

## Corporate Governance and Nominating Committee Chair's Position Description

### A. GENERAL

The Chair of the Corporate Governance and Nominating Committee (the "CGNC") shall be the principal liaison between the CGNC and the Board of Directors (the "Board"). The Chair of the CGNC shall also be in regular contact with the Corporation's legal counsel. The Chair of the CGNC shall be primarily responsible for ensuring that the CGNC fulfils its purpose, as described in the CGNC Mandate.

### B. DUTIES AND RESPONSIBILITIES

It shall be the duty of the Chair of the CGNC to:

1. ensure that members of the CGNC regularly receive the information necessary for them to be able to meet their obligations as members of the CGNC;
2. ensure that meetings of the CGN Committee are held as required and in any event not less than the number of meetings per year dictated by the CGNC Mandate;
3. be responsible:
  - (a) for the preparation and dissemination of notices, agenda and meeting materials for all CGNC meetings; and
  - (b) for chairing these meetings or designating the Chair to another CGNC member;
4. monitor the preparation of, and to review, the CGNC's annual report of the shareholders of the Corporation relating to the Corporation's system of corporate governance and the operation of such system; and
5. ensure that minutes are kept at each meeting of the CGNC and that copies of all minutes are provided to all members of the CGNC.

### C. REPORTING

1. The Chair of the CGNC shall report regularly to the Board on all matters within the authority and mandate of the CGNC and, in particular, at each meeting of the Board called to consider, recommend or approve matters relating to the Corporation's corporate governance.
2. The Chair of the CGNC shall report to the committees of the Board on corporate governance issues as they relate to the function or operations of that committee.

**Approved : March 2018**

**Last reviewed: February 17, 2022**