



**POSITION DESCRIPTION:  
CHAIRMAN OF THE  
BOARD OF DIRECTORS**

MARCH 2015



## WSP GLOBAL INC. (THE "CORPORATION")

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### POSITION DESCRIPTION

#### CHAIRMAN OF THE BOARD OF DIRECTORS

The board of directors of the Corporation (the "**Board**") has adopted a position description for the chairman of the Board (the "**Chairman**"). The Chairman chairs the Board meetings and establishes procedures to govern each of the Board's work and ensure the Board's full discharge of its duties.

If there is a vacancy for the position of Chairman, the Chairman shall be chosen among the independent Board members. If there is any other vacancy in such office, then the Lead Director shall fill the vacancy until such time as it is filled by the Board.

The primary responsibilities of the Chairman are to:

#### LEADERSHIP AND GOVERNANCE

- 1 ensure that the Board works as a cohesive team and provide the requisite leadership to achieve this;
- 2 establish procedures to govern the work of the Board and to support the Board's full discharge of its duties;
- 3 take all reasonable steps to ensure that the resources available to the Board are adequate to support its work;
- 4 ensure that the Board acts and functions independently from management in fulfilling its fiduciary obligations;
- 5 together with the Governance, Ethics and Compensation Committee, identify guidelines for the selection of, and evaluation of conduct of the directors;
- 6 work with the President & Chief Executive Officer (the "CEO"), other executive officers and senior management personnel to monitor progress on the strategic plan, annual budgets, policy implementation, succession planning and any other key priorities the Board may determine;
- 7 provide advice, counsel and mentorship to the CEO and fellow members of the Board;
- 8 assist the CEO in recruiting executive managers;
- 9 assist in mergers and acquisition opportunities and leads to the attention of the Board and CEO and assist, when required, in prospective transactions;
- 10 retain external advisors, on behalf of the Board, if required;
- 11 promote the culture and values of the Corporation as well as the aims of the Corporation with its key global stakeholders and support client relations to promote the Corporation's activities, if required;
- 12 ensure that the Board and its committees fulfil their mandate

#### BOARD MEETINGS

- 13 provide input on the frequency, dates and locations of the meetings of the Board and on the preparation of the meeting agendas;



- 14 chair every meeting of the Board and encourage free and open discussion at such meetings;
- 15 ensure that all items requiring the Board's approval are appropriately tabled;
- 16 ensure that the Board has access to such members of management as may be required by the Board;

#### **MANAGEMENT RELATIONSHIPS**

- 17 act as liaison between the Board and management and, in consultation with the CEO, ensure that there is an effective relationship between management personnel and the members of the Board;
- 18 ensure that the responsibilities of the Board are well understood by both the Board and management, and that the relative responsibilities of the Board and management are clearly understood;
- 19 ensure that the Board receives appropriate and timely information, material and reports from management regarding the Corporation's business and affairs in order to permit the Board to discharge its duties and responsibilities;

#### **BOARD COMMITTEES**

- 20 oversee committee structure and composition, as well as the scheduling and management of meetings;
- 21 assist the Board committees in bringing their recommendations forward to the Board for consideration;

#### **SHAREHOLDER MEETINGS**

- 22 chair every meeting of shareholders and respond to such questions from shareholders as are put to the Chairman at any such meeting;
- 23 be available to all shareholders upon request and communicating with the major shareholders, when required;
- 24 carry out other duties as requested by the Board as circumstances require.