

## **BADGER DAYLIGHTING LTD.**

### **POSITION DESCRIPTION - CHAIR OF THE BOARD**

#### **References to the Board of Directors**

Note that references contained herein to the Board of Directors shall mean the Board of Directors (the “**Board**”, each member of the Board a “**Director**”), of Badger Daylighting Ltd. (“**Badger**”).

#### **Chair of the Board**

The following principles shape the position description and duties for the chair (“**Board Chair**”) of the Board of Directors (the “**Board**”) of Badger:

1. The Board’s fundamental objectives are to enhance and preserve long-term value for the shareholders of Badger, to ensure Badger meets its obligations on an ongoing basis and that Badger operates in a reliable and safe manner. In broad terms, the stewardship of Badger involves the Board in strategic planning, financial reporting, risk management and mitigation, senior Management determination, communication, planning and internal control integrity.
2. The Board’s principal duty is to supervise the management of Badger’ business and affairs.
3. Badger is committed to establishing and maintaining a well developed governance process involving the Board, committees of the Board (the “**Committees**”) and management of Badger (“**Management**”).
4. Active involvement and substantive debate are encouraged.
5. The Board is involved in strategic policy issues.
6. The Board will strive to be effective and impactful.

#### **With the foregoing in mind, the framework for Board Chair will be:**

- The Board Chair is the chief officer of the Board, appointed annually by the Board with remuneration as determined by the Board. The Board Chair may be an executive officer or non-executive officer of Badger, as applicable.
- The Board Chair will foster and promote the integrity of the Board and an effective Board culture where the Board works harmoniously for the long-term benefit of Badger and its shareholders. The Board Chair will foster and promote a constructive tone so that the Directors work together as a team. The Board Chair will endeavour to build consensus among Directors.
- The Board Chair will preside at meetings of the Board and at meetings of the shareholders of Badger.
- The Board Chair will assist the Nominating and Governance Committee, as needed and may be a member of this committee. The Nominating and Governance Committee, by its mandate, assists the Board in matters pertaining to governance, including the organization and composition of the Board, the organization and conduct of Board meetings, and the effectiveness of the Board, the Committees, and individual Directors, in fulfilling their responsibilities.

- The Board Chair will be kept well informed on the major affairs and operations of Badger and on the economic and political environment in which it operates and will maintain regular contact with the CEO and other senior executive officers of Badger.

**The accountabilities of the Board Chair include:**

***Shareholder Meetings***

- Chair all shareholder meetings.
- Review and approve minutes of all shareholder meetings.

***Manage the Board***

- Chair all Board meetings.
- Provide leadership to the Board.
- In conjunction with the Governance Committee, ensure that processes to govern the Board's work are effective to enable the Board to exercise oversight and due diligence in the fulfillment of its mandate.
- Identify guidelines for the conduct and performance of Directors.
- Manage Director and Board performance.
- With the assistance of the CEO, Chief Financial Officer and Corporate Secretary, oversee the management of Board administrative activities (meeting schedules, agendas, information flow, and documentation).
- Facilitate communication among Directors.
- Attend Committee meetings as deemed appropriate.
- Review and approve minutes of all Board meetings prior to presentation to the Board for approval.

***Develop a More Effective Board***

- Working with the Nominating and Governance Committee to plan Board and Committee composition, recruit Directors, and plan for their succession.
- Working with the Nominating and Governance Committee, participate in the Board effectiveness evaluation process and meet with individual Directors, if deemed prudent, to provide constructive feedback and advice.
- Working with the Nominating and Governance Committee, review any change in circumstance of individual Directors and determine whether their other commitments conflict with their duties as Directors of Badger;
- Working with the Nominating and Governance Committee, review requests from the CEO to sit on the board of directors of outside business organizations.
- Review and approve requests from Directors for courses to improve their skills and competencies.

### ***Work with Management***

- Support and influence strategy.
- With the assistance of the Human Resources Compensation Committee, lead the Board in evaluating the performance of the CEO.
- Build relationships at the senior Management level.
- Provide advice and counsel to the CEO.
- Serve as an advisor to the CEO concerning the interests of the Board and the relationship between Management and the Board.

### ***Liase with Stakeholders***

- Share Badger' views regarding Badger and other matters relevant to Badger with other boards and organizations when required.
- Although primary responsibility for Badger' relationships with the financial community, the press and other external stakeholders rests with the CEO, the Board Chair may be requested, from time to time, to attend meetings with outside stakeholders.

### **Document Control Information**

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