

## BOARD MANUAL

<b>SUBJECT:</b> <b>Role Description for a Committee Chair</b>	<b>NO.:</b> <b>2-A-28</b>
<b>SECTION:</b> <b>Structure, Roles and Responsibilities</b>	
<b>APPROVED BY:</b> <b>Board of Directors</b>	<b>DATE:</b> <b>February 4, 2026</b>

### **Purpose**

To ensure that Board and non-director committee members understand the role and responsibilities of committee Chairs.

### **Role of the Committee Chair**

The committee Chair is the leader of the committee and shall be responsible for committee leadership. The committee Chair shall:

- Ensure the integrity and effectiveness of the committee's role and processes;
- Ensure compliance by committee members with the Board's By-laws and policies;
- Preside at committee meetings;
- Represent the committee at the Board;
- Maintain effective relationships with committee members, the Board Chair and management;
- Ensure orientation for new members and ongoing education for committee members, as appropriate;
- Ensure continuous feedback and development for non-Directors as outlined in policy 2-D-40;
- Address issues of committee member attendance when necessary; and
- Coach and mentor committee members.

### **Responsibilities**

#### **Committee Governance**

The committee Chair shall

- Ensure that the committee performs a governance role that respects and understands the role of management;
- Ensure the committee reviews and assesses the adequacy of its mandate at least annually and recommends to the Board any changes it deems appropriate;
- Ensure that the committee deals with matters that fall within the committee's mandate;
- Ensure that the committee adopts and completes an annual work plan;
- Ensure that the work of the committee is aligned with the Board's role and annual work plan;
- Ensure committee member participation in evaluating the performance of the committee; and

- Provide advice and feedback on the reappointment of non-director committee members.

### **Presiding Member**

The committee Chair shall:

- Develop the schedule of committee meetings in concert with the CEO or designate;
- Set agendas for committee meetings and ensure matters dealt with at committee meetings appropriately reflect the committee's role and annual work plan;
- Ensure the meetings are conducted according to applicable legislation, the organization's By-laws, the Board policies, and the committee's terms of reference;
- Monitor the adequacy of materials provided to the committee by management in connection with the committee's deliberations;
- Facilitate and deliberate the business of the committee to the Board;
- Encourage input and ensure committee members hear all perspectives of a debate or discussion;
- Create an inclusive environment that maximizes psychological safety, respect, and differing opinions and perspectives;
- Facilitate the committee in reaching consensus using the tools and resources provided; and
- Ensure the committee has sufficient time to review the material provided to it and to fully discuss the business that comes before the committee

### **Relationships**

The committee Chair shall

- Promote a thorough understanding by members of the committee and management of the duties and responsibilities of the committee;
- Seek the guidance and advice of the Board Chair to ensure understanding of Board expectations and requests the resources that are required for performance of the committee's charter; and
- Maintain a constructive working relationship with the Board Chair, the CEO and any other support staff.

### **Other Duties**

- The committee Chair shall perform such other duties that may be ancillary to the duties and responsibilities noted or as may be delegated to the committee Chair by the committee or the Board from time to time,

### **Appointment and Term**

The Board appoints the committee Chair annually from among the members of the Board at the first meeting of the Board following the annual meeting of the Corporation.

<b>DEVELOPED:</b> November 24, 2010		
<b>REVISED/REVIEWED:</b>		
April 23, 2014	September 28, 2016	January 29, 2020
November 30, 2022	Click or tap to enter a date.	Click or tap to enter a date.
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