

# Chair of a Board Committee ("Committee Chair")

## Position Description

### Term

The term of the Committee Chair is in effect from after Tarion's Annual Members Meeting until the following Annual Members Meeting. The Committee Chair is appointed by the Board of Directors.

The Chair of the Audit & Risk Committee and the Investment Committee must have a requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, including being, or having been, a chief executive officer with financial oversight responsibilities.

### Accountability

The Committee Chair is accountable to the Board of Directors for the fulfillment of the responsibilities of a Committee Chair as outlined herein, including ensuring that the Committee fulfills its role and responsibilities as outlined in the Committee's Terms of Reference as approved by the Board.

### Roles and Responsibilities

The role and responsibilities of a Committee Chair will include:

1. Assuming principal responsibility for the operation and functioning of the Board Committee.
2. Providing overall leadership to the Board Committee without limiting the principle of collective responsibility and the ability of the Board Committee to function as a unit.
3. Consulting with the Corporate Secretary Office to set agendas that are based on the responsibilities of the Board Committee and reflect current priorities.
4. Chairing Board Committee meetings effectively, including ensuring that appropriate briefing materials are delivered in a timely fashion, encouraging full participation and discussion by individual Committee members, stimulating debate, facilitating

consensus, and ensuring that clarity regarding decisions is reached and duly recorded.

5. Providing a regular written report on Committee activities to the Board of Directors, on the fulfillment by the Committee of its governance roles and responsibilities and focuses on the provision of key information and issues that the Board requires in order fulfill its overall governance responsibilities.
6. The Committee Chair may request the vice-chair of the Committee to chair a particular meeting or a particular agenda item should they determine that due to a potential conflict of interest, they would not be the most effective chair of that particular meeting, or that particular agenda item. Should the vice-chair not be in attendance at the meeting, the Committee Chair may make the request of another Committee member.
7. Ensuring compliance with the governance policies of the Board regarding conduct of Board Committee meetings, managing and reporting information and other policies related to the conduct of the Committee's business.
8. Ensuring an effective and productive working relationship between the Board Committee and management.
9. Ensuring that they have the requisite skills for the position of Committee Chair and, in consultation with the Corporate Secretary, pursuing training and development opportunities in this regard.

## **Working with Management**

The Committee Chair will:

1. Build an open working relationship with senior management and the Board.
2. Ensure that communications with management supports the early identification of policy and organizational issues that should be addressed by the Board.

## **Annual Review**

The Position Description will be reviewed by the Governance, Regulatory Affairs & Nominations Committee no less than annually.

## Appendix – Policy Update Tracking

<b>Policy Name:</b>	<b>Position Description: Committee Chair</b>
<b>Board Committee:</b>	Governance, Regulatory Affairs & Nominations Committee
<b>Reviewed/Amended:</b>	11/07/11; 09/20/12; 09/26/13; 09/24/14; 11/25/15; 11/30/16; 11/23/17; 11/22/18; 01/30/20; 01/28/21; 01/26/22; 01/25/23
<b>Board Approval:</b>	12/06/11; 10/04/12; 10/10/13; 10/09/14; 10/08/15; 12/15/16; 12/14/17; 12/13/18; 02/20/20; 02/22/21; 02/23/22; 02/14/23
<b>References:</b>	Board and Committee Meeting Minutes