

## **APPENDIX K – CHAIR AND CEO REVIEW PROCESS**

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### **1. CEO REVIEW PROCESS**

- 1.1 The following documents constitute the parameters against which a review of the performance of the CEO takes place:
  - (a) The position description for the CEO, which is found in Appendix C;
  - (b) The strategic plan;
  - (c) The annual corporate priorities, budget and business plan;
  - (d) The corporate scorecard;
  - (e) The performance, progression and development of the Executive Vice-Presidents, including the robustness of the succession plan process;
  - (f) The CEO's corporate and individual goals and objectives, and personal performance report; and
  - (g) Any specific strategic initiatives and goals agreed to with the Board but not included in the above material.
- 1.2 The Human Resources and Compensation Committee (“HRCC”) will evaluate the performance of the CEO using the relevant parameters outlined above and the performance management tools that are in place to evaluate the performance of the Company’s employees, and in particular, the personal value-add assessment model (PVAAM), which will be used to assess and rate the CEO’s achievements of results, leadership, skills, retention criticality and value to achieving strategy.
- 1.3 Every director will be encouraged to provide his or her own assessment of the CEO’s performance. The Chair of the HRCC will provide a format for director input with respect to the CEO. The directors’ assessment of the CEO will be consolidated by the Chair of the HRCC with the Chief Governance Officer’s assistance, if necessary, and presented to the HRCC. The Chair of the HRCC will subsequently discuss the assessment with the CEO.
- 1.4 The Chair of the HRCC will report to the directors the results of his or her discussions with the CEO.

### **2. CHAIR REVIEW PROCESS**

- 2.1 The following documents constitute the parameters against which a review of the Chair takes place:
  - (a) The position description for the Chair, which is found in Appendix C; and
  - (b) Any specific goals agreed to with the Board but not included in the Chair’s position description.
- 2.2 The Corporate Governance Committee will review the Chair’s performance through its Director Evaluation Process. See Appendix L – Board and Director Evaluation Process.

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- 2.3 The directors' assessment of the Chair will be consolidated by the Chair of the Corporate Governance Committee, with the Chief Governance Officer's assistance, and presented to the Corporate Governance Committee.
- 2.4 All directors will have an opportunity to comment on the above assessment and the report will be discussed with the Chair.
- 2.5 The Chair of the Corporate Governance Committee will report to the directors the results of his or her discussions with the Chair.