



## IPL PLASTICS INC.

### POSITION DESCRIPTION OF THE CHAIR OF THE BOARD OF DIRECTORS

#### INTRODUCTION

On the recommendation of the Corporate Governance and Nominating Committee, the board of directors (the "**Board**") of IPL Plastics Inc. (the "**Corporation**") has adopted a position description for the chair of the Board (the "**Chair**"), who is responsible for the effective functioning of the Board.

#### 1. APPOINTMENT

The Chair shall be appointed by the Board for a one year term at the first meeting of the Board following the annual meeting of shareholders each year (provided if there is a vacancy in such office the lead director, or if such office is also vacant, then the chair of the Corporate Governance and Nominating Committee) shall fill the vacancy until such time as it is filled by the Board.

#### 2. DUTIES AND RESPONSIBILITIES

The Chair provides leadership to the directors, as applicable, and is responsible for effectively managing the affairs of the Board and ensuring that the Board is properly organized and functions efficiently. The Chair also advises the chief executive officer of the Corporation (the "**CEO**") in all matters concerning the interests of the Board and the relationships between management personnel and the Board.

The duties and responsibilities of the Chair shall include the following:

##### 2.1 Leadership and Governance

- 2.1.1 Establish procedures to govern the Board's work and ensure the Board's full discharge of its duties, including:
- (1) Collaborating with the lead director, if applicable, the CEO and other members of management, where appropriate, to develop the agenda for Board meetings;
  - (2) Ensuring adequate time is available for discussion of all agenda items;
  - (3) Ensuring that external advisors retained or to be retained by the Board are appropriately qualified and independent;
  - (4) Taking all reasonable steps to ensure that the resources available to the Board are adequate to support its work;
  - (5) Ensuring that the Board acts and functions independently from management in fulfilling its fiduciary obligations; and
  - (6) Ensuring that the Board and its committees fulfil their respective mandates.
- 2.1.2 Together with the Corporate Governance and Nominating Committee, identify guidelines for the selection of, and evaluation of conduct of, the directors.

- 2.1.3 Assist the Corporate Governance and Nominating Committee in the establishment of, and lead in the provision of, a properly constructed induction program for new directors, as well as appropriate training, strengthening and development for all directors.
- 2.1.4 Promote the culture and values of the Corporation as well as the aims of the Corporation with its key global stakeholders and support client relations to promote the Corporation's activities, if required.

## **2.2 Board Meetings**

- 2.2.1 Provide input on the frequency, dates and locations of the meetings of the Board.
- 2.2.2 Ensure that all items requiring Board approval are appropriately tabled.
- 2.2.3 Chair every meeting of the Board, promote effective decision making and encourage free and open discussion at meetings of the Board.
- 2.2.4 Ensure that independent members of the Board meet in a separate *in camera* session at each Board meeting.

## **2.3 Management Relationships**

- 2.3.1 Ensure that the Board has access to such members of senior management as may be required by the Board.
- 2.3.2 Ensure that the responsibilities of the Board are well understood by both the Board and management, and that the relative responsibilities of the Board and management are clearly understood.
- 2.3.3 Ensure that the Board receives appropriate and timely information, material and reports from management regarding the Corporation's business and affairs in order to permit the Board to discharge its duties and responsibilities.
- 2.3.4 Ensure proper flow of information to the Board and review adequacy and timing of documentary materials in support of management's proposals.

## **2.4 Board Committees**

- 2.4.1 Ensure that all items requiring committee approval are appropriately tabled.
- 2.4.2 Assist the Board committees in bringing their recommendations forward to the Board for consideration.
- 2.4.3 Receive notices and materials for all committee meetings and attend all such meetings whenever possible and to the extent required.

## **2.5 Shareholder Meetings**

- 2.5.1 Ensure the shareholders meet at least one a year and otherwise as required by law.
- 2.5.2 Ensure that all items set out in the notice of meeting are properly discussed, considered and resolved.
- 2.5.3 Arrange for the chairs of all committees of the Board to be available to answer questions at, and for all directors to attend, the annual meeting of shareholders.

2.5.4 Chair every meeting of shareholders and respond to such questions as are put to the Chair at any such meeting.

**2.6 Other Duties**

2.6.1 Be available to all shareholders upon request, and communicate with the major shareholders when required.

2.6.2 Carry out other duties as requested by the Board, depending on need and circumstances.

**APPROVAL DATE: June 28, 2018.**