

**COMPUTER MODELLING GROUP LTD.**  
**CHAIR OF THE BOARD**  
**Position Description**

**A.     *FUNCTION***

Referring to the mandate of the Board, the Board Chair is to manage the affairs of the Board: ensures the Board is properly organized, undertakes effectively the specified stewardship functions, and operates independently of Management when necessary. In fulfilling this function, the Board Chair works with the Lead Director (if applicable), CEO, CFO, committee chairs and corporate secretary.

**B.     *SELECTION OF CHAIR***

1.     The Board shall appoint a Board Chair to act at the pleasure of the Board.

**C.     *SCOPE, DUTIES AND AUTHORITY***

1.     The Board Chair's scope, duties and responsibilities include, but are not limited to, the following:
  - a)     ensure the directors are alerted to their obligations to the Corporation and shareholders;
  - b)     ensure the Board meetings are called and held pursuant to this Terms of Reference and as otherwise appropriate;
  - c)     preside over and conduct Board meetings and annual shareholders meetings;
  - d)     in consultation with Management and committees, set agendas for Board meetings and coordinate with Management to ensure meeting materials are sent to directors with sufficient time for study prior to the meetings;
  - e)     in consultation with the Governance Chair, ensure the committee undertakes its functions and brings forth recommendations in a timely manner;
  - f)     in consultation with the Audit Chair, ensure the committee undertakes its functions and brings forth recommendations in a timely manner;
  - g)     maintain a liaison and communication with all directors to coordinate input from directors, and optimize the effectiveness of the Board and its committees;
  - h)     ensure the Board receives adequate and regular updates from the CEO on all issues important to the welfare and future of the Corporation;
  - i)     in conjunction with the Governance Committee, conduct the annual assessment of director performance and compensation, the size and composition of the Board and the Board's effectiveness;
  - j)     in collaboration with the CEO and CFO, ensure information requested by directors or committees is provided and meets their needs;

- k) review director conflict of interest issues and respond to questions from the directors and officers regarding the Code of Business Conduct as they arise;
- l) lead the Board in monitoring and evaluating the performance of the CEO, and reviewing the Management succession plans developed by the CEO;
- m) assist the CEO in representing the Corporation in a general industry and community context; and
- n) communicate with the CEO regarding concerns of the Board, shareholders, other stakeholders and the public.