

# **Pond Technologies Holdings Inc**

## **CHAIR OF THE BOARD MANDATE**

### **I. INTRODUCTION**

- A. The Board has ultimate accountability for the management of the Corporation. Critical to meeting this accountability responsibility is the relationship between the Board and Senior Management, shareholders and other stakeholders of Pond, including employees, customers, suppliers and the communities in which the Corporation operates, as well as individual Directors.
- B. The Chair, as the presiding member of the Board, must ensure that these relationships are effective and efficient and further the best interests of the Corporation. In performing this role, the Chair must work with the CEO, manage the Board and, together with the CEO, ensure effective relations with shareholders, other stakeholders and the public.
- C. The Chair, while working closely with the CEO, should at all times retain an independent perspective to best represent the interests of the Corporation, while having due regard for the interests of its shareholders and other stakeholders, and the Board.

### **II. WORKING WITH SENIOR MANAGEMENT**

- A. The Chair shall:
  - i. act as the principal sounding board and counsellor for the CEO, including helping to define problems, reviewing strategy, maintaining accountability, building relationships and ensuring the CEO is aware of concerns of the Board, shareholders and other stakeholders;
  - ii. lead the Board in monitoring and evaluating the performance of the CEO, in ensuring the accountability of the CEO, and in ensuring implementation of the succession and development plans by the CEO;
  - iii. co-ordinate with the CEO to ensure that Senior Management's strategy, plans and performance are appropriately represented to the Board, shareholders and other stakeholders as appropriate;
  - iv. review and, if appropriate, approve any request of the CEO to exceed the CEO's Limit of Authority, as approved from time to time.

### **III. MANAGING THE BOARD**

- A. The Chair shall:
  - i. ensure that the Board has full governance of the Corporation's business and affairs and that the Board is alert to its obligations to the Corporation, Senior Management, shareholders and other stakeholders;

- ii. provide strong leadership to the other Directors and assist the Board in reviewing and monitoring the aims, strategy, policy and directions of the Corporation and the achievement of its objectives;
- iii. communicate regularly with other Directors to keep them up to date on all major developments, and ensuring the Board has sufficient knowledge to permit it to comfortably and properly make major decisions when such decisions are required;
- iv. determine the frequency of Board meetings and review such frequency from time to time as considered appropriate or as requested by other members of the Board;
- v. co-ordinate the development of the agenda, information packages and related events for Board meetings with the CEO, CFO and the Corporate Secretary as appropriate;
- vi. chair all meetings of the Board, including those portions which are held in camera during which members of Senior Management are not in attendance, and report to the CEO on the results of those meetings as appropriate, provided that in the event that the Chair is required to be excluded from any portion of a meeting, such meeting will be chaired by the Lead Director;
- vii. in conjunction with the Governance Committee, recommend the committees of the Board and their composition, review the need for, and the performance and suitability of, such committees and make such adjustments as are deemed necessary from time to time;
- viii. in conjunction with the Governance Committee recommend the appointment of a Lead Director, if required. The "Lead Director" shall be an independent director.
- ix. attend committee meetings as an ex officio member as appropriate;
- x. ensure that the Board and Board committee meetings are conducted in an efficient, effective and focused manner;
- xi. in conjunction with the Chairs of the Governance and the Nomination and Compensation Committees, annually review and assess Director attendance and compensation, and the size and composition of the Board; and
- xii. assess, on an annual basis, Director performance and communicate the results to the Board.

#### **IV. RELATIONS WITH SHAREHOLDERS, OTHER STAKEHOLDERS AND THE PUBLIC**

##### **A. The Chair shall:**

- i. chair meetings of shareholders;
- ii. represent the Board and the Corporation as required at official functions; and
- iii. engage in public service as requested by the CEO or the Board in connection with the Corporation's charitable, educational and cultural activities.