



MANDATE OF THE CHAIR OF THE GOVERNANCE AND ETHICS COMMITTEE

Appointment

La Caisse's Board of Directors appoints a member of the Governance and Ethics Committee to serve as Committee Chair.

Role of the Chair

The Committee Chair sees to the proper functioning of the Committee meetings. The Chair exercises leadership and rigour in the position's functions.

The Chair maintains efficient and transparent communications with the Chair of the Board and the Board of Directors as a whole, as well as with the President and Chief Executive Officer and management as a whole.

Main responsibilities

The responsibilities of the Chair of the Governance and Ethics Committee include:

- a) presiding at Committee meetings and ensuring that they are efficient and productive;
- b) seeking a consensus while encouraging frank, complete discussions;
- c) fostering a team spirit on the Committee;
- d) developing, in collaboration with the Secretary, agendas for the Committee meetings;
- e) establishing, in advance and in collaboration with the Chair of the Board, the President and Chief Executive Officer and the Secretary, the annual schedule of Committee meetings;
- f) ensuring, in collaboration with the Secretary, that the presentations and reports made to the Committee are well coordinated;
- g) ensuring that the Committee fulfills its roles and responsibilities in accordance with the *Act respecting the Caisse de dépôt et placement du Québec*, la Caisse's regulations and policies and the Committee's mandate;
- h) fostering a constructive relationship between the Committee, the Board of Directors and la Caisse's management;
- i) presenting the important issues discussed at Committee meetings to the Board of Directors;



- j) sending all the Committee's recommendations to the Board of Directors;
- k) being available to advise the Chair of the Board of Directors and/or the President and Chief Executive Officer on governance and/or ethics issues;
- l) coordinating the Board of Directors' evaluation process and submitting a report on the results of this evaluation to the Board of Directors;
- m) coordinating the process by which the Chair of the Board is evaluated by the directors, and meeting with the Chair of the Board to discuss this evaluation;
- n) helping develop succession plans for the position of Committee Chair and making any related recommendations, if applicable;
- o) assuming any other responsibilities that may be assigned to the Chair by the Committee or the Board of Directors.

Approved by the Governance and Ethics Committee on November 23, 2006
Adopted by the Board of Directors on November 24, 2006
Amended by the Board of Directors on October 30, 2009
Revised by the Governance and Ethics Committee on December 16, 2010
Revised by the Board of Directors on November 25, 2011
Revised by the Board of Directors on December 13, 2013
Revised by the Board of Directors on December 11, 2015
Revised by the Board of Directors on February 20, 2018
Revised by the Board of Directors on October 11, 2019
