

CHAIR OF A COMMITTEE OF THE BOARD OF DIRECTORS

The Chair of a committee or sub-committee (the "Committee") of the Board of Directors (the "Board") assumes the leadership of the Committee and makes sure that it effectively and independently carries out its the responsibilities conferred to it. The Chair's role is to facilitate decision-making and encourage frank and constructive debate among Committee members. The Chair does not have the deciding vote in the event of a tie and is independent as defined by the Canadian Securities Administrators.

Role and Responsibilities

Strategic Planning

- The Chair leads the Committee in carrying out its tasks and reports regularly to the Board.
- He supports the Chair of the Board, the President and Chief Executive Officer, and the officers with all important matters regarding the Committee's mandate.
- He plans the Committee's activities together with the Chairman of the Board and the executive officer designated by the President and Chief Executive Officer to assist the Committee, particularly as regards its structure, calendar, agendas and activities.
- He collaborates and holds discussions with the other Committee Chairs to ensure the Board's sound operation and shares information that is necessary for effective risk management.
- He promotes and maintains open communication and a relationship of trust with the Committee members, the Chairman of the Board, the other Chairs, and the officers of the relevant sectors.
- He may, on behalf of the Committee, when deemed appropriate, hire independent external consultants to assist him in carrying out its duties and responsibilities. He details their mandate and sets their compensation.

Governance of the Committee

- The Chair encourages the Committee members to reflect on the Committee's composition and makes the appropriate recommendations regarding succession of members and the position of Chair.
- He provides guidance for the Committee in assessing its effectiveness and annual performance and reviewing its mandate.
- He determines members' development needs and, together with the Conduct Review and Corporate Governance Committee, ensures that the continuing education program responds adequately.
- He oversees the onboarding of all new Committee members.
- He ensures that the Committee has the necessary resources and information to fulfill its mandate and responsibilities.

Stakeholder Relations

- The Chair ensures, when applicable, that a relationship of trust is established with the different heads of oversight functions and the independent auditor, and that their recommendations are communicated and considered by the Committee in a timely manner.
- He acts as liaison and represents the Committee, when required, at meetings with representatives of regulatory bodies and shareholders, and ensures that good relations are maintained.