

# GDI INTEGRATED FACILITY SERVICES INC.

## CHAIR OF THE BOARD OF DIRECTORS

### POSITION DESCRIPTION

#### 1. Introduction

On the recommendation of the Board of Directors (the "**Board**") of GDI Integrated Facility Services Inc. (the "**Corporation**"), the Corporation has decided to adopt a written position description for the Chair of the Board (the "**Chair**") who is responsible for the effective functioning of the Board.

#### 2. Appointment

The Chair of the Board shall be appointed by the Board for a one year term at the first meeting of the Board following the annual meeting of shareholders each year (provided if there is a vacancy in such office, the members of the Board shall appoint one of its members to fill the vacancy until such time as it is filled by the Board or at such other time as may be determined by the Board).

#### 3. Duties and Responsibilities

The Chair provides leadership to the directors, as applicable, and is responsible to effectively manage the affairs of the Board and ensure that the Board is properly organized and functions efficiently. The Chair also advises the chief executive officer (the "**CEO**") in all matters concerning the interests of the Board and the relationships between management personnel and the Board.

The duties and responsibilities of the Chair shall include the following:

- Establish procedures to govern the Board's work and ensure the Board's full discharge of its duties;
- Collaborate with the CEO and other members of management, where appropriate, to develop the agenda for the Board meetings;
- Obtaining appropriate information from management to enable the Board and the Board committees to exercise their duties;
- Assisting the Board committees in bringing any important issues and their recommendations forward to the Board for consideration;
- Providing overall leadership in support of the Corporation's commitment to corporate social responsibility;
- Ensuring that the Board acts and functions independently from management in fulfilling its fiduciary obligations;

- Working with the CEO, other officers and senior management personnel to monitor progress on the strategic plan, annual budgets, policy implementation and succession planning;
- Monitor committee's work to ensure that delegated projects or responsibilities are carried out and reported to the Board;
- Ensure major Corporation initiatives have proper and timely Board understanding, consideration, oversight and approval;
- Ensure proper flow of information to the Board and review adequacy and timing of documentary materials;
- Ensure that external advisors retained or to be retained by the Board are appropriately qualified and independent;
- Ensure that the Board has access to such members of management as may be required by the Board;
- Ensure that the responsibilities of the Board are well understood by both the Board and management, and that the relative responsibilities of the Board and management are clearly understood and respected;
- Ensure that the Board works as a cohesive team and provide the requisite leadership to achieve this;
- Ensure that the resources available to the Board (in particular, timely and relevant information) are adequate to support its work;
- Adopt procedures to ensure that the Board can conduct its work effectively and efficiently, including committee structures and composition, scheduling, and management of meetings;
- Ensure that a process is in place by which the effectiveness of the Board and its committees is assessed on a regular basis;
- Evaluate the implementation of improvements with regards to the effectiveness of the Board;
- Ensure that a process is in place by which the contribution of individual directors to the effectiveness of the Board and committees is assessed on a regular basis;
- Provide advice, counsel and mentorship to directors and assist them to improve their performance;
- Chair every meeting of the Board and encourage free and open discussion at meetings of the Board;
- Ensure that all items set out in the agenda of every meeting of the Board are properly discussed, considered and resolved;
- Subject to the By-laws of the Corporation, chair every meeting of shareholders and respond to such questions from shareholders as are put to the Chair of the Board at any such meeting;

- Ensure that all items set out in the agenda or notice of meeting of every meeting of shareholders, as applicable, are properly discussed, considered and resolved;
- Review and assess director attendance, performance and compensation and the size and composition of the Board, all in conjunction with relevant committees of the Board;
- Receive notices and materials for all committee meetings and attend such meetings whenever possible and to the extent required;
- As required, ensure that the independent members of the Board meet in a separate in camera session on a regular basis;
- Together with the Human Resources and Governance Committee, identify guidelines for the selection of, and evaluation of conduct of, the directors;
- Act as liaison and facilitate effective communication between the Board and management and provide that the boundaries between the responsibilities of the Board and of management are clearly understood and respected;
- Ensure ongoing formal communication among directors;
- Ensure that appropriate and complete education programs are developed and deployed for directors;
- Provide that a regular performance evaluation of the Chair is conducted and solicit input from all directors and management;
- Ensure management is aware of concerns of the Board, shareholders, other stakeholders and the public;
- At the request of the CEO, assist in representing the Corporation and/or the Board, as appropriate, in a general industry and community context, including at official functions and meetings with major shareholder groups and other stakeholder groups; and
- Carry out other duties as requested by the Board as a whole, depending on need and circumstances.

#### **4. Performance Assessment**

The Human Resources and Governance Committee reviews and annually recommends to the Board the objectives which the Chair is responsible for meeting and assesses the Chair against these objectives.

Effective date:

May 14, 2015.

Approved by:

Board of Directors on May 14, 2015