

Chair of the Governance Committee – Position Profile

The Chair of the Governance Committee of the ISC Board of Directors provides independent, effective leadership to the committee and leads the committee in fulfilling the duties and responsibilities set out in its Terms of Reference. The Committee Chair is responsible for the overall effectiveness of the committee and the effectiveness of the communications and relations between the committee and the Board.

In addition to the responsibilities and specific duties set out in the Expectations for Directors of ISC Board and any other mandate or position description, the Chair of the Governance Committee is responsible for the following:

1. Committee Leadership

- a. Assume principal responsibility for the operation and functioning of the committee, providing overall leadership to the committee;
- b. Lead, manage and organize the committee consistent with the approach to governance adopted by the Board;
- c. Facilitate effective functioning of the committee;
- d. Ensure the responsibilities of the committee are communicated to the members of the committee and that the distinct role of the committee is understood and respected;
- e. Serve as the spokesperson of the committee;
- f. Liaise with the Chair of the Board of Directors regarding significant committee issues;
- g. Ensure committee items for board discussions are placed on the board agenda;
- h. Oversee the assessment of the performance of the committee.

2. Committee Meetings

- a. Ensure the committee meets at least 4 times annually, as required by the Terms of Reference of the committee;
- b. Schedule meetings in collaboration with committee members, the President and CEO, the Corporate Secretary and independent advisors and members of management, as appropriate;
- c. Chair all meetings of the committee and, if unavailable, appoint a committee Vice Chair to chair meeting;
- d. Approve committee meeting agendas and ensure adequate time to cover agenda items;
- e. Facilitate constructive discussion at committee and Board meetings and facilitate the achievement of consensus decisions.