



POSITION DESCRIPTION

Date issued	2021-11-11
Date updated	
Issued and approved by	Uni-Select Inc. Board of Directors

EXECUTIVE CHAIR AND CHIEF EXECUTIVE OFFICER

1. GENERAL DUTIES

The fundamental responsibilities of the Executive Chair and Chief Executive Officer are:

- to effectively manage, in collaboration with the Lead Director of the Board of Directors of Uni-Select Inc. ("Corporation"), the affairs of the Board in accordance with corporate governance principles; and
- the general direction and management of the business and affairs of the Corporation within the authority limitations delegated by the Board, focused on meeting the corporate goals and objectives approved by the Board.

The Executive Chair and Chief Executive Officer shall:

2. SPECIFIC DUTIES

In his capacity as Executive Chairman of the Board:

- Preside as Chair of each Board meeting.
- In collaboration with the Lead Director, ensure that the Board is properly organized, functions effectively and meets its obligations and responsibilities.
- In collaboration with the Lead Director, establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board, including periodic meetings of directors without management representatives and non-independent directors.
- In collaboration with the Lead Director, prepare the agenda, information packages and related matters for Board meetings with assistance from the Secretary.
- In collaboration with the Lead Director, establish and maintain a system that provides for communication with all directors and committee chairs to co-ordinate input from directors and optimize the effectiveness of the Board and its committees.
- In collaboration with the Lead Director, ensure that the Board receives sufficient, appropriate and timely information, materials and reports from management regarding the Corporation's business and affairs in order to permit the Board to discharge its duties and responsibilities.
- In collaboration with the Lead Director, lead the Corporate Governance and Nominating Committee in developing strategic criteria for director recruitment and succession planning and in preparing an annual slate of directors to be nominated for election to the Board.

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- In collaboration with the Lead Director, recommend Board committee members and committee chair appointments to the Board for approval or removal and assist in the review of the need for, and the performance and suitability of, those committees.
- In collaboration with the Lead Director and in conjunction with the relevant committees of the Board, review and assess director attendance, performance and compensation and the size and composition of the Board.
- Chair meetings of shareholders of the Corporation.

In his capacity as Chief Executive Officer:

- Develop a long-term strategy and vision for the Corporation that leads to the creation of shareholder value.
- Develop an annual operating plan and financial budget that support the Corporation's long-term business plan and strategies.
- Lead strategy and implementation for major mergers, acquisitions and divestitures.
- Ensure that day-to-day business affairs of the Corporation are appropriately managed by developing and implementing processes that will ensure the achievement of the Corporation's financial and operating goals and objectives.
- Take steps to build an effective management team below the level of the CEO, effectively lead, motivate and support the management team and oversee the Corporation's active plan for management's development and succession.
- Serve as the chief spokesperson for the Corporation.
- Interface with shareholders, investors, banking institutions and lenders.
- Keep the Board informed in a timely and candid manner of the progress of the Corporation towards the achievement of its established goals as well as events affecting its business, including opportunities in the marketplace and adverse or positive developments.
- Evaluate the performance of other officers of the Corporation and senior employees and making recommendations with respect to their compensation.
- Ensure that risk management systems and internal control procedures are in place.
- Lead an organization-wide course of conduct that promotes the incorporation of corporate social responsibility, including with respect to environmental, social and governance matters, into both strategic and daily decision making.
- Foster a corporate culture that promotes ethical practices and encourages inclusion, individual integrity and produces a work climate that is conducive to attracting, retaining and motivating top-quality employees at all levels.
- Foster relationships with major customers and suppliers.