

GDI INTEGRATED FACILITY SERVICES INC

LEAD DIRECTOR OF THE BOARD OF DIRECTORS

POSITION DESCRIPTION

1. Introduction

The board of directors (the "**Board**") of GDI Integrated Facility Services Inc. (the "**Corporation**") has determined that, in accordance with National Policy 58-201 - *Corporate Governance Guidelines*, insofar as the Chair of the Board (the "**Chair**") is not independent, an independent member of the Board shall serve in a lead capacity (the "**Lead Director**").

2. Appointment

The independent members of the Board will select one of its members to be appointed Lead Director for such term as the independent members of the Board may determine.

3. Duties and Responsibilities

The Lead Director works closely with and in an advisory capacity to the Chair. His or her primary focus is to provide the Board with an independent perspective in respect of its oversight activities and to coordinate the activities of the other independent members of the Board.

The specific duties and responsibilities of the Lead Director include:

- (a) in conjunction with the Chair, manage the affairs of the Board, including being satisfied that the Board operates independently of management and is alert to its obligations to the Corporation and its stakeholders;
- (b) enhance the ability of the Board to act independently of management and non-independent directors;
- (c) act as a liaison between the Chair and the independent directors on sensitive issues;
- (d) be satisfied that the Corporation and the Board meet their obligations and responsibilities relating to corporate governance practices;
- (e) review conflict of interest issues with respect to members of the Board as they arise;
- (f) in conjunction with the Human Resources and Governance Committee, review and assess director attendance, performance, compensation and the size and composition of the Board and its committees;

- (g) if and when appropriate, consult and meet with any or all of the independent directors and represent such directors in discussion with management or non-independent directors of the Board on corporate governance issues and other matters; be satisfied that questions and comments of independent directors are heard and addressed;
- (h) chair Board meetings when the Chair is unavailable or when there is any potential conflict between the Chair and the Corporation; and
- (i) carry out such other duties and responsibilities as the Board may request from time to time.

4. Performance Assessment

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

Effective date:

May 14, 2015.

Approved by:

Board of Directors on May 14, 2015