

**HIGH LINER FOODS INCORPORATED**  
**CHAIRMAN OF THE BOARD OF DIRECTORS**  
**POSITION PROFILE**

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**RESPONSIBILITY**

The fundamental responsibility of the Chairman of the Board of Directors (the “Chairman”) of the Company is to lead the Board to fulfill its duties effectively & efficiently. The Chairman provides leadership to the Board in reviewing and deciding upon matters which exert major influence on the Company’s business. The Chairman acts in a general advisory capacity to the President and Chief Executive Officer and other officers in all matters concerning the interests and management of the Company. The Chairman will work closely with the Lead Director in carrying out the obligations of the Board as identified in the Board Charter. Specifically, the Chairman shall perform the duties as required in the Company’s Articles of Association and shall:

**MEETINGS**

1. Jointly with the Lead Director ensure that the Board satisfies its obligations and responsibilities related to corporate governance and the Board Charter.
2. Preside at, and manage, Board meetings and shareholder meetings, ensuring that a quorum is present to conduct business.
3. Plan and organize the activities of the Board in consultation with the Chief Executive Officer, Lead Director, Corporate Secretary and with Committee Chairs and individual directors as necessary.
4. Oversee the distribution of information to the Board to support decision making sufficiently in advance of the meeting to allow adequate lead time for effective study and discussion of the business under consideration.
5. Jointly with the Lead Director, review and provide input to meeting agendas and ensure sufficient time during Board meetings to fully address agenda items.

**LEADERSHIP**

6. Consult collectively and individually with members of the Board, utilizing their capacities to the fullest extent necessary to optimize the effectiveness of the Board and its Committees.
7. Oversee and monitor Committees’ work to see that delegated Committee Charters are carried out and reported to the Board.
8. Provide the Board, Committees and individual Directors with leadership to assist them in their duties and responsibilities, and jointly with the Lead Director, actively participate in the selection of Committee members and Committee Chairs. The Chairman shall, jointly with the Lead Director, actively oversee the succession planning for Committee Chairs.
9. Provide advice, counsel and mentorship to individual Directors, to assist them to improve performance or, when appropriate, to transition them from the Board.

## **BOARD MANAGEMENT RELATIONSHIP**

10. Jointly with the Lead Director manage and clarify the boundaries between Board and Management responsibilities while fostering a constructive and professional working relationship.
11. Facilitate effective communication between Directors and Management, both inside and outside of Board meetings.
12. Act as principal liaison between the Board and management working closely with the Chief Executive Officer to ensure that the Company's Strategic Plan, Succession Plan and Annual Business Plan and performance relative to these plans are clearly presented to the Board.
13. Serve as an advisor to the Chief Executive Officer and executive management to ensure a smooth management transition and to assist in developing the leadership skills of Management.
14. Provide advice and be a sounding board for acquisitions and strategic transactions. Work actively, at the request of the Chief Executive Officer, on major acquisitions and other strategic transactions that would require changing the Company's capital structure or strategy.
15. The Chairman will work actively to transfer corporate and personal relationships to the Chief Executive Officer and executive management. At the request of the CEO, the Chairman will actively maintain and foster specifically agreed upon relationships for the benefit of the Company.

## **DIRECTOR RECRUITMENT, RETENTION, EDUCATION**

16. Jointly with the Lead Director and with the Nominating and Corporate Governance Committee, actively participate in the recruitment and retention of Directors, and oversee appropriate processes to determine that the Board of Directors has the requisite skill sets needed by the Company.
17. Support the orientation of new Directors and the continuing education of existing Directors. Assessment and Evaluation
18. Jointly with the Lead Director and in conjunction with the Board's Human Resources and Corporate Governance Committee, support and assist in the conduct of an annual assessment of the effectiveness of the overall Board and its members.
19. Assess, in conjunction with the Human Resources and Corporate Governance Committee, the performance of the Chief Executive Officer and provide input with respect to compensation and succession.

## **OTHER**

20. At the request of the Chief Executive Officer, represent the Board at official functions and meetings with major shareholder groups and other stakeholder groups.
21. Carry out any other appropriate duties and responsibilities assigned by the Board.