



## POSITION DESCRIPTION – BOARD COMMITTEE CHAIR

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### **Board Committee Chair**

The duties for the Committee Chair are derived from governance documents such as the Board Terms of Reference, the Board mandate and Committee mandates.

### **The Committee Chair will exercise leadership within the following framework:**

- the Board appoints the Committee Chair annually with remuneration as determined by the Board;
- the Chair fosters and promotes the integrity of the Board, as well as, an effective, collaborative and harmonious Committee culture;
- the Chair presides at meetings of the Committee;
- the Chair remains informed of major affairs and operations of Cervus, as well as, the economic and political environment impacting Cervus, with emphasis on circumstances that fall within the Committee's mandate;
- the Chair remains informed of shareholder advisor guidance and regulations pertaining to the Committee's mandate in order to advise the Committee and the Board on matters that may impact Cervus;
- the Chair leads the Committee in accordance with the Board Terms of Reference, Committee guidelines and the mandate of the Committee; and
- the Committee Chair maintains regular contact with the Board Chair, the CEO and other executives in order to fulfill his or her duties.

### **The Accountabilities of the Committee Chair**

The Committee Chair's accountabilities are:

#### *Managing the Committee*

1. The Chair provides leadership to the Committee by:
  - chairing scheduled "in camera" meetings and others as may be requested by Committee members;
  - chairing all meetings of the Committee;
  - providing guidance and direction related to the Committee's affairs;
  - reviewing and approving minutes of all Committee meetings prior to presentation to the Committee for approval;
  - overseeing the management of administrative activities that support the Committee's work (forward agendas, meeting agendas, information flow, documentation);
  - facilitating communication between Committee members, across Committees, and with the Board Chair; and
  - reporting to the Board on Committee affairs and attaining Board approval as required.



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*Ensure an Effective Committee*

2. The Chair ensures the Committee's effectiveness by:
  - ensuring that the Committee maintains a written mandate and reviews that mandate annually;
  - liaising with the Nominating and Governance Committee and other affected Committees with respect to recommended mandate changes; and
  - in conjunction with the Nominating and Governance Committee, ensuring the Committee's governance processes are effective in order to fulfillment the Committee's mandate.

*Work with Management*

3. The Chair provides leadership to management by:
  - supporting and influencing strategies pertinent to the mandate of the Committee; and
  - serving as an advisor to senior management and, in particular, to the CEO and secretary of the Committee, if any, concerning the matters within the Committee's mandate.

**Document Control Information**

Approved by Board of Directors: Yes

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