

## **CHAIR OF THE BOARD POSITION DESCRIPTION**

*(Adopted by the Board of Directors on March 6, 2019 and revised effective May 2, 2022  
and May 12, 2025)*

### **A. INTRODUCTION**

The Chair is responsible for the management, development and effective performance of the Board of Directors and provides leadership to the Board for all aspects of its work. The Chair also acts in an advisory capacity to officers of the Corporation on all matters concerning the interests and management of the Corporation.

The Chair, in conjunction with the President and Chief Executive Officer (the "CEO") to the extent that the Chair is not also the CEO, sets the tone for the Corporation by exemplifying consistent values of high ethical standards and fairness, leads the Corporation in defining its vision and is one of the primary spokespersons for the Corporation.

### **B. DUTIES AND RESPONSIBILITIES AS CHAIR**

The Chair's primary duties and responsibilities are to:

#### Manage the Board

- (a) preside at meetings of the Board and of the shareholders of the Corporation (other than in-camera sessions of the independent directors which are to be chaired by the Lead Director);
- (b) provide leadership to the Board and assist the Board in reviewing and monitoring the strategy, goals, objectives and policies of the Corporation;
- (c) establish procedures to govern the Board's work;
- (d) ensure the Board is alert to its obligations and responsibilities and fully discharges its duties;
- (e) schedule meetings of the full Board and work with committee chairs to coordinate the schedule of meetings for committees;
- (f) assist in determining Director compensation;
- (g) address Board composition, succession and recruitment;
- (h) organize and present agendas for regular or special Board meetings;
- (i) communicate with the Board to keep it current on all material developments and ensure the Board has sufficient knowledge and adequate material on a timely basis to permit it to make informed decisions;
- (j) work with the Lead Director to identify guidelines for the conduct of the directors and encourage each director to make a significant contribution; and
- (k) assess the Board's effectiveness;

#### Work With Management

- (a) assist the CEO, if applicable, and other management of the Corporation on strategic or material issues on an as needed basis;

- (b) monitor and influence strategic direction;
- (c) establish and assist in building internal and external relationships;
- (d) help define and resolve issues as required by the CEO, if applicable;
- (e) provide support in developing and maintaining a strong corporate culture;
- (f) at the request of the CEO, if applicable, or as otherwise deemed necessary, meet with major shareholders, government officials, financial institutions and/or the media; and
- (g) represent shareholders and the Board to management and vice versa.