

COMMITTEE CHAIR ROLE DESCRIPTION

A. General Responsibilities

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

The Committee Chair is the voice of the Committee in communications with the Board and Management.

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

To accommodate the planned and unplanned absences of the Committee Chair, the Committee Chair should appoint an Acting Committee Chair at the start of his or her term of office. In the absence of the Acting Committee Chair, the Committee Members present shall appoint an Acting Committee Chair.

B. Specific Responsibilities of the Committee Chair

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

a) Pre-Committee Meeting Mechanics

1. Understand and effectively communicate the role and functions of the Board Committee to all Committee Members and relevant stakeholders, as per the Committee's Terms of Reference;
2. Advise and consult with the Board Chair in preparing the annual work plan for the Committee;
3. Schedule the number and timing of Committee meetings each calendar year so as to enable the Committee to deal with all matters for which the Committee is responsible and obligated;
4. After consulting with management, establish the agenda for each Committee meeting with a view to bringing before the Committee (i) matters with which the Committee wishes or is

Approved: March 17, 2009

Last Revision: April 22, 2014

This Revision: June 16, 2016

This revision approved by the Board: June 27, 2019

- obliged to deal with by virtue of the Committee's Charter; (ii) matters in respect of which management requires or wants Committee approval; and (iii) recurring agenda items;
5. Use his/her best efforts to provide or to cause to be provided to the Committee a reasonable time (minimum five days) in advance of each Committee meeting all reasonably required and available information relating to each matter to be dealt with by the Committee at that meeting;
 6. Approve the general nature and length of all presentations to be made at each Committee;
 7. Prior to any Committee meeting, confer with one or more Committee Members on any matter to be discussed at the Committee meeting if, in the Committee Chair's opinion, the discussion of that matter at the Committee meeting would probably be thereby enhanced;
 8. Consult with and constructively engage with management with respect to achieving the responsibilities of the Committee;
 9. Discuss with the Board Chair and/or management any significant issues confronting the Committee; and
 10. Be involved in the preparation of the Committee's annual budget.

b) Conduct of Committee Meetings

1. Act as the Chair of each Committee meeting;
2. Keep the Mission, Vision, Values and the approved program plans and associated targets and requirements of SO foremost for all Committee agendas and work plans;
3. Conduct the business of each Committee meeting in a manner which will normally result in the meeting's agenda being completed and dealt with effectively;
4. Assign work when required to the Committee Members - including management assigned to the Committee management;
5. Propose the termination of discussion on any matter at a Committee 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) that the matter falls outside the scope of the agreed upon mandate of the Committee;
6. Always attempt to achieve a consensus among Committee Members on any matter discussed at a Committee meeting in respect of which (i) the Committee's decision, views or counsel has been requested or is required; and (ii) Committee Members express conflicting positions, views or counsel; where consensus is not available, the Chair will be guided by Robert's Rules of Order;
7. Ensure that all Committee Members who wish to address a matter at a Committee meeting are afforded a reasonable opportunity to do so;
8. In any case where a Committee Member (the "conflicted Committee Member") has an interest or potential conflict in respect of a matter to be discussed at a Committee meeting, attempt to arrange for the conflicted Committee Member to excuse himself/herself from all or a portion of the Committee discussion of that matter if the Committee Chair is of the

Approved: March 17, 2009

Last Revision: April 22, 2014

This Revision: June 16, 2016

This revision approved by the Board: June 27, 2019

opinion that the Committee's discussion of that matter would probably be enhanced by the absence of the conflicted Member; and

9. Call special meetings of the Committee when necessary.

c) Committee Culture

1. The Committee Chair shall use all reasonable effort to promote and support a Committee culture characterized by:
 - a) The Committee's acceptance of its accountability for the performance of SO;
 - b) The acceptance by each Committee Member of his/her responsibility to use his/her best efforts in carrying out his/her duties as a Committee Member;
 - c) The Committee's insistence on the highest level of integrity and honesty in the actions of the Committee and management;
 - d) Respect and trust amongst Committee Members;
 - e) The open and timely sharing of all relevant information amongst all Committee Members;
 - f) Acceptance by all Committee Members of the right of every Committee Member to hold and express dissenting opinions;
 - g) A genuine commitment by Committee Members to good governance practices; and
 - h) A willingness on the part of Committee Members to function as a team.

d) Modus Operandi

The Committee Chair shall:

1. Assist the Governance & Nominating Committee (GNC) in identifying members for appointment to the Committee;
2. Communicate regularly with all Committee Members;
3. Set a high standard for Committee conduct by modeling, articulating and enforcing rules of conduct found in SO by-laws, Committee Charters and other policies related to the Code of Conduct and Board confidentiality;
4. Ensure that assigned responsibilities of the Committee are both understood and carried out;
5. Facilitate and optimize the constructive involvement and participation of all Committee Members;
6. Ensure that Committee Members have the information that they need to carry out their jobs;
7. With the assistance of management, lead the orientation for new Committee Members;
8. Implement processes recommended by the Board Chair or the GNC for evaluating the performances of the Committee and Committee Members;

Approved: March 17, 2009

Last Revision: April 22, 2014

This Revision: June 16, 2016

This revision approved by the Board: June 27, 2019

9. Regularly review (or assist the GNC in regularly reviewing) the mandate of the Committee with a view to recommending to the Board appropriate amendments to the Committee's mandate;
10. Participate in evaluating the effectiveness of Committee Members;
11. Use reasonable efforts to ensure the Committee to be made aware on a timely basis of changes in the law and/or best practice respecting the duties of the Committee;
12. Seek feedback on his/her performance as Committee Chair;
13. Facilitate and mediate Committee decisions;
14. Develop a positive, collaborative relationship with the Board Chair, Committee Members, and the management or his/her designate; and
15. Make recommendations regarding the continuing education of Committee Members.

e) Miscellaneous Matters

1. At the reasonable request of any Director, meet or be available for discussion with that Director between meetings of the Board or Committee;
2. If appropriate, coach and mentor any identified successor Committee Chair; and
3. Perform such other functions as the Board Chair may request from time to time.

Approved: March 17, 2009
Last Revision: April 22, 2014
This Revision: June 16, 2016
This revision approved by the Board: June 27, 2019