



CHAIR OF THE BOARD OF DIRECTORS POSITION DESCRIPTION

INTRODUCTION

The chair (the “**Chair**”) of the Board of Directors (the “**Board**”) of Medical Facilities Corporation (the “**Corporation**”) provides leadership to the Board, oversees its effectiveness, and assures that the Board meets its obligations and responsibilities in accordance with the Board of Directors Charter (the “**Charter**”). The Chair also monitors and co-ordinates the functions of the Board with management to effectively maintain the separation of roles and responsibilities, and provides advice and counsel to the Chief Executive Officer (“**CEO**”) in respect of matters within the purview of the Board.

APPOINTMENT

The Chair shall be appointed by the Board from among its members and hold office until removal, resignation or retirement.

The Chair shall perform the functions of the office on a part-time basis and shall not be an officer of the Corporation or its direct and indirect subsidiaries. The Chair shall not be expected to and shall not perform policy making functions other than in his or her capacity as a director of the Corporation. The Chair shall not have the right or entitlement to bind the Corporation in his or her capacity as Chair.

GENERAL STATEMENT OF RESPONSIBILITIES

The Chair shall be responsible for:

- (a) Ensuring the Board has a strategic focus and represents the best interests of the Corporation:
 - (i) Ensuring the Board focuses on the Corporation’s strategic performance, by working with the CEO and the Board in managing Board meeting agendas and developing the Board’s priorities; and
 - (ii) Ensuring that the Board represents and protects the long-term best interests of the Corporation.
- (b) Helping set the tone and culture of the Corporation:
 - (i) Ensuring that the boundaries between Board and management responsibilities are well understood and respected by both the Board and management; and
 - (ii) Encouraging a professional environment and productive process to foster ethical and responsible decision-making, appropriate oversight of management and best practices in corporate governance.
- (c) Managing relationships:
 - (i) Acting as a liaison between the Board and the CEO, and providing advice, counsel and mentorship to the CEO;
 - (ii) Serving as a key interface among Board members;

- (iii) At the request of the CEO or where appropriate, participating in external activities to represent the Corporation to its major stakeholders; and
- (iv) Engaging with shareholders as the Board may deem appropriate.
- (d) Ensuring the Board is operating effectively through the adoption of, and compliance with, procedures so that the Board effectively carries out its responsibilities in compliance with the Charter.

SPECIFIC RESPONSIBILITIES

Without limiting the generality of the responsibilities of the Chair as described in the General Statement of Responsibilities above and in addition to fulfilling his or her duties as individual director, the Chair shall have the following responsibilities, with the support and assistance of the CEO, as appropriate:

Board Administration

- (a) Scheduling the number, timing and location of regular Board meetings, and reviewing the frequency of the Board meetings from time to time, as considered appropriate or as requested by the Board;
- (b) Scheduling special meetings of the Board, where appropriate;
- (c) Holding regular *in-camera* sessions at Board meetings and scheduling sessions of the non-executive directors without the presence of management;
- (d) In consultation with the CEO, setting the agenda for each Board meeting in accordance with the Board's workplan, and ensuring that all required business is brought before the Board to enable the Board to carry out its duties and responsibilities; and
- (e) Co-ordinating with the CEO to ensure the Board is provided with all reasonably required and available information relating to each matter to be considered by the Board and that such information is provided within a reasonable time in advance of the meeting.

Conduct of Board Meetings

- (a) Presiding as chair of all meetings of the Board;
- (b) Ensuring that all matters on the meeting agenda are allocated sufficient time to be appropriately discussed and brought to resolution, as required;
- (c) Ensuring that all directors are afforded the opportunity to contribute their positions, views, advice, and questions;
- (d) Working constructively toward achieving a consensus among directors on any matter brought before the Board for its decision, view, or advice; and
- (e) Ensuring that Board discussions and decisions are properly summarized and recorded.

Board Culture

- (a) Providing leadership to the Board to promote, foster, and support (i) respect, trust, and collegiality among directors, and between the Board and management, (ii) high performance and commitment by all directors, (iii) highest level of integrity, accountability, and honesty in the actions of the Board and management, (iv) the open and timely sharing of all relevant information between the Board and management, and (v) genuine commitment by the Board to good governance practices; and

- (b) Counseling collectively and individually with members of the Board and each Board committee to ensure full utilization of individual capacities and optimum performance of the Board and each of its committees.

Board Committee Matters

- (a) In consultation with the Corporate Governance, Nominating and Compensation (“CGNC”) Committee, ensuring that appropriate committee structure is in place and assisting and supporting the chair of the CGNC Committee in making recommendations to the Board in respect of the composition of, and the designation of the chair, of all committees of the Board;
- (b) Ensuring that the functions of the Board delegated to committees of the Board are carried out by the committees;
- (c) Serving as an *ex-officio* member of all committees of the Board if not appointed to the committees by the Board;
- (d) Assisting and supporting the chair of the CGNC Committee in the administration of the evaluation of the performance and effectiveness of the Board, individual directors, committees, and committee chairs; and
- (e) Assisting and supporting the CGNC Committee and the Board in monitoring and evaluating the performance of the CEO.

Board Recruitment

- (a) Together with the chair of the CGNC Committee, participating in the director recruitment process; and
- (b) Supporting the orientation of new directors.

Miscellaneous Matters

- (a) Presiding as chair of all annual and special meetings of shareholders;
- (b) Responding to potential conflict of interest situations;
- (c) At the request of any Board member, meeting or being available for discussion with that member between meetings of the Board;
- (d) Reviewing the annual assessment of the Board and taking measures to correct any weaknesses underlined by the assessment; and
- (e) At the request of the Board, carrying out such other duties and responsibilities as may be required.

REVIEW

The Board and CGNC Committee shall review this position description at least annually or, where circumstances warrant, at such shorter intervals as is necessary, to determine if further additions, deletions or other amendments are required.