



## SWISS WATER DECAFFEINATED COFFEE INC. (the “Company”)

### BOARD CHAIR POSITION DESCRIPTION

(Approved by Board: February 21, 2019)

#### 1.1. Board Chair

The Board Chair is elected by the Board. The principal role of the Board Chair is to provide leadership to the Board of Directors of the Company (the “Board”) and is responsible for the management, development and effective performance of the Board. The Board Chair is accountable to the Board, acts as a direct liaison between the Board and the CEO, and represents the Board internally and externally, including acting as a spokesperson for the Board with shareholders and other stakeholders and the public. The Board Chair and the President & CEO (the “CEO”) positions are separate.

The Board Chair:

##### 1.1.1. Working with the CEO

- acts as the liaison between the CEO and the Board;
- fosters a constructive relationship between the Board and the CEO through regular contact with the CEO;
- acts as a sounding board, counselor and confidante for the CEO;
- ensures the CEO is aware of matters arising from Board in-camera meetings or meetings with shareholders and other stakeholders that require management’s attention;
- seeks to ensure that the CEO presents to the Board all information to allow the Board to effectively discharge its responsibilities;
- together with the Compensation and Corporate Governance Committee (the “CCGC”), leads the Board’s annual CEO evaluation process;

##### 1.1.2. Board Operations

- ensures the Board meets at least four times per year in order to fulfill its duties as required by law and as set out in the Board Terms of Reference;
- ensure the coordination of the meeting agenda, information packages and related events for Board meetings in concert with the CEO and Corporate Secretary;
- ensure the Company’s major initiatives have proper and timely Board understanding, consideration, oversight and approval;

### Board Chair Position

- presides over Board meetings and the AGM;
- review Director conflict of interest issues as they arise;
- together with the CCGC, makes recommendations to the Board regarding appointments (Chairs and members) to the Committees of the Board;
- conducts Board meetings in an efficient, effective and focused manner;
- ensures proper minutes are recorded and presented at subsequent meetings;

#### **1.1.3. Board Effectiveness**

- at meetings, encourages participation of all Directors;
- builds consensus and develops teamwork within the Board;
- maintain a liaison and communication with all Directors and Committee Chairs to coordinate input from Directors and optimize the effectiveness of the Board and its Committees;
- fosters ethical and responsible decision-making by the Board and its members;
- ensures each Director is contributing to the Board's work; and
- makes himself or herself available to individual Directors for questions and discussions relating to the Company.