

# Role Description of the Independent Lead Director of the Board of Directors

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## 1. PURPOSE

- (1) The primary function of the Independent Lead Director of the Board of Directors is to ensure that there is an Independent Director available to deal with issues or comments which any Director may have in relation to the independence and overall functioning of the Board of Directors and its Committees.

## 2. GENERAL

- (1) **Appointment and Removal of the Independent Lead Director of the Board** — The Independent Lead Director 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 Independent Lead Director. The Independent Lead Director 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 Independent Lead Director or the resignation, disqualification or removal of the Independent Lead Director from the Board.
- (2) **Access to Management and Outside Advisors** — The Independent Lead Director shall have access as required to management and employees of Corus and access to outside advisors as approved in advance by the Executive Chair of the Board.

## 3. FUNCTIONS AND RESPONSIBILITIES

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

- (1) **Independence of the Board** — The Independent Lead Director is empowered to ensure that the Board of Directors acts in an independent and proper manner and that the Board has at its disposal all resources necessary to enable the Board to carry out its mandate in a proper and effective manner.
- (2) **Board Meeting Agendas** — The Independent Lead Director shall have input into the agenda of each meeting of the Board and shall participate in the preparation of the same.
- (3) **Duties and Responsibilities of the Board** — The Independent Lead Director shall:
  - (a) together with the Executive Chair, (i) oversee the Board's discharge of its duties assigned to it by law, in the constating documents of the Corporation and the Corporate Governance Guidelines, (ii) take steps to foster the Board's understanding of its responsibilities and boundaries with management, and (iii) oversee the discharge by Board committees of the responsibilities and functions delegated to them.
  - (b) together with the Corporate Governance Committee, oversee a proper assessment process is in place for the Board as a whole, each Board member and each Committee of the Board and oversee that governance issues are adhered to in keeping with the makeup of Corus as a controlled corporation.

- (c) Provide Leadership to the Independent Directors - Act as a liaison between the independent directors and the Executive Chair, on sensitive issues and otherwise, be satisfied that the independent directors receive adequate and regular updates on all issues important to the welfare and future of the Corporation, call meetings of independent Board members without management present when needed and chair such meetings, and ensure that questions and comments of independent directors are heard and addressed.
- (d) Conflicts of Interest - Review conflict of interest issues with respect to members of the Board as they arise.

#### **4. REPORTING TO THE BOARD**

- (1) The Independent Lead Director 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.

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