

GDI INTEGRATED FACILITY SERVICES INC.

CHAIR OF THE HUMAN RESOURCES AND GOVERNANCE COMMITTEE

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 Human Resources and Governance Committee (the "**Committee**") who is responsible for the effective functioning of the Committee.

2. Appointment

The Chair of the Committee shall be appointed by the Board (on the recommendation of the Committee) 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 Committee 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 duties and responsibilities of the Chair of the Committee shall include the following:

1. Provide leadership to enable the Committee to act effectively in carrying out its duties and responsibilities as described in the Committee charter and as otherwise may be appropriate;
2. Ensure that there is an effective relationship between management and the members of the Committee;
3. Establish procedures to govern the Committee's work and ensure the Committee's full discharge of its duties, including:
 - Develop the agenda for Committee meetings, in consultation with, unless the Committee otherwise determines, the Chairman of the Board, the Lead Director, the Chief Executive Officer and the Vice President, Chief Legal Officer and Human Resources and other members of management, where appropriate;
 - Obtaining appropriate information from management to enable the Committee to exercise its duties;
 - Ensuring that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled;

- Ensuring proper flow of information to the Committee and reviewing adequacy and timing of documentary materials;
 - Ensuring that external advisors retained or to be retained by the Committee are appropriately qualified and independent; and
 - Ensuring that the Committee has access to such members of senior management as may be required by the Board.
4. Ensure dialogue and discussion between the Committee and the members of the Board on a timely basis.
 5. Chair every meeting of the Committee and encourage free and open discussion at meetings of the Committee.
 6. Report to the Board on matters reviewed by, and on any decisions or recommendations of the Committee at the next meeting of the Board following any meeting of the Committee.
 7. Attend every meeting of shareholders and respond to such questions from shareholders as may be put to the Chair of the Committee.
 8. Carry out other duties as requested by the Board, depending on need and circumstances.
 9. Ensure that the conduct of the Committee meetings provides adequate time for serious discussion of relevant issues.

Effective date: May 14, 2015
Approved by: Board of Directors on May 14, 2015