

Terms of Reference – Committee Chairperson

(approved by the Board on 28 October 2020)

In fulfilling his/her responsibilities, the Chairperson of a Committee should act according to the following Terms of Reference:

1. Governance

- Ensure that functions delegated to the Committee by the Company's Board of Directors (the **Board**) are carried out.
- Communicate to the Board issues and recommendations that may arise from the work of the Committee.
- Provide effective Committee leadership, overseeing all aspects of the Committee's direction and administration in fulfilling its Terms of Reference and ensure that the Committee's members (the Members) work as a cohesive team and build a healthy corporate governance culture.
- Oversee the structure, composition and membership of the Committee and activities delegated to the Committee.
- Ensure that the Committee meets all legislative and regulatory requirements as well as considering governance best practice.
- Communicate with appropriate members of management in fulfilling the Committee Terms of Reference.

2. Board and Committee Meetings

- Ensure Committee items for discussions are placed on the Board agenda.
- Report the results of Committee meetings to the Board and if unable to attend the Board meeting dealing with the results, submit a written report or delegate to a Committee member responsibility for reporting on the Committee's activities.
- Ensure that Committee minutes are available to each Director.
- Schedule Committee meetings and set the Committee agenda, in consultation with the CEO and the Company's Management as appropriate.
- Adopt procedures and ensure that resources are available to the Committee in order that it can conduct its work effectively and efficiently.
- Ensure that the Committee meets as necessary and appropriate.
- Chair meetings of the Committee and, when required appoint an acting chair.
- Allot sufficient time during Committee meetings to discuss fully the agenda items.

3. Committee Development and Succession Planning

- Ensure that the responsibilities of the Committee as outlined in the Terms of Reference are well understood by both the Members and management and are executed effectively.
- Ensure that Members are receiving written information and presentations from management consistent with fulfilling the Committee Terms of Reference.
- Recommend to the Board needs and skills required for Members.
- Ensure Members understand their responsibilities.
- Encourage Members to ask questions and express viewpoints during Committee meetings.
- Facilitate effective communication between Members and management, both inside and outside of Committee meetings.
- Ensure that the boundaries between Committee and management responsibilities are clearly understood and respected and that relationships between the Committee and management are conducted in a professional and constructive manner.
- Deal effectively with dissent and work constructively toward achieving consensus and arriving at recommendations.
- Retain independent advisers (external consultants) on behalf of the Committee when needed subject to approval from the Chairperson of the Board of Directors.
- Oversee the assessment of the performance of the Committee annually.
- Conduct one on one dialogue annually with Members.