

## **CANADIAN SCHOLARSHIP TRUST FOUNDATION**

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

#### **MANDATE**

The chair of the board of directors is expected to play a leadership role in the governance of Canadian Scholarship Trust Foundation (the “Foundation”) and its subsidiaries and the other entities it controls, including the plans, funds and investment vehicles it sponsors from time to time (collectively the “CST Group”).

In order to fulfil that responsibility, the chair shall:

1. Preside at all meetings of the members of the Foundation and the board.
2. Serve as chair of the Executive Committee of the Foundation and lead the work of that committee as described in its terms of reference.
3. Work with the Chief Executive Officer to plan the annual calendar for board meetings and board meeting agendas to ensure that they provide an effective framework for the board to fulfil its stewardship responsibilities.
4. Act as a liaison between the board and the Chief Executive Officer with a view to ensuring that (a) the boundaries between board and management responsibilities are well understood and respected, (b) relationships between the board and management are conducted in a professional and constructive manner, and (c) any concerns or issues raised by board members in respect of governance or the affairs of the CST Group are addressed promptly and effectively.
5. Play a leadership role so that the board (a) fulfils its stewardship responsibilities in respect of the governance of the Foundation, as stipulated in relevant legislation, corporate documentation including bylaws, and mandates and policy guidelines established by the board, and (b) accepts and demonstrates accountability in respect of such responsibilities.
6. Maintain oversight in respect of expense accounts of the Chief Executive Officer.
7. Act as a spokesperson for the board when required.