



**TERMS OF REFERENCE FOR THE CHAIRMAN OF  
THE BOARD OF TERVITA CORPORATION**



**EARTH MATTERS**



## TERMS OF REFERENCE FOR THE CHAIRMAN OF THE BOARD

### 1. THE ROLE OF THE CHAIRMAN OF THE BOARD

The chair (the "**Chairman of the Board**") of the board of directors (the "**Board**") of Tervita Corporation (the "**Corporation**") is appointed by, and reports to, the Board. The Chairman of the Board's primary role is to manage the Board and ensure that the Board is properly organized in order to function effectively and meet its obligations and responsibilities as provided under its mandate.

The Chairman of the Board and the chief executive officer (the "**CEO**") of the Corporation ensure effective relations with Board members, securityholders, other stakeholders and the public.

### 2. DUTIES AND RESPONSIBILITIES

#### 2.1 Working With Management

With respect to working with management, the Chairman of the Board is responsible for:

- (a) acting as the principal sounding board, counselor and confidant for the CEO, including helping to review strategies, define issues, maintain accountability, and build relationships;
- (b) at the request of the CEO, providing advice to the CEO on major policy issues;
- (c) at the request of the CEO, assist in representing the Corporation in a general industry and community context;
- (d) facilitating the CEO's awareness of concerns of the Board, securityholders, other stakeholders and the public;
- (e) leading the Board in monitoring and evaluating the performance of the CEO, in the implementation of the management succession and development plans;
- (f) leading the Board in assessing, in conjunction with the human resources and compensation committee (the "**Human Resources and Compensation Committee**") and the governance committee (the "**Governance Committee**") of the Board, the performance of the CEO and other senior officers, and provide input with respect to compensation and succession;
- (g) working with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board;



- (h) at the request of the CEO, executive management or any committee of the Board, providing assistance on major policy issues such as acquisitions, divestitures, and new strategic initiatives; and
- (i) at the request of the CEO, assisting in representing the Corporation at senior levels of industry or government to promote specific corporate objectives.

## **2.2 Managing the Board**

With respect to managing the Board, the Chairman of the Board is responsible for:

- (a) ensuring the Board is alert to its obligations to the Corporation, securityholders, management, other stakeholders and pursuant to applicable law;
- (b) chairing meetings of the Board;
- (c) establishing the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- (d) assisting the Governance Committee in recommending to the Board nominees for election as members of the Board;
- (e) assisting the Governance Committee in recommending committee members and committee chair appointments to the Board for approval and review of the need for, and the performance and suitability of, those committees;
- (f) leading the Board in assessing, in conjunction with the Human Resources and Compensation Committee and the Governance Committee, the performance of the board, the committees and the committee chairs, and provide input with respect to compensation and succession;
- (g) ensuring the co-ordination of the agenda, information packages and related events for Board meetings in conjunction with the CEO and the corporate secretary of the Corporation;
- (h) ensuring the Board receives adequate and regular updates from the CEO on all issues important to the welfare and future of the Corporation;
- (i) liaising with all directors and Board committee chairs to co-ordinate input from directors, and optimize the effectiveness of the Board and its committees; and
- (j) overseeing director attendance, performance and compensation and the size and composition of the Board in conjunction with relevant committees of the Board.



### **2.3** Maintaining Relations with Securityholders, other Stakeholders and the Public

With respect to maintaining relations with securityholders, other stakeholders and the public, the Chairman of the Board is responsible for:

- (a) chairing meetings of securityholders;
- (b) in conjunction with the CEO, ensuring the Corporation's management and, where applicable, the Board are appropriately represented at official functions and meetings with major securityholder groups, and other stakeholder groups; and
- (c) undertaking public service activities, as requested by the CEO and relevant committees, in connection with the Corporation's charitable, educational and cultural activities and objectives.