



## **CHAIR OF A COMMITTEE OF THE BOARD POSITION DESCRIPTION**

### **OVERVIEW**

The Board of Directors of High Liner Foods Incorporated is the steward of the Company, and oversees the strategic planning process, the identification of principal risks and implementation of systems to manage risks, succession planning, external communications, and the integrity of the Company's internal control and management information systems.

The Board of Directors is independent of management, and reports to the shareholders of the Company. The Board is comprised of a maximum of seventeen members, a majority of whom shall be independent and outside directors; as such terms are defined in applicable legislation or guidelines, as the case may be.

### **ENVIRONMENT**

The Board of Directors meets at least four times a year to review the financial performance of the Company, to compare financial performance to approved budgets, to approve quarterly reporting to shareholders, and to review and approve major operating decisions, including new capital expenditures and asset disposals. In addition, the Board meets in December of each year to approve an annual budget and strategic initiatives for the next operating year.

Current standing Committees of the Board include the Executive Committee, the Audit Committee, the Human Resources & Corporate Governance Committee, and the Environment & Safety Committee.

### **ACCOUNTABILITIES OF THE CHAIR OF A COMMITTEE OF THE BOARD**

The Chair of any Committee of The Board has substantially the same responsibilities with respect to their Committee that the Chairman has with respect to the Board. The responsibility of the Chair of any Committee is to manage the affairs of that Committee and to ensure that the Committee meets all mandates delegated by the Board, either in the form of its written Charter as a standing Committee or Board resolutions for *ad hoc* committees. The Committee Chair's principal accountabilities include:

1. Managing the affairs of the Committee and monitoring its effectiveness; managing the Committee meetings; guiding its deliberations so that appropriate strategic and policy decisions are made; and ensure proper oversight is exercised;

2. In consultation with the Chief Executive Officer or other appropriate member of senior management:

- Setting the Committee agendas;
- Ensuring that the business of the Committee is fulfilled in accordance with its Charter or mandate as delegated;
- Regularly reporting to the Board with respect to business conducted, decisions taken, and recommendations for Board approval.