



CORPORATE GOVERNANCE, NOMINATING AND COMPENSATION COMMITTEE CHAIR POSITION DESCRIPTION

INTRODUCTION

The chair (the “**Chair**”) of the Corporate Governance, Nominating and Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Medical Facilities Corporation (the “**Corporation**”) shall manage the affairs of the Committee, ensuring the Committee is properly constituted, operates effectively and independently of management and that it undertakes the stewardship and oversight functions as set out in the Corporate Governance, Nominating and Compensation Committee Charter (the “**Charter**”).

From time to time it may be appropriate to appoint co-chairs of the Committee, in which case the responsibilities of the Chair as set forth in this Position Description will be delineated between the co-chairs as determined by the Committee.

APPOINTMENT

The Chair shall be an independent member of the Board and designated as the Committee Chair by the Board each year. The Chair shall be “independent” within the meaning set forth in National Instrument 52-110, *Audit Committee* and free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgement as the Chair.

GENERAL STATEMENT OF RESPONSIBILITIES

The Chair shall be responsible for:

- (a) Ensuring that the Committee functions properly and is well organized, meets its obligations and responsibilities, fulfills the mandate set forth in its Charter and that mechanisms are in place to ensure the Committee functions effectively; and
- (b) Ensuring that the responsibilities of the Committee as set out in its Charter are well understood by the Committee members and are executed as effectively as possible.

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:

Committee Administration

- (a) Ensuring that the Committee meets on a regular basis and at least quarterly to enable the Committee to carry out its responsibilities diligently and effectively;

- (b) In consultation with the chair of the Board and Chief Executive Officer (the “CEO”), as appropriate, setting the agenda for each Committee meeting in accordance with the Committee’s workplan and ensuring that all business required to come before the Committee is properly presented for the Committee members’ consideration at meetings; and
- (c) Co-ordinating with the CEO to ensure the Committee is provided with all reasonably required and available information relating to each matter to be considered by the Committee and that such information is provided within a reasonable time in advance of the meeting.

Conduct of Committee Meetings

- (a) Presiding as chair of all meetings of the Committee;
- (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 Committee members are afforded the opportunity to contribute their positions, views, advice, and questions;
- (d) Working constructively toward achieving a consensus among Committee members on any matter brought before the Committee for its decision, view, or advice;
- (e) At every meeting of the Committee, holding separate *in-camera* sessions with the Committee members; and
- (f) Ensuring that Committee discussions and decisions are properly summarized and recorded.

Communication

- (a) Following each meeting of the Committee, reporting to the Board regarding Committee’s activities and recommendations and ensuring Committee information is available to all Board members; and
- (b) Facilitating effective communication between Committee members and management, both inside and outside of Committee meetings.

Committee Culture

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

Miscellaneous Matters

- (a) Ensuring that the boundaries between Committee and management responsibilities are clearly understood and respected and that relationship between the Committee and management are conducted in a professional and constructive manner;
- (b) At the request of any Committee member, meeting or being available for discussion with that member between meetings of the Committee;
- (c) Supporting the orientation of new Committee members;

- (d) Ensuring that external advisors retained by the Committee are appropriately qualified and independent;
- (e) Reviewing the annual assessment of the Committee and taking measures to correct any weaknesses underlined by the assessment; and
- (f) At the request of the Committee or the Board, carrying out such other duties and responsibilities as may be required.

REVIEW

The Committee, with input by all Board members and the CEO, 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.