



COMMITTEE CHAIR

TERMS OF REFERENCE

**Approved by the Board of Directors
September 19, 2019**

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In fulfilling their responsibilities, the Chair of a Committee must:

A. Governance

1. Ensure the Committee fulfills its mandate;
2. Carry out functions delegated to the Committee by the Board of Directors (Board);
3. Communicate to the Board on issues that may arise from the work of the Committee;
4. Provide effective committee leadership, overseeing all aspects of the Committee's direction and administration in fulfilling its Terms of Reference;
5. Oversee the structure, composition, membership of the Committee and activities delegated to the Committee;
6. Ensure that the Committee membership meets all legislative and regulatory requirements as well as considering governance best practice;
7. Communicate with appropriate members of management in fulfilling the Committee's Terms of Reference;

B. Board and Committee Meetings

8. Ensure Committee items for Board discussions are placed on the Board agenda;
9. Report the results of each Committee meeting to the next Board meeting and if unable to attend the Board meeting, submit a written report or delegate to a member of the Committee responsibility for reporting on the Committee's activities;
10. Ensure that Committee minutes are available to each director;
11. Schedule Committee meetings and set the Committee agenda, in consultation with the Chair of the Board, other Committee members, the President and CEO, the Corporate Secretary and independent advisers and members of management, as appropriate;
12. Ensure that the Committee meets in-camera as necessary and appropriate;
13. When in attendance, chair meetings of the Committee;

14. If the Chair is not available to attend a meeting, then the Chair shall, when possible in advance of the meeting, designate another committee member to perform the role of Acting Chair for the meeting;
15. Allot sufficient time during Committee meetings to discuss fully the agenda items;

C. Committee Development and Succession Planning

16. Ensure that Committee members are receiving written information and are exposed to presentations from management consistent with fulfilling the Committee's Terms of Reference;
17. Oversee the assessment of the performance of the Committee every three years;
18. Recommend to the Governance & Human Resources Committee needs and skills required for Committee members;
19. Ensure Committee members understand their responsibilities;
20. Ensure Committee members have received orientation to the Committee and the Corporation;
21. Provide mentorship to Committee members;
22. Encourage Committee members to ask questions and express viewpoints during Committee meetings; and
23. Deal effectively with dissent and work constructively toward achieving consensus and arriving at decisions.