

## **CROMBIE REIT**

### **Position Description Chair of the Board of Trustees**

#### **Scope**

The Chair is accountable for the overall effectiveness and efficiency of the Board's processes and governance. The Chair is responsible for leading the Board in the performance of Crombie's duties including the discharge of all fiduciary and legal obligations.

The Chair shall not be a member of management and, therefore, shall not share in the accountabilities, authorities and responsibilities delegated to management by the unitholders through the Board of Trustees. However, the Chair shall provide advice and counsel to the President and Chief Executive Officer (CEO) respecting matters within the purview of the Board.

#### **Board Leadership Responsibilities**

The Chair shall:

- Preside at all Board and unitholder meetings and provide leadership and direction to the Board and its processes;
- Establish and monitor procedures and structure to govern the Board's and Committees' activities and responsibilities in concert with the Governance and Nominating Committee;
- Ensure that the Board and its Committees discharge its stewardship duties in exerting major influence on the manner in which the REIT's business is conducted, and in preserving and creating unitholder value;
- Work with the CEO, Committee Chairs, and other Trustees to prioritize and organize the agendas for Board, Committee and annual Strategic Planning meetings;
- Schedule meetings and work with other Trustees and Committee Chairs to ensure effective discussion occurs at both the Board and Committee levels;
- With the Assistance of the REIT's Secretary, ensure proper flow of information and review adequacy and timing of documentation dissemination for meetings of the Board and Committees;
- Work with the CEO and appropriate Board committees in respect of nominations for all REIT officers;
- Identify corporate and Board governance issues for consideration and ensure, in working with the Chair of the Governance and Nominating Committee, that each Committee, Trustee and the Board overall is functioning effectively and adding significant value;
- Work with the Governance and Nominating Committee to ensure proper Board Membership, committee structure, diversity and continuity. Particularly, the Chair shall ensure that adequate succession plans are in place in respect of Board and Committee Membership, and that our Diversity Policy parameters are met;

- Propose a Board of Trustees Mandate (and appropriate amendments from time to time) in concert with the Governance and Nominating Committee;
- Ensure that the Board, non-management Trustees, Independent Elected Trustees and CEO meet regularly in camera. and
- Participate as a non-voting, non-quorum committee member of all committees of the Board.

### **Overview Role**

In conjunction with other Trustees, through the Board and its various committees, the Chair monitors management's performance, succession, financial, strategic and operating decisions, as well as all aspects of Corporate Governance and reputation.

### **Other Duties and Responsibilities**

The Chair shall:

- Act as liaison among the Board, CEO, management and to the extent necessary the REIT's unitholders;
- Work with the CEO, as appropriate, to represent the REIT to unitholders and other stakeholders;
- Counsel and advise the CEO, as appropriate, and follow up on the implementation by management of all Board resolutions; and
- Perform other appropriate tasks and duties, as may from time to time be requested by the CEO, to advance the REIT's strategy and operating objectives.