

DIRECTOR ROLE DESCRIPTION

A. General Responsibilities

The primary duties of a Director of STEWARDSHIP ONTARIO (SO) are (i) to contribute *consistently and meaningfully to the effective performance of the Board of Directors* (Board) of SO; and (ii) to constructively engage with management to improve the performance of SO.

In discharging his/her duties, a Director will (i) act honestly and in good faith with a view to the best interests of SO; (ii) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; (iii) respect and adhere to Board confidentiality; (iv) demonstrate commitment to the strategy of SO; (v) program plan development, implementation and management; and (vi) adhere to the SO Code of Conduct.

B. Specific Responsibilities of an SO Director

Without limiting the generality of the primary duty of a Director as described in Section A above, a Director shall:

a) Qualifications and Preparedness

1. Prepare for meetings and read in advance all of the materials provided to Directors of the Board and Committees of the Board;
2. Develop and maintain the ability to read and understand SO's financial statements;
3. Develop and maintain the ability to appreciate the financial implications of strategies, tactics and transactions proposed by management of SO;
4. Develop and maintain a reasonable knowledge of those segments of the businesses within which SO operates;
5. Understand and respect the differences between the Board's job (as specified in the Charter of the Board) and the job of management at SO; and
6. Understand and contribute to the evaluation, choice and achievement of SO's strategy, including program plan development, implementation and management.

b) Values and Commitment

1. Be demonstrably committed to the vision, mission, objectives and values of SO;
2. Be demonstrably committed to honesty and integrity in the conduct of SO's affairs; and
3. Accept accountability, jointly with the rest of the Board, for the performance of the Board and SO.

c) Responsibilities

1. Make available his/her knowledge and experience for the benefit of SO;
2. Consistently use his/her best efforts in discharging his/her duties as a Director of SO;

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3. Consistently consider Board decisions and proposed actions in the context of the SO's approved program plans and statutory requirements;
4. Review and evaluate management's recommendations and proposals to the Board in to order to obtain reasonable assurance that they support SO's objectives;
5. Demonstrate and encourage critical and innovative thinking;
6. Accept an appropriate appointment to a Board Committee, when asked, and be a willing participant;
7. Understand and accept that the SO Board speaks with one voice and that no one individual member speaks for the Board unless specifically designated to do so. Refer all media/staff questions related to SO to management;
8. Help identify, recruit and mentor new Board Members;
9. Get to know other Board Members and members of management;
10. Participate fully and frankly in an evaluation of the Board and individual members; and
11. Any requests for information required by a Board Member should be requested through management.

d) Behaviour and Approach

1. Apply a collaborative approach to decision-making by the Board and Board Committees;
2. Be economical with his/her words and the time of the Board and Board Committees;
3. Encourage open and candid discussion of the real issues at meetings of the Board and Board Committees;
4. Listen to and be respectful of the views of other Directors and members of management;
5. Be prepared to express honest disagreement with the views of management and other Directors;
6. Question and probe all relevant management and Board decisions (as specified in the Charter of the Board) in a positive and constructive manner;
7. Be willing to change his/her mind in appropriate circumstances;
8. Attempt to reconcile and integrate various points of view;
9. Direct any concerns about individual Board Members first to the Board Chair for resolution and subsequently, if necessary, to the Chair of the Governance & Nominating Committee (GNC); and
10. Direct any concerns about the Board Chair preferably first to the Board Chair for resolution or, alternatively, to the Chair of the GNC.

e) Time Commitment

1. Attend all meetings of the Board and meetings of Board committees of which he/she is a member, unless excused by the Board Chair or Committee Chair;
2. Arrive on time; and
3. Remain at Board and Board Committee meetings until the meetings end.

f) Director Termination and Resignation

1. Director Termination

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A Director who is found to be in breach of SO's Code of Conduct and Conflict of Interest Policy shall be deemed to be in breach of his/her duties as specified in this Job Description and will be considered for disqualification from continuing to serve as a Director.

2. Resignation Events

Directors are expected to submit their resignation from the Board to the Board Chair if any of the following events occur:

- a) The Director becomes unable to attend regularly scheduled meetings of the Board;
- b) The Director ceases to be employed by a steward organization;
- c) The Director becomes involved in a legal dispute that could materially impact his or her ability to serve as a Director and negatively impact the reputation of the Corporation;
- d) The Director takes on new responsibilities in business, politics or the community, which may conflict with the goals of the Corporation and materially reduce his or her ability to serve as a Director, or
- e) There is any other change in the Director's personal or professional circumstances that materially reduces his or her ability to serve as a director.

The Board Chair will review any submitted resignation with the GNC and recommend to the Board whether the resignation should be accepted.