



POSITION DESCRIPTION – CHAIR OF THE BOARD

Chair of the Board

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

Board Chair will exercise leadership within the following framework:

- the Board Chair, appointed annually by the Board, is the chief officer of the Board;
- the Board Chair shall be a non-executive officer of Cervus;
- the Board sets the remuneration of the Board Chair on an annual basis;
- the Board Chair fosters and promotes the integrity of the Board, as well as, an effective, collaborative and harmonious Board culture;
- the Board Chair endeavours to build consensus among Directors;
- the Board Chair presides at Board and shareholders meetings;
- the Board Chair assists the Nominating and Governance Committee, as needed, in discharging its duties related to: corporate governance; Board structure, composition and process; nomination of directors; board effectiveness; and other Committee duties;
- the Board Chair is ex-officio of all Committees of which he or she is not a listed member; and
- the Board Chair maintains regular contact with the Chief Executive Officer (CEO) and other senior executives in order to remain informed of major affairs and operations of Cervus, as well as, the economic and political environment impacting Cervus.

The Accountabilities of the Board Chair

The Board Chair's accountabilities are:

Shareholder Meetings

1. The Board Chair:
 - leads all shareholder meetings; and
 - reviews and approves minutes of all shareholders meetings.

Manage the Board

2. The Board Chair provides leadership to the Board by:
 - chairing all Board meetings;
 - providing guidance and direction related to Board affairs;
 - ensuring the Board's governance processes are effective in conjunction with the Nominating and Governance Committee;
 - instituting guidelines for the conduct and performance of Directors;
 - managing Director and Board performance;
 - overseeing the management of Board administrative activities (meeting schedules, agendas, information flow, and documentation) with the support of management;



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- facilitating communication among Directors;
 - attending Committee meetings as deemed appropriate; and
 - reviewing and approving minutes of all Board meetings prior to presentation to the Board for approval.

Ensure an Effective Board

3. Working with the Nominating and Governance Committee, the Board Chair ensures Board effectiveness by:
 - planning Board and Committee composition, recruiting Directors, and planning for Director succession;
 - participating in the Board effectiveness evaluation process and providing constructive feedback to individual Directors, as appropriate;
 - reviewing the individual circumstances of Directors and determining whether his or her other commitments conflict with his or her duties as Directors of Cervus;
 - reviewing requests from the CEO to sit on boards of outside business organizations; and
 - reviewing and approving requests from Directors for courses to improve their skills and competencies;
 - meeting regularly with the Lead Independent Director to discuss any board issues, board chair or individual director issues, to discuss ways of improving board meetings including board and senior management interaction, management reporting and board materials and any issue to help improve board performance; and
 - requesting the Lead Independent Director to assist occasionally with meetings with the CEO, individual directors or external stakeholders on sensitive matters.

Work with Management

4. The Board Chair provides leadership to management by:
 - providing advice and guidance to influence strategy;
 - facilitating the processes of the Board and Human Resources and Compensation Committee in evaluating the performance of the CEO;
 - building relationships at the senior management level;
 - providing advice and counsel to the CEO; and
 - serving as an advisor to the CEO concerning the interests of the Board and the relationship between management and the Board.

Chief Executive Officer's Performance Evaluation and Compensation

5. The Board Chair will assist the Human Resources and Compensation Committee in their oversight over the goals, performance evaluation and compensation of the CEO as follows:
 - assess, in conjunction with the Human Resources and Compensation Committee, the performance of the CEO and provide input with respect to compensation;
 - communicate the conclusions and recommendations of the Human Resources and Compensation Committee to the CEO and the Board, as appropriate.



Liaise with Stakeholders

6. The Chair assists in managing stakeholder relations by:

- Meeting with institutional shareholders and other governance stakeholders throughout the year, as needed, to discuss governance matters such as:
 - Board structure and compensation (including independence);
 - Board or director performance;
 - CEO performance;
 - Board and CEO succession planning process;
 - Corporate governance practices and disclosure;
 - Committee mandates and oversight of risk, accounting, auditing and internal controls; and
 - Executive compensation.

If any such meetings are held the Chair will report back to the Board on the discussions;

- Sharing Cervus' views related to Cervus matters with other boards and organizations when required; and
- Attending meetings with outside stakeholders as may be requested by the CEO.

Document Control Information

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