



COMMITTEE CHAIR POSITION DESCRIPTION

1. Qualifications of a Committee Chair

In order to act as a Committee Chair of the Corporation, the person must:

- (a)** be qualified to serve as a director under Section 105 of the *Business Corporations Act* (Alberta) and the by-laws of WestJet Airlines Ltd. (the Corporation) in force from time to time; and
- (b)** be an "unrelated director" pursuant to the rules of the Toronto Stock Exchange such that the director is independent of management and is free of any interest or any business or other relationship which could or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the Corporation, other than interest and relationships arising from shareholdings.

2. Duties and Responsibilities of a Committee Chair

The Committee Chair shall:

- (a)** In consultation with the Chair of the Board, the President and CEO, the Corporate Secretary of the Corporation and other members of senior management, as appropriate, determine the dates and locations of meetings of the Committee.
- (b)** Ensure the Committee's activities are consistent with, and fulfill, the Committee's mandate.
- (c)** Require the Committee to meet as many times as necessary for the Committee to carry out its duties and responsibilities effectively.
- (d)** In consultation with the Chair of the Board, the President and CEO, the Corporate Secretary of the Corporation and other members of senior management, as appropriate, review the meeting agendas to ensure all required business is brought before the Committee to enable the Committee to carry out its duties and responsibilities.
- (e)** Report to the Board at its next meeting following any meeting of the Committee or the signing of a written resolution evidencing a decision or recommendation of the Committee.
- (f)** Provide leadership to enable the Committee to act as an effective team in carrying out its duties and responsibilities.
- (g)** Review and approve minutes of all Committee meetings prior to presentation to the Committee for approval.
- (h)** Liaise with the Corporate Governance and Nominating Committee with respect to recommended mandate changes, which are approved by the Board.

- (i) With respect to Committee meetings, it is the duty of the Committee Chair, when conducting a meeting, to enforce the by-laws, and rules of procedure. These duties include:
 - (i) ensuring that the meeting is duly constituted;
 - (ii) ensuring the meeting provides for reasonable accommodation;
 - (iii) confirming the admissibility of all persons at the meeting;
 - (iv) preserving order and the control of the meeting; and
 - (v) to ascertain the sense of the meeting by a vote on all questions properly brought before the meeting.
- (j) The Committee Chair will be kept well informed on the major affairs and operations of the Corporation, with a particular emphasis on those elements that fall within the mandate of the Committee.
- (k) Carry out other duties and responsibilities as are assigned by the Board from time to time.

3. Review of Position Description

The Chair of the Board, in consultation with the Board or in consultation with any appropriate committee of the Board, shall meet at least every two years or more frequently, if required, to review and consider refinement of the position description for Committee Chair

Approved, as amended and ratified to: July 26, 2016