



## **Position Description of the Lead Director**

Approved by the Board of Directors on March 12, 2020

## **POSITION DESCRIPTION OF THE LEAD DIRECTOR**

### **1. General**

#### **A. Purpose**

This position description describes the appointment, role and responsibilities of the lead director (the “**Lead Director**”) of the board of directors (the “**Board**”) of Andlauer Healthcare Group Inc. (the “**Company**”).

#### **B. Constatng Documents and Applicable Legislation**

This position description is subject to and shall be interpreted in a manner consistent with the Company’s constating documents and any applicable legislation (including the *Business Corporations Act* (Ontario) and the rules and policies of the stock exchange on which the Company’s securities are listed), all as may be amended or amended and restated from time to time.

### **2. Charter**

This position description should be read together with the written charter of the Board and the position description of the chair of the Board (the “**Chair**”), as such documents may be amended or amended and restated from time to time.

### **3. Office**

If the Chair is not independent within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and free of any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as Chair, the directors of the Board who are independent, as provided above (the “**Independent Directors**”), shall appoint a Lead Director at the first meeting of the Board following the annual meeting of shareholders each year, to continue in office until the next such meeting. The Lead Director shall be independent within the meaning of NI 58-101 and free of any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment. If the Independent Directors do not appoint a Lead Director, and the Chair is not independent as provided above, any director of the Company (a “**Director**”) who is then serving as Lead Director shall continue as Lead Director until his or her successor is appointed.

### **4. Responsibilities**

#### **A. Board Leadership**

The Lead Director will provide leadership to the Directors in discharging their mandate as set out in the charter of the Board, including by assisting the Chair in:

- (a) leading, managing and organizing the Board consistent with the approach to corporate governance adopted by the Board from time to time;

- (b) promoting cohesiveness among the Directors;
- (c) promoting honest and ethical decision making by the Directors; and
- (d) being satisfied that the responsibilities of the Board and its committees are well understood by the Directors.

**B. Relationship with Management**

The Lead Director shall provide advice, counsel and mentorship to the Company's management team, including its Chief Executive Officer, Chief Financial Officer, President, Transportation, President, Specialty Solutions and President, Logistics, as applicable.

**C. Information Flow**

The Lead Director shall assist the Chair in promoting the provision of information to the Directors on a timely basis to keep the Directors apprised of matters which are material to Directors.

The Lead Director shall be satisfied that the information requested by any Director is provided as appropriate and meets the needs of that Director.

**D. Meetings of the Board**

In connection with meetings of the Directors, the Lead Director shall be responsible for the following:

- (a) assisting the Chair in scheduling meetings of the Directors;
- (b) assisting the Chair in setting the agenda for meetings of the Board based on consultations with the Board and management, as appropriate;
- (c) presiding over meetings of the Directors (other than portions of such meetings in respect of which the Lead Director is conflicted) when the Chair is absent;
- (d) assisting the Chair in co-ordinating with the chairs of the committees of the Board to schedule committee meetings based on consultations with the committee members and management, as appropriate;
- (e) assisting the Chair in making arrangements for management, outside advisors and other individuals to attend meetings, as appropriate, to assist the Board or committee to carry out its work;
- (f) assisting the Chair in adopting procedures so that the Board and committees can conduct business and function effectively;
- (g) assisting the Chair in ensuring that all business required to come before the Board is brought before the Board such that the Board is able to carry out its duties to supervise the management of the business and affairs of the Company;

- (h) monitoring the adequacy of materials provided to the Directors by management in connection with the Directors' deliberations;
- (i) ensuring that the Directors have sufficient time to review the materials provided to them and to adequately discuss the business that comes before the Board;
- (j) ensuring that the Independent Directors have adequate opportunities to meet without members of management present;
- (k) presiding over *in camera* meetings of the Independent Directors and communicating to the Chair and management, as appropriate, the results thereof; and
- (l) encouraging free and open discussion at meetings of the Board.

In fulfilling its responsibilities, the Lead Director shall be authorized to (i) call meetings of the Board when the Chair is absent or when otherwise appropriate and (ii) engage with external parties on behalf of the Board.

#### **E. Meetings of Shareholders**

The Lead Director shall preside over meetings of the Company's shareholders (i) when the Chair is absent, unless otherwise determined by the Board or (ii) when the Board determines the Lead Director should do so.

#### **F. Position Description Review**

The Board shall review and assess the adequacy of this position description as required from time to time and approve any changes it deems appropriate.

#### **G. Other Responsibilities**

The Lead Director shall perform such other functions as may be ancillary to the duties and responsibilities described above, and as may be delegated to the Lead Director by the Board from time to time.

### **5. Remuneration**

The Lead Director shall receive such remuneration as the Board may determine from time to time.