

SECURE

Position Description: Chair of the Corporate Governance and Nominating Committee SECURE Waste Infrastructure Corp.

Purpose and Composition

- The Chair's primary role is to co-ordinate the affairs of the Corporate Governance and Nominating Committee (the "**Committee**") of the Board of Directors (the "**Board**") of SECURE Waste Infrastructure Corp. (the "**Corporation**") and to act as the main liaison between the Committee and the Board with respect to updating and advising the Board of matters relating to corporate governance within the mandate of the Committee. The Chair must be a member of the Committee and meet the independence standards set out in National Instrument 58-101 Disclosure of Corporate Governance Practices.
- The Chair is appointed annually by, and reports to, the Board.

Duties and Responsibilities

Leadership

The Chair provides independent, effective leadership to the Committee and leads the Committee in fulfilling the duties set out in the Committee's mandate. In particular, the Chair has the responsibility to:

- provide overall leadership to enhance the effectiveness of the Committee; and
- take all reasonable steps to ensure that the responsibilities and duties of the Committee, as outlined in its mandate, are well understood by the Committee members and executed as effectively as possible.

Ethics

The Chair has the responsibility to foster ethical and responsible decision making by the Committee and its individual members.

Committee Governance

The Chair has the responsibility to:

- oversee all aspects of the Committee's direction and administration in fulfilling the terms of its mandate;
- oversee the structure, composition and membership of, and activities delegated to, the Committee;
- act as a liaison and facilitate communication between Committee members, other directors and the Chair of the Board to co-ordinate input from Committee members and Directors, and enhance the effectiveness of the Committee;
- encourage all Committee members to have a working familiarity with corporate governance practices; and
- ensure that all of the Committee members are "independent" as that term is defined in the Committee's mandate.

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Committee Meetings

The Chair has the responsibility to:

- ensure that the Committee meets as often as necessary to carry out its duties effectively;
- establish a calendar for holding meetings and set the agenda for each Committee meeting with the Chair of the Board, other Committee members, members of management and outside advisors, as appropriate;
- in conjunction with the Chair of the Board, the Chief Executive Officer and the corporate secretary, ensure that agenda items for all Committee meetings are ready for presentation and that adequate information is distributed to Committee members in advance of such meetings in order that Committee members may properly inform themselves on matters to be acted upon;
- call and chair meetings of the Committee;
- ensure sufficient time during Committee meetings to fully discuss agenda items;
- ensure that minutes are kept for all meeting for the Committee and that they are signed by the Chair and the secretary of the meeting;
- encourage Committee members to ask questions and express viewpoints during meetings;
- deal effectively with dissent and work constructively towards arriving at decisions and achieving consensus; and
- ensure that the Committee meets in separate, regularly scheduled, non-management, in camera sessions and in closed sessions, each of which being chaired by the Chair, with internal personnel or outside advisors, as needed or appropriate.

Committee Reporting

The Chair has the responsibility to:

- following each meeting of the Committee, report to the Board on the results of its activities, reviews undertaken, and recommendations of the Committee and at such other times and in such manner as the Board may require or as the Committee considers advisable; and
- ensure that Committee materials are available to any director on request.

Committee / Management Relationships

The Chair has the responsibility to:

- take all reasonable steps to ensure that Committee members receive written information and are exposed to presentations from management to fulfill the Committee's mandate;
- facilitate effective communication between Committee members and management, both inside and outside of Committee meetings; and
- have an effective working relationship with members of management.

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Evaluations

The Chair has the responsibility to ensure that an annual performance evaluation of the Committee and the Chair is conducted, soliciting input from all Committee members, other directors and appropriate members of management.

Advisors / Resources

The Chair has the responsibility to:

- ensure that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently; and
- coordinate with the Committee to retain, oversee, compensate and terminate independent advisors to assist the Committee in its activities.

Orientation / Education

The Chair has the responsibility to provide leadership for the Board's director orientation and education programs, soliciting input from the Board.

Other

The Chair has the responsibility to carry out any other appropriate duties and responsibilities assigned by the Board or delegated by the Committee.

Review

The Committee, with input from other Board members and management, as necessary or appropriate, will periodically review this position description to determine if further additions, deletions or other amendments are required. The Chair shall report annually to the Board on the role of the Committee and the effectiveness of the Committee in contributing to the objectives and responsibilities of the Board as a whole.

Adopted by the Board of the Corporation on December 9, 2009. Last reviewed and/or amended on February 20, 2025.