

# SECURE

## Position Description: Chair of the Board of Directors SECURE Waste Infrastructure Corp.

### General

The chair ("**Chair**") of the board of directors (the "**Board**") of SECURE Waste Infrastructure Corp. (the "**Corporation**") is appointed by, reports to and serves at the pleasure of, the Board.

The primary responsibilities of the Chair are to ensure that the Board is organized properly, functions effectively, and meets its obligations and responsibilities in all aspects of its work, to ensure effective relations with directors (the "**Directors**"), officers, securityholders, other stakeholders and the public.

The Chair is expected to maintain frequent two-way communication with, the Chief Executive Officer (the "**CEO**"), other Directors, the corporate secretary (the "**Corporate Secretary**"), and other officers, and if the Chair is not independent, the lead director (the "**Lead Director**").

### Mandate

The Chair's specific duties and responsibilities include, but are not limited to, the following:

#### Facilitating Interaction between the Board and Management

The Chair will:

- provide the principal point of contact between management and the Board in order to facilitate effective communication between Directors and management;
- ensure that management and the Board, as applicable, are aware of any concerns of the Board, securityholders, other stakeholders or the public, as the case may be;
- assess, in conjunction with the relevant committees of the Board, the performance of officers other than the CEO, and provide input with respect to their compensation and succession;
- together with the Vice-Chairman (the "**Vice-Chair**"), ensure that management strategies, plans, and performance are appropriately presented to the Board;
- review the CEO's expense accounts in the form approved by another officer, or if the Chair is not independent, working with the Lead Director or another independent director to have this done, on at least a quarterly basis;
- together with the Vice-Chair and CEO, provide assistance on major policy issues such as acquisitions, divestitures, and new strategic initiatives; and
- if the Board does not have a Lead Director, ensure that the different duties, responsibilities and roles of the Board are clearly understood by both the Board and management and the boundaries between the Board and management are clearly understood.

# SECURE

## Board Governance

The Chair will:

- work with the Board to ensure that the Board is properly constituted and organized and that it functions effectively with a view to appropriate delegation and supervision of executive management, the appropriate balancing of risk and reward, the enhancement of shareholder value and the obligations and responsibilities of appropriate corporate governance matters;
- together with the Vice-Chair and Lead Director (if applicable), ensure the Directors are alert to their obligations to the Corporation, securityholders, management, other stakeholders and pursuant to applicable law;
- together with the Vice-Chair and Lead Director (if applicable), lead the Board in assessing whether the Corporation has an effective senior management team below the level of the CEO;
- together with the Vice-Chair, lead the Board in the implementation of management succession and development plans;
- ensure the Board receives full, timely and relevant information on all issues important to the welfare and future of the Corporation;
- together with the Lead Director (if applicable), maintain communication with all Directors and Board committee chairs to co-ordinate input from Directors, and optimize the effectiveness of the Board and its committees;
- in collaboration with the Corporate Secretary and, if applicable, the Lead Director, ensure that information requested by Directors or Board committees is provided and meets their needs;
- assist the Corporate Governance and Nominating Committee in recommending to the Board a slate of Directors to be nominated for election to the Board;
- extend invitations to new director nominees to join the Board, or if the Chair is not independent, work with the Lead Director to have this done;
- ensure the delivery of information to members of the Board on a timely basis to keep them fully apprised of all matters that are material to the Board at all times;
- receive and review complaints under the Corporation's Whistleblower Policy. At its discretion, the Chair may refer complaints received under the Whistleblower Policy to the standing committees of the Board, provided that such complaints relate to matters over which the standing committees have oversight responsibilities; and
- on an annual basis, coordinate with the Corporate Governance and Nominating Committee (the “**CG&N Committee**”) to facilitate the performance review and evaluation of the Board and its members and the assessment of the adequacy of the Board's mandate.

## Board Meetings

The Chair will:

- chair Board meetings and, if the Board does not have a Lead Director, lead meetings of the independent Directors;

# SECURE

- together with the Lead Director (if applicable), establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Directors;
- ensure the co-ordination of the agenda, information packages and related matters for Board meetings in conjunction with the Corporate Secretary and, if applicable, the Lead Director;
- ensure that minutes are kept for all meetings of the Board and that they are signed by the Chair and the secretary of the meeting; and
- monitor the adequacy of materials provided to the Board by management in connection with Board deliberations, and ensure that members of the Board have sufficient time to review the materials provided to them and to fully discuss the business that comes before the Board during deliberations.

## Relations with Shareholders, Other Stakeholders and the Public

The Chair will:

- chair meetings of shareholders;
- together with the Vice-Chair, ensure, in conjunction with the relevant committees of the Board, that the Corporation's management and, where applicable, the Board are appropriately represented at official functions and meetings with major securityholder groups and other stakeholder groups;
- together with the Vice-Chair, at the request of the Board, assist in representing the Corporation at specific securityholder presentations or with senior levels of industry or government to promote specific corporate objectives; and
- together with the Vice-Chair, undertake public service activities, as requested by the Board and relevant committees, in conjunction with the Corporation's charitable, educational and cultural objectives.

## Review

The Corporate Governance and Nominating Committee, with input from all Board members, will periodically review this position description to determine if further additions, deletions or other amendments are required.

Adopted by the Board on February 5, 2010. Last reviewed and/or amended on February 20, 2025.