



## **VICE CHAIR OF THE BOARD POSITION DESCRIPTION**

### **1. Qualifications of the Vice Chair of the Board**

In order to act as Vice Chair of the Board 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 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 of 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 the Vice Chair of the Board**

- (a)** The Vice Chair of the Board shall assist the Chair of the Board in performing his or her duties and responsibilities.
- (b)** The Vice Chair of the Board shall meet regularly with the Chair of the Board to discuss and understand the board and sub-committee functions and responsibilities, the Chair of the Board responsibilities, and the oversight of corporate strategy to be able to adequately assume the Chair of the Board role when required.
- (c)** The Vice Chair shall assist the Chair of the Board to provide leadership to ensure that the Board functions independently of management of the Corporation and other non-independent directors.
- (d)** The Vice Chair of the Board shall work with the Chair of the Board and the President and Chief Executive Officer to ensure that the Board is provided with the resources to permit it to carry out its responsibilities and bringing to the attention of the Chair of the Board and the President and Chief Executive Officer any issues that are preventing the Board from being able to carry out its responsibilities.
- (e)** The Vice Chair will provide input to the Chair of the Board on preparation of agendas for meetings of the Board.
- (f)** The Vice Chair of the Board shall assist the Chair of the Board, as requested, and meet, from time to time, with the Corporate Governance and Nominating Committee to discuss nominees as directors to be submitted to the Board for its approval.
- (g)** The Vice Chair of the Board shall assist the Chair of the Board, as requested, and meet with each director on the Board annually, on a one-on-one basis, to assess Board member performance along with areas where the Board, its committees and individual directors can operate more effectively.

- (h) The Vice Chair of the Board shall, as requested by the Chair of the Board or the President and Chief Executive Officer, represent the Corporation to external groups such as shareholders and other stakeholders, including guests, employees, community groups and governments.

### **3. Review of Position Description**

The Chair of the Board, in consultation with the Board as a whole 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 the Vice Chair of the Board.

Approved and ratified to: July 25, 2016