consensus, and ensure clarity of decisions reached by the committee;
- c) provide advice to, counsel and mentor both fellow committee members and management resourcing the committee;
- d) meet with the designated member of management to the committee, whenever possible, two weeks in advance of the committee’s meeting date and within five business days following the meeting. The purpose of this meeting will be to review the proposed agenda and reports while the post meeting’s purpose will be to debrief and ensure items requiring follow-up are noted;
- e) ensure that all reports for the committee’s consideration are distributed at least one week in advance of a committee meeting;
- f) ensure that new committee members are appropriately oriented;
- g) approve the time, date and location of committee meetings;
- h) approve reports of the committee to the Board and, as appropriate, the membership;
- i) ensure that the committee is appropriately resourced and that issues delegated by the committee to management are appropriately followed up; and
- j) ensure compliance with the Committee’s Terms of Reference.

1.2.3 Management Relations

The Committee Chair shall:

- a) provide advice to, counsel and serve as a “sounding board” for the lead member of the Executive Leadership Team resource to the committee;
- b) ensure that matters delegated by the committee to management are appropriately followed-up, and
- c) represent the Committee to shareholders and other stakeholders.

1.2.4 Communications

The Committee Chair serves as the Committee’s liaison with the Board and, as appropriate, Central 1’s members. The Committee Chair shall report to the Board at the next Board meeting following a Committee meeting on matters deliberated by the Committee (and, where appropriate, at every general meeting of members).

1.3 ACCOUNTABILITY

The Committee Chair shall be independent of management and accountable to the Board. The Committee Chair has no independent authority to act, unless such power is delegated to the Committee Chair by the Board.