

# Role Description of the Executive Chair of the Board of Directors

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## 1. PURPOSE

- (1) The primary functions of the Executive Chair of the Board of Directors are to facilitate the operations and deliberations of the Board and the satisfaction of the Board's functions and responsibilities under its charter.

## 2. GENERAL

- (1) **Appointment and Removal of the Executive Chair of the Board** — The Executive Chair of the Board shall be elected annually by the members of the Board at the first meeting of the Board after each annual general meeting of the shareholders of Corus or between annual general meetings upon the resignation, death, disqualification or removal of the Executive Chair. The Executive Chair shall serve at the pleasure of the Board, or until the earlier of the close of the next annual general meeting, the death of the Executive Chair or the resignation, disqualification or removal of the Executive Chair from the Board.
- (2) **Access to Management and Outside Advisors** — The Executive Chair shall have unrestricted access to management and employees of Corus.

## 3. FUNCTIONS AND RESPONSIBILITIES

The Executive Chair shall perform the functions and have the responsibilities set out below as well as undertaking any other matters that are specifically delegated to the Executive Chair by the Board.

### (1) Board Management

- (a) **Executive Chair of Board Meetings and the Annual General Meeting** — The Executive Chair shall chair Board meetings, all annual general meetings and any other special meetings of the shareholders.
- (b) **Board Meetings** — In consultation with the President and Chief Executive Officer of Corus, the Executive Chair shall set the agenda for each Board meeting. Each Board meeting agenda shall include appropriate strategic issues and any other matters requiring approval of, or consideration by, the Board.
- (c) **Director Appointments and Nominations** — The Executive Chair shall provide input to the Corporate Governance Committee on its recommendation to the Board for approval of (i) candidates for nomination or appointment to the Board; and (ii) members and chairs of Board committees.
- (d) **Director Development** — In consultation with the Corporate Governance Committee, the Executive Chair shall lead Corus' director development program including the development of a charter for the Board of Directors. At least annually, the Executive Chair and the Corporate Governance Committee shall report to the Board on the status of Corus' Director development program and shall recommend changes he or she considers appropriate.



- (e) **Access to Management and Outside Advisors** — On an ongoing basis, the Executive Chair shall assess whether the Board and its committees have appropriate administrative support, access to senior management and access to outside advisors for the purposes of the Board fulfilling its mandate.

(2) **Advisory Matters Relating to the President and Chief Executive Officer**

- (a) **Input on President and Chief Executive Officer Matters** — The Executive Chair shall provide input to the Corporate Governance Committee and the Compensation Committee of the Board in respect of the appointment, removal, evaluation, compensation and succession, as applicable, of the President and Chief Executive Officer.
- (b) **Meeting with President and Chief Executive Officer** — At least quarterly, the Executive Chair shall meet with the President and Chief Executive Officer to provide feedback and advice on behalf of the Board. On an ongoing basis, the Executive Chair shall communicate with the President and Chief Executive Officer, on behalf of the Board regarding concerns or comments of the Board, shareholders or other stakeholders.
- (3) **Strategic Planning** — At least annually, the Executive Chair shall review management’s strategic planning initiatives, including the outcome of management’s annual strategy meeting.
- (4) **Communication with Shareholders** — At least annually, in conjunction with the Board and the President and Chief Executive Officer, the Executive Chair shall review the effectiveness of Corus’ shareholder communications plan.
- (5) **Other Duties** — In addition to the duties and responsibilities described above, the Executive Chair shall perform the duties required of a Executive Chair of a board of directors by binding requirements of the stock exchanges on which the securities of Corus are listed, and all other applicable laws.

4. **VOTING**

- (1) The Executive Chair may vote at a Board meeting on any matter requiring a vote and shall provide a second vote in the case of a tie vote.

5. **REPORTING TO THE BOARD**

- (1) The Executive Chair shall report to the Board on material matters arising in undertaking his or her functions and responsibilities under this Role Description and, if necessary, shall make recommendations to the Board for its approval on such matters.