

## **MANDATE OF THE CHAIR OF THE GOVERNANCE AND ETHICS COMMITTEE**

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### **Appointment**

The Board of Directors (hereinafter the “Board”) of Caisse de dépôt et placement du Québec (hereinafter “CDPQ”) 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 discernment in the position’s functions to encourage the Committee in carrying out its mandate.

The Committee Chair ensures that all new members possess the knowledge they require to exercise their functions on the Committee and offers them any required training.

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

### **Main responsibilities**

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

- a) Presiding over 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*, CDPQ’s regulations and policies and the Committee’s mandate
- h) Fostering a constructive relationship between the Committee, the Board and CDPQ’s management
- i) Presenting the important issues discussed at Committee meetings to the Board
- j) Sending all the Committee’s recommendations to the Board

- k) Ensuring that members are able to meet and discuss issues without members of management being present
- l) Being available to advise, as needed, the Chair of the Board or the President and Chief Executive Officer on governance or ethics issues
- m) Coordinating the evaluation process of the Board and its committees and submitting a report on the results of this evaluation to the Board
- n) Coordinating the process by which the Chair of the Board is evaluated by the members, and meeting with the Chair of the Board to discuss this evaluation
- o) Helping develop succession plans for the position of Committee Chair and making any related recommendations, if applicable
- p) Assuming any other responsibilities that may be assigned to the Chair by the Committee or the Board