

THE CHAIR OF THE BOARD ROLE DESCRIPTION AND TERMS OF REFERENCE

A. General Responsibilities

The Chair of the Board (Chair) of Stewardship Ontario (SO) is responsible for facilitating highly effective performance by the Board of Directors (Board) of SO. The Chair is not an executive of SO in the sense that the Chair is not responsible for the operational management of any aspect of SO's business(es).

The Chair is the voice of the Board in communications with management.

In discharging his/her responsibility, the Chair will (i) provide leadership to the Board and facilitate the discussion of specific issues; (ii) act as a servant to the Board in meeting Board requirements; (iii) in accordance with the direction of the Board, act as the spokesperson for the Board; (iv) at the request of the Board, act as an intermediary between the Board and management; (v) at the request of the Board, provide counsel to management; and (vi) as an Officer of the organization, act in accordance with the corporate policies of SO.

In the absence of the Chair or Vice-Chair, the Board Members present shall appoint an Acting Chair.

B. Selection of the Chair

The Board will reflect on the responsibilities in Section A seeking and securing candidates suitable for the position of Chair.

C. Specific Responsibilities of the Chair

Without limiting the generality of the responsibility of the Chair as described in Section A above, the Chair shall:

a) Pre-Board Meeting Mechanics

1. Schedule the number and timing of Board meetings each year so as to enable the Board to deal with all matters for which the Board is responsible and obligated;
2. Poll Board Members at least 10 days in advance of each meeting and seek their input as to possible agenda items;
3. After consulting with management, establish the agenda for each Board meeting with a view to bringing before the Board (i) matters with which the Board wishes or is obliged to deal (as specified in the Charter of the Board); (ii) matters in respect of which management requires or wants Board approval; and (iii) recurring agenda items;
4. Use his/her best efforts to provide or to cause to be provided to the Board, within a reasonable timeframe in advance of each Board meeting (minimum seven (7) days), all

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reasonably required and available information relating to each matter to be dealt with by the Board at that meeting;

5. Approve the general nature and length of all presentations to be made at each Board meeting;
6. Prior to any Board meeting, confer with one or more Directors on any matter to be discussed at the Board meeting if, in the Chair's opinion, the discussion of that matter at the Board meeting would probably be thereby enhanced;
7. Consult with and constructively engage with management with respect to achieving the responsibilities of the Board;
8. Be involved in the preparation of the Board's annual budget; and
9. Meet with the Canadian Stewardship Services Alliance (CSSA) Client Services Team monthly to receive updates on SO operational matters. Post the minutes of these meetings to the Diligent Resource Centre so that they are available to all directors.

b) Conduct of Board Meetings

1. Act as the Chair of each Board meeting;
2. Facilitate and mediate Board decisions;
3. Facilitate and optimize the constructive involvement and participation of all Board Members;
4. Keep the Mission, Vision, Values, Objectives and approved program plan targets and requirements foremost for all Board agendas and work plans;
5. Conduct the business of each Board meeting in a manner which will normally result in the meeting's agenda being completed and dealt with effectively;
6. Propose the termination of discussion on any matter at a Board meeting when he/she is of the opinion that (i) the matter has been thoroughly canvassed and that no new points of view or information are being presented; or (ii) the matter falls outside the scope of the agreed upon mandate of the Board;
7. Attempt to achieve a consensus of Directors on any matter discussed at a Board meeting in respect of which (i) the Board's decision, views or counsel has been requested or is required; and (ii) Directors express conflicting positions, views or counsel; where consensus is not available, the Chair will be guided by Robert's Rules of Order;
8. In any case where a Director (the "conflicted Director") has an interest or potential conflict in respect of a matter to be discussed at a Board meeting, attempt to arrange for the conflicted Director to excuse himself/herself from all or a portion of the Board discussion of that matter if the Chair is of the opinion that the Board discussion of that matter would probably be enhanced by the absence of the conflicted Director; and
9. Call special meetings of the Board when necessary.

c) Board Culture

1. The Chair shall use all reasonable effort to promote and support a Board culture characterized by:
 - a) The Board's acceptance of its accountability for the performance of SO;

- b) The acceptance by each Director of his/her responsibility to use his/her best efforts in carrying out his/her duties as a Director;
 - c) The Board's insistence on the highest level of integrity and honesty in the actions of the Board and management;
 - d) Respect and trust amongst Directors;
 - e) The open and timely sharing of all relevant information amongst all Directors;
 - f) Acceptance by all Directors of the right of every Director to hold and express dissenting opinions;
 - g) A genuine commitment by Directors to good governance practices; and
 - h) A willingness on the part of Directors to function as a team.
2. The Board Chair shall set a high standard for Board conduct by modeling, articulating and enforcing rules of conduct found in the SO Director's Job Description, by-laws, Board Charters and other policies related to the Code of Conduct and Board confidentiality.

d) Board Composition, Education and Compensation

1. In co-operation with rest of the Board (or with the Governance & Nominating Committee of the Board), the Chair shall:
- a) Communicate on behalf of the Board with all proposed nominees for appointment to SO to ensure that they are aware of the roles and responsibilities that they are taking on prior to their official appointment;
 - b) Arrange for management of SO to provide newly elected Directors with a comprehensive orientation and education program with respect to SO and its businesses;
 - c) Design and implement processes for evaluating the performances of the Board and individual Directors;
 - d) Use reasonable effort to ensure that the Board is made aware on a timely basis of changes in the law and/or best practice respecting the duties of the Board and Directors;
 - e) Seek feedback on his/her performance as Board Chair; and
 - f) Make recommendations regarding the continuing education of Board Members.

e) Board Committee Matters

With respect to Board Committees, the Chair shall assist the Governance & Nominating Committee in recommending to the Board the composition of, and the designation of the Chairs of the Committees of the Board;

- 1. Assist the GNC and the other committees of the Board in regularly reviewing the mandates of all Board committees with a view to recommending to the Board appropriate amendments to the committees' mandates;
- 2. Assist the GNC in regularly reviewing the mandate of the Board with a view to recommending to the Board appropriate amendments to the Board's mandate; and
- 3. Be an ex officio voting member of all Committees of SO.

f) Miscellaneous Matters

1. At the reasonable request of any Director, meet or be available for discussion with that Director between meetings of the Board;
2. Act as Chair at all general and annual meetings of SO;
3. Where appropriate, coach and mentor any identified successor Chair; and
4. Perform such other functions as requested by the Board from time to time.