

## **BLACKLINE SAFETY CORP.**

### **POSITION DESCRIPTION**

#### **CHAIR OF THE BOARD**

The term "**Corporation**" refers to Blackline Safety Corp., the term "**Board**" refers to the Board of Directors of the Corporation and the term "**Chair**" refers to the chair of the Board.

#### **1. The Overall Tasks and Responsibilities of the Board**

The Board of the Corporation is responsible for the stewardship of the Corporation. In discharging the responsibility of the Board each director will exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances and will act honestly and in good faith with a view to the best interests of the Corporation. The mandate of the Board is set forth in further detail pursuant to the written mandate adopted by the Board.

#### **2. Qualifications of the Chair**

In order to act as Chair, the director must:

- (a) be qualified to serve as a director under Section 105 of the *Business Corporations Act* (Alberta); and
- (b) be "independent" (as such term is used in National Instrument 58-201 – *Corporate Governance Guidelines*),

provided, that if the Chair does not qualify as "independent", the Chair may continue to act in such capacity if the Corporation appoints an "independent" Lead Director to act in accordance with the Lead Director Position Description approved by the Board.

#### **3. Duties and Responsibilities of the Chair**

- (a) The Chair shall, when present, preside at all meetings of the Board and, unless otherwise determined by the directors, at all meetings of shareholders.
- (b) The Chair shall endeavour to provide overall leadership to the Board without limiting the principle of collective responsibility and the ability of the Board to function as a unit.
- (c) The Chair shall be responsible to ensure that Board meetings function satisfactorily and that the tasks of the Board are handled in the most reasonable fashion under the circumstances. In this connection, it is recommended that the Chair attempt to ensure that the individual director's particular knowledge and competence are used as best as possible in the Board work for the benefit of the Corporation. The Chair shall endeavour to encourage full participation and discussion by individual directors, stimulate debate, facilitate consensus and ensure that clarity regarding decisions is reached and duly recorded.
- (d) The Chair shall endeavour to ensure that the Board's discussions and deliberations take place when as many of the directors as possible are present and that essential decisions are made when as many directors as possible are present.

- (e) The Chair shall endeavour to establish a line of communication with the Chief Executive Officer of the Corporation to ensure that Board meetings can be scheduled to deal with important business that arises outside of the regular quarterly meetings.
- (f) The Chair shall endeavour to fulfill their Board leadership responsibilities in a manner that will ensure that the Board is able to function independently of management. The Chair shall allow for meetings of all independent directors, so that Board meetings can take place without management being present. The Chair shall endeavour to ensure reasonable procedures are in place to allow for directors to engage outside advisors at the expense of the Corporation, as determined by the Governance, Compensation and Sustainability Committee, in appropriate circumstances.
- (g) With respect to meetings of directors or shareholders, it is the duty of the Chair to enforce the Rules of Order. These duties include:
  - (i) ensuring that the meeting is duly constituted;
  - (ii) ensuring the meeting provides for reasonable accommodation;
  - (iii) confirming the admissibility of all persons at the meeting;
  - (iv) preserving order and the control of the meeting;
  - (v) in respect of shareholders' meetings, appointing scrutineers if requested and instructing them in their duties;
  - (vi) ruling on the validity of proxies; and
  - (vii) ascertaining the sense of the meeting by a vote on all questions properly brought before the meeting.
- (h) The Chair shall also liaise with the appointed Secretary of the Corporation to ensure that a proper notice and agenda has been disseminated, and that appropriate accommodations have been made for all Board and shareholder meetings.
- (i) The Chair shall also endeavour to:
  - (i) ensure that the boundaries between the Board and management responsibilities are clearly understood and respected and that relationships between the Board and management are conducted in a professional and constructive manner;
  - (ii) facilitate effective communication between directors and Management, both inside and outside of Board meetings;
  - (iii) when appropriate, assist directors in their transition from the Board, and to support the orientation of new directors and the continuing education of current directors; and
  - (iv) ensure that an annual performance evaluation of the Board chair (and any committee upon which the Board Chair sits as the chair) is conducted, soliciting input from all directors and appropriate members of management and to carry out

any other appropriate duties and responsibilities as may be assigned by the Board from time to time.

- (j) The Chair shall meet as frequently as necessary with each director to obtain insight as to where they believe the Board and its committees could be operating more effectively.

**4. Review of Position Description**

The Chair, in consultation with the Board as a whole, shall meet regularly to review and consider refinement of the position description for the Chair.

May 18, 2021