



## **POSITION DESCRIPTION FOR COMMITTEE CHAIRS**

Board Approved:  
September 7, 2012

### **Section 1. The Committee Chair's Position Description, Broadly Stated**

The Chair (the "Chair") of each committee (the "Committee") of the Board of Directors (the "Board") of Discovery Air Inc. (the "Corporation") is responsible for facilitating highly effective performance by the Committee in the discharge of its duties as set out in the Committee's charter. The Chair is not an executive of the Corporation in the sense that the Chair is not responsible for the management of any aspect of the Corporation's business.

In discharging his/her responsibility, the Chair will, from time to time, (i) provide leadership to the Committee on specific issues, (ii) act as a servant to the Committee by using his/her best efforts to meet Committee requirements, (iii) at and in accordance with the direction of the Committee, act as the spokesperson for the Committee (iv) at the request of the Committee and/or the chief executive officer of the Corporation (the "CEO"), act as an intermediary between the Committee and the CEO, and (v) at the request of the Committee and/or the CEO, provide advice and counsel to the CEO or other officers of the Corporation (the "Officers").

### **Section 2. Specific Responsibilities of the Chair**

Without limiting the generality of the responsibility of the Chair as described in Section 1 above, the Chair shall:

#### **Pre-Committee Meeting Mechanics**

- a) schedule the number and timing of Committee meetings each calendar year so as to enable the Committee to deal on a timely basis with all matters for which the Committee is responsible;
- b) in consultation with the Chair of the Board, the CEO or other Officers (as appropriate), establish the agenda for each Committee meeting with a view to bringing before the Committee (i) matters in respect of which the Chair of the Board, the CEO or an Officer requires or wants Committee direction or approval, and (ii) matters with which the Committee is obliged to deal;
- c) use his/her best efforts to provide or to cause to be provided to the Committee a reasonable time in advance of each Committee meeting all reasonably required and

available information relating to each matter to be dealt with by the Committee at that meeting;

- d) where, in the Chair's opinion, the subject matter and expected duration of a Committee meeting or the particular circumstances of a member of the Committee (a "Member") would so warrant, encourage a Member or Members to participate in the meeting by means of telephone, teleconference, videoconference or other methodology by which Members participating in the meeting are able to speak to and be heard by each other;
- e) approve the general nature and length of all presentations to be made at each Committee meeting and, where practicable, review every written presentation to be made to the Committee before such written presentation is provided to Members;
- f) prior to any Committee meeting, confer with one or more Members on any matter to be discussed at the Committee meeting if, in the Chair's opinion, the discussion of that matter at the Committee meeting would probably be thereby enhanced;

### **Conduct of Committee Meetings**

- g) act as the chair of each Committee meeting;
- h) conduct the business of each Committee meeting in a manner which will normally result in all matters on the meeting's agenda being dealt with effectively;
- i) propose the termination of discussion on any matter at a Committee meeting when he/she is of the opinion that the matter has been thoroughly canvassed and that no new points of view or information are being presented (with the understanding that the Chair's discretion in such cases will be exercised so as to err on the side of allowing excessive discussion rather than insufficient discussion);
- j) attempt to achieve a consensus of Members on any matter discussed at a Committee meeting in respect of which (i) the Committee's decision, views or advice has been requested or is required, and (ii) Members express conflicting positions, views or advice;
- k) use his/her best efforts to provide all Members who wish to address a matter at a Committee meeting a reasonable opportunity to do so;
- l) in any case where a Member (the "conflicted Member") has an interest or potential conflict in or in respect of a matter to be discussed at a Committee meeting, attempt to arrange for the conflicted Member to excuse himself/herself from all or a portion of the Committee discussion of that matter if the Chair is of the opinion that the Committee discussion of that matter would probably be enhanced by the absence of the conflicted Member;

### **Committee Culture**

- m) use reasonable efforts to promote and support a Committee culture characterized by
  - (i) the acceptance by each Member of his/her responsibility to use his/her best efforts in carrying out his/her duties as a Member;
  - (ii) the Committee's insistence on the highest level of integrity and honesty in the actions of the Committee and of the CEO and Officers (the "Management");
  - (iii) respect and trust amongst Members;
  - (iv) the open and timely sharing of all relevant information amongst all Members;
  - (v) acceptance by all Members of the right of every Member to hold and express dissenting opinions;
  - (vi) a genuine commitment by Members to good governance practices; and
  - (vii) a willingness on the part of Members to function as a team;

### **Miscellaneous Matters**

- n) assist the Committee and Management in understanding and respecting the boundaries between the responsibilities of the Committee and the responsibilities of Management;
- o) at the request of any Member, meet or be available for discussion with that Member between meetings of the Committee;
- p) following each meeting of the Committee, settle with the secretary of the meeting draft minutes of the meeting for approval by Members;
- q) whenever necessary or desirable to facilitate highly effective performance by the Committee, attend meetings of other Board committees;
- r) arrange and co-ordinate regular assessments of the effectiveness of the Committee's performance;
- s) advise Management of each decision made by the Committee (or by the Board on the advice or recommendation of the Committee) which requires implementation by Management and, together with the Chair of the Board, monitor Management's implementation of that decision; and
- t) perform such other functions as the Board may reasonably specify from time to time.