



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

The Board of Trustees of Chartwell Retirement Residences (“Chartwell”) is elected by the unitholders of Chartwell (the “Unitholders”). The Board of Directors of Chartwell Master Care Corporation (the “Corporation”) (the “Board”), is elected by the trustees of Chartwell, as directed by the Unitholders of Chartwell, and is responsible for the stewardship of the business and affairs of the Corporation and of Chartwell. The Board directly as well as through its committees, oversees the conduct of the business and affairs of the Corporation and of Chartwell and makes all major policy decisions.

The non-executive Chair of the Board is appointed annually by the Board from among its independent members. The Chair is responsible for the management, development and effective performance of the Board and provides leadership in every aspect of its work. The Chair acts in an advisory capacity to the President and Chief Executive Officer and to other officers in matters concerning the interests of the organization and the Board and relationships between management and the Board. To assist in fulfilling the responsibilities set out in this mandate, the Chair has authority to retain, at Chartwell’s expense, independent legal counsel or other advisors and to approve the fees and terms of the retention.

### **SPECIFIC RESPONSIBILITIES**

In addition to carrying out special assignments at the request of the Board, the Chair:

#### **1. Management of the Board**

- In consultation with the President and Chief Executive Officer plans and organizes the activities of the Board, including:
  - the agenda for, frequency of, preparation for, and the conduct of, Board meetings;
  - the quality, quantity and timeliness of the information that goes to the Board;
  - ensures that sufficient time is allotted during Board meetings for effective discussion of agenda items and key issues and concerns and facilitates a candid and full discussion of all key matters that come before the Board; and
  - the ongoing formal and informal communication with and among directors.
- Together with the Compensation, Governance and Nominating Committee, is responsible for:
  - leading Board succession planning and the recruitment of directors;
  - orientation and mentoring of new directors and the continuing education of current directors;
  - the formation and membership of committees, the selection of committee Chairs, and the integration of activities of the committees with the work of the Board;
  - evaluation of the Board’s effectiveness, and implementation of improvements;
  - overseeing the process for regular director peer review; and
  - reviewing changes in circumstances of individual directors.

- With advice from the Compensation, Governance and Nominating Committee and approval of the Board, interviews prospective candidates for Board membership.
- Chairs Board meetings and ensures that the Board is properly organized and functions effectively.
- Chairs sessions of independent Board members, ensuring adequate opportunities to discuss issues without management and non-independent directors present, and provides feedback to the President and Chief Executive Officer.
- Where Board functions have been delegated to committees, ensures that the results are reported to the Board.
- Participates in succession planning for the Chair of the Board.
- Provides leadership and decision-making in crisis situations.

## 2. Relations with Unitholders and Other Stakeholders

- Chairs meetings of Unitholders.
- Facilitates the Board's efforts to create and maintain practices that respond to feedback from Unitholders and other stakeholders.
- In consultation with management, responds to Unitholder concerns regarding issues relating to the Board.
- Represents the Board at meetings with regulators, when required.
- Represents the Board at meetings with major Unitholders and other stakeholder groups, when required.

## 3. Management Relations

- Has unrestricted access to management and employees.
- Provides advice to the President and Chief Executive Officer on major issues.
- Facilitates effective communication between directors and management, both inside and outside of Board meetings.
- Works with the President and Chief Executive Officer to ensure management strategies, plans and performance are appropriately represented to the Board.
- Participates with the Compensation, Governance and Nominating Committee in overseeing succession plans for key management roles and in establishing the performance goals and assessment of the President and Chief Executive Officer in meeting specified objectives.
- Advises management in the planning of the annual strategy meetings and property tours.

Approved by the Board on February 22, 2018.