

# COMPENSATION COMMITTEE CHAIR POSITION DESCRIPTION

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## Appointment

The Compensation Committee Chair (“the Chair”) shall be a duly elected member of the Board of Directors (the “Board”) and be appointed by the Board each year. In addition, the Chair shall possess the necessary competencies and skills determined by the Nominating and Corporate Governance Committee (“NGC”) and the Board.

## Responsibility

The Chair shall provide independent, effective leadership to the Committee and lead the Committee in fulfilling the duties and responsibilities as set out in the Committee Mandate.

## Specific Chair Duties

The Compensation Committee Chair shall:

- With the NGC, provide that the Committee is composed of a minimum of one independent director under the Categorical Standards and applicable law.
- Coordinate with the Committee to retain, oversee, compensate and terminate independent advisors to assist the Committee in its activities.

## General Chair Duties

The Chair shall:

### Leadership

- Provide overall leadership to enhance the effectiveness of the Committee.
- Take all reasonable steps to provide that the responsibilities and duties of the Committee, as outlined in its Mandate, are well understood by the Committee members and executed as effectively as possible.

### Ethics

- Foster ethical and responsible decision making by the Committee and its individual members.

## **Committee Governance**

- Provide effective Committee leadership, overseeing all aspects of the Committee's direction and administration in fulfilling the terms of its Mandate.
- With the NGC, oversee the structure, composition, membership and activities delegated to the Committee.

## **Committee Meetings**

- Take all reasonable steps to provide that the Committee meets the set number of times annually as outlined in the Committee Mandate and as many additional times as necessary to carry out its duties effectively.
- With the Board Chair, other Committee members, the Secretary, members of Management and outside advisors, as appropriate, establish the agenda for each Committee meeting.
- Chair all meetings of the Committee, including closed sessions and in camera sessions. If the Committee Chair is not present at a meeting, the Committee members present will choose an independent Committee member to chair the meeting.
- Take all reasonable steps to provide sufficient time during Committee meetings to fully discuss agenda items.
- Encourage Committee members to ask questions and express viewpoints during meetings.
- Deal effectively with dissent and work constructively towards arriving at decisions and achieving consensus.
- Take all reasonable steps to provide that the Committee meets in separate, non-management, closed sessions with internal personnel or outside advisors, as needed or appropriate.
- Take all reasonable steps to provide that the Committee meets in separate, regularly scheduled, non-management, in camera sessions.

## **Committee Reporting**

- Following each meeting of the Committee, report to the Board on the activities, findings and any recommendations of the Committee.
- Take all reasonable steps to provide that Committee materials are available to any Director on request.

### **Committee/Management Relationships**

- Take all reasonable steps to provide that Committee members receive written information and are exposed to presentations from Management to fulfill the Committee Mandate.
- Facilitate effective communication between Committee members and Management, both inside and outside of Committee meetings.
- Have an effective working relationship with members of Management.

### **Evaluations**

- Take all reasonable steps to provide that an annual performance evaluation of the Committee and the Committee Chair is conducted, soliciting input from all Committee members and other Directors and members of Management, as deemed appropriate.

### **Advisors/Resources**

- Take all reasonable steps to provide that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently.

### **Other**

- Carry out any other appropriate duties and responsibilities assigned by the Board or delegated by the Committee.
- To honour the spirit and intent of applicable law as it evolves, authority to make minor technical amendments to this Position Description is delegated to the Secretary, who will report any amendments to the NGC at its next meeting.