

## Chair of the Board

### Summary

The Chair provides leadership to the Board of Directors in discharging its mandate in an effective manner.

### Major Duties and Responsibilities

In addition to his/her duties as a member of the Board, the Chair has oversight roles and responsibilities relating to the work and functioning of the Board as follows:

- Chairs Board of Directors meetings and annual and special meetings of shareholders and policyholders or, either in his/her absence or as requested by the Chair, designates the Vice-Chair of the Board, or another director of the Board if required, to preside in his/her stead
- Fosters an atmosphere at Board of Directors meetings conducive to open discussion and debate
- Organizes the agenda for, frequency of, preparation for, and the conduct of, Board of Directors meetings
- Manages the quality, quantity and timeliness of the information that goes to the Board of Directors
- Monitors the work of any committees of the Board of Directors and in that connection the Chair may attend meetings of any such committees
- Encourages independent directors to participate in Board of Directors discussion
- Assists in the Board of Directors' evaluation and self-assessment of its effectiveness and implementation of improvements
- Promotes the proper flow of information to the directors to keep the Board of Directors fully apprised of all matters which are material to the Company at all times
- Provides arrangements for members of the Board of Directors to communicate with the Chair formally and informally concerning matters of interest or concern to Board of Directors members
- The Chair will perform such other functions as may be ancillary to his/her duties or responsibilities to fulfill the mandate of the Board of Directors

## Qualifications

The Chair is expected to possess all of the qualifications of a director of the Board, and the following additional leadership abilities:

- Leadership experience with an ability to articulate clearly, implement a strategic vision, and oversee the implementation of plans and strategies to deliver efficient, effective and high quality services
- Experience fulfilling the directors' fiduciary duty of loyalty and duty of care
- Comprehensive understanding of the context in which The Empire Life Insurance Company operates, its community, the interests of stakeholders, customers and the public
- Superior group facilitation skills, consensual decision-making skills, experience running meetings, and being adept at encouraging explorative discussion and building consensus
- Judgement to identify and address potential conflict of interest situations
- Knowledge of, and commitment to, sound governance practices
- An understanding of sound financial and operational business processes and practices