CANADIAN APARTMENT PROPERTIES • REIT

POSITION DESCRIPTION - CHAIR OF THE BOARD

The Chair of the Board of Trustees (the "**Board**") is responsible for the effective functioning of the Board.

The Chair shall be appointed by the Board for a one year term at the first meeting of the Board following the annual meeting of unitholders each year.

The Chair of the Board shall:

1. Establish procedures to govern the Board's work and ensure the Board's full discharge of its duties, including:

   - Providing overall leadership to enhance the effectiveness and performance of the Board, the committees of the Board, and individual trustees of the Board ("**Trustees**");
   - Fostering ethical and responsible decision making by the Board, the committees of the Board and individual Trustees;
   - Collaborating with the CEO and other members of management, where appropriate, to develop the agenda for Board meetings;
   - Providing appropriate information from management to enable the Board and committees to exercise their accountabilities;
   - Ensuring that items requiring Board/committee approval are appropriately tabled;
   - Ensuring that the duties and responsibilities of the committees of the Board are carried out in accordance with the charters of such committees;
   - Assisting the committees of the Board in bringing their recommendations forward to the Board for consideration;
   - Ensuring proper flow of information to the Board and reviewing adequacy and timing of documentary materials in support of management's proposals;
   - Creating a cooperative atmosphere where Trustees are encouraged to openly discuss, debate and question matters requiring their attention in a constructive and productive fashion;
   - Ensuring that the independent Trustees meet in a separate in camera session, as deemed necessary or advisable by the Board;

- Ensuring that external advisors retained or to be retained by the Board are appropriately qualified and independent; and

- Ensuring that the Board has access to members of senior management as may be required by the Board.

2. Ensure the Board meets according to its regular schedule and otherwise as required.

3. Chair every Board meeting and encourage free and open discussion at meetings.

4. Chair every meeting of unitholders and respond such questions as are put to the Chair of the Board of Trustees at any such meeting.

5. Receive notices and materials for all committee meetings and attend all such meetings whenever possible.

6. Together with the Governance and Nominating Committee, identify guidelines for the selection of, and evaluation of conduct of, the Trustees.

7. Act as liaison between the Board and management.

8. Carry out other duties as requested by the Board as a whole, depending on need and circumstances.

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