

# GENNUM CORPORATION

## Position Description Chairman of the Board

### **MANDATE:**

The Board of Directors has ultimate accountability for the management of the Company. Critical to meeting this accountability is the relationship between the Board, management, shareholders, and other stakeholders.

The Chair, as the presiding Board member, must ensure that these relationships are effective and efficient and further the best interests of the Company. In performing this role, the Chair must work with senior management, manage the Board, and ensure effective relations with shareholders, other stakeholders and the public.

The position of the Chair shall be separate from that of the CEO. The Chair shall also serve as Chair of the Corporate Governance Committee.

### **KEY RESPONSIBILITIES:**

- **Interface with Management.** Ensure senior management is aware of concerns of the Board, shareholders and other stakeholders. Act in an advisory capacity to the President and CEO and to the other members of senior management in all matters concerning the interests of the Board and relationships between management and the Board. Ensure that the Board has exposure to the senior management team.
- **Information and Presentation.** Ensure that management strategy, plans and performance are appropriately conveyed to the Board.
- **Managing the Board.** Chair Board meetings. Set the agenda in consultation with the Corporate Secretary. Conduct Board meetings in an efficient, effective and focused manner. Provide strong leadership to the Board and assist in reviewing and monitoring the vision, strategy, and policies of the Company and the achievement of its objectives.
- **Governance Mechanisms.** Ensure that the mechanisms for effective governance are in place and the Board is alert to its obligations to the Company, shareholders, management, other stakeholders and under the law.
- **Committee Structure and Composition.** As the Chair of the Corporate Governance Committee, participate in developing the committees of the Board, their composition, and their standards of performance. Review the performance and suitability of those committees and recommend such adjustments as are deemed necessary from time to time. Ensure the integration of the activity of the Committees with that of the Board. Will attend, as a non-voting *ex officio* participant, meetings of Committees (other than those upon which he sits).

- Board and Director Evaluation. Ensure mechanisms are in place to facilitate ongoing evaluations of the effectiveness of the Board. Regularly evaluate the performance of directors through peer reviews. As a member of the Corporate Governance Committee, regularly evaluate the appropriate level of compensation for the directors.
- Board Renewal and Director Recruitment. As Chair of the Corporate Governance Committee ensure that the director selection process and Board composition are appropriate and serve the needs of the Company. Establish a formal succession plan for the role of Chairman.
- Ethics, Values and Conduct. Ensure there is an operational philosophy in place that meets the highest of ethical standards. Confirm that operations are conducted in harmony with company values and the company's Code of Business Conduct, in full compliance with applicable laws and regulations.
- Shareholder Communications. Chair meetings of shareholders. Set the agenda in consultation with the Corporate Secretary. Ensure there is an appropriate communications program for shareholders and stakeholders.