

## COMMITTEE CHAIR

### 1. Purpose

The Committee Chair provides leadership to the Committee, ensuring the Committee fulfills its mandate effectively, efficiently, and in compliance with its charter, applicable laws, and governance best practices. The Chair facilitates rigorous oversight, constructive dialogue, and well-informed decision-making, and serves as the primary liaison between the Committee and the Board.

### 2. Key Responsibilities

The Chair of the Committee will:

- establish an annual calendar of Committee meetings and ensure timely notice and materials are provided to Committee members.
- Preside over all Committee meetings, or delegate this responsibility if unavailable, ensuring meetings are conducted in an orderly, efficient, and professional manner.
- Set meeting agendas in consultation with Committee members and management, allocating sufficient time for meaningful discussion of all agenda items
- Encourage full participation by all Committee members and foster constructive, focused, and respectful debate.
- Facilitate consensus where appropriate and ensure clarity regarding decisions, recommendations, and follow-up actions.
- Ensure the Committee receives timely, relevant, and high-quality information and access to appropriate internal and external resources to support its work.
- Ensure the Committee carries out its responsibilities in accordance with its charter, Board policies, and applicable regulatory and fiduciary requirements.
- Monitor the effectiveness of the Committee's processes and recommend improvements to the Committee charter, work plan, or practices as appropriate.
- Work with the Nominating and Corporate Governance Committee and the Chair of the Board to ensure appropriate Committee composition in terms of size, skills, experience, and independence.
- Coordinate with the chairs of other Board committees on matters of shared or overlapping responsibility.
- Report Committee activities, discussions, recommendations, and decisions to the Board in a clear and timely manner.

# **WESTERN**

## **Forest Products**

- Ensure that accurate and complete minutes of Committee meetings are prepared, reviewed, and approved.
- Carry out such other duties and responsibilities as may be assigned by the Board from time to time.