

## CHAIR OF THE BOARD

The Chair (the “Chair”) of the board of directors of Western Forest Products Inc. (the “Corporation”) reports to the Corporation’s shareholders and provides leadership to the Board in matters relating to the effective execution of all Board responsibilities and works with the Chief Executive Officer (the “CEO”) and other Executive Officers to address the organization’s responsibilities to stakeholders including shareholders, employees, customers, governments and the public. The term “Executive Officer” refers to the President and CEO, the Chief Financial Officer, the Chief Operating Officer, executive vice presidents, senior vice presidents and any other executive officer (as defined by applicable securities laws). The Chair will, in consultation with any applicable independent Lead Director:

- Provide effective leadership that enables the Board to function independently of management.
- Establish procedures to govern the Board’s work including:
  - schedule meetings of the Board;
  - preside as Chair at all Board meetings or delegate such responsibility if unavailable;
  - set the agenda of the Board meetings with input from other Board members and management and ensure there is sufficient time during the meeting to fully discuss agenda items;
  - encourage full participation, stimulate debate that is on topic, productive and professional, and facilitate consensus and clarity regarding decision-making;
  - ensure timely and relevant information and other resources are available to the Board
  - ensure that the Board has appropriate support and that all minutes are accurate, retained and reviewed; and
  - address complaints, questions and concerns regarding Board matters.
- Require that the Board fully exercises its responsibilities and duties in accordance with its mandate and all applicable policies.
- Meet or communicate regularly with the CEO regarding corporate governance matters, corporate performance and feedback from Board members.
- Act as a liaison between the Board and management.
- Serve as an advisor to the CEO and other Executive Officers.
- Advise the Nominating and Corporate Governance Committee (“NCGC”), on the establishment of appropriate committee structures, including the assignment of Board members and the appointment of committee chairs.
- Advise the NCGC, on the establishment of adequate orientation and ongoing training programs for Board members.
- Together with the NCGC coordinate the evaluation of the Board, the Chair’s and each Committee chair’s performance.



- Advise the NCGC on addressing concerns of individual directors.
- Advise the Management Resources and Compensation Committee (“MRCC”), on the establishment of goals for the CEO to facilitate the evaluation of the CEO’s performance and monitor the CEO’s performance relative to his or her goals and objectives.
- Advise the MRCC, on the establishment and management of a succession program for the CEO’s position.
- Chair meetings of the shareholders.
- Work with the CEO to represent the Corporation to external stakeholders including shareholders, the investment community, governments and the public.
- Carry out any other appropriate activities as requested or delegated by the Board, as needs and circumstances arise.