

**CARA OPERATIONS LIMITED**  
**(“Cara”)**

**CHAIR OF THE BOARD OF DIRECTORS**  
**POSITION DESCRIPTION**

**A. GENERAL**

The Chair’s primary role is to oversee the operations and affairs of the board of directors (the “**Board**”) of Cara.

**B. RESPONSIBILITIES**

The Chair will:

- (a) Ensure that appropriate procedures are in place to allow the Board to work effectively and efficiently;
- (b) Chair Board meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation by individual directors and ensuring that clarity regarding decisions is reached and duly recorded;
- (c) Where the Chair of the Board is not “independent” within the meaning of applicable securities laws and stock exchange rules, the Chair of the Board shall be responsible for ensuring that the Directors who are independent of management have opportunities to meet without management present, as contemplated by the Board Mandate;
- (d) Ensure that the responsibilities of the Board are understood by both the Board and senior management and that the boundaries between the responsibilities of the Board and those of senior management are understood and respected;
- (e) Maintain an effective relationship between the Board and senior management;
- (f) Where the Chair of the Board is not also the CEO, in conjunction with the Board, provide direction and advice to the Chief Executive Officer and senior management, including helping to determine strategy, defining strategic issues, maintaining accountability to shareholders and other stakeholders and building relationships;
- (g) Ensure that the Board and its committees (and where applicable, sub-committees) have the necessary resources to support their work, in particular, accurate, timely and relevant information;
- (h) Ensure compliance with the corporate governance policies of the Board, including those regarding regularity and conduct of Board and committee meetings, managing and reporting information and other policies relating to the Board’s business;
- (i) Provide leadership to ensure that the Board works as a cohesive team;
- (j) Develop schedules and agendas of meetings of the Board and its committees and verify that all items requiring Board and/or committee approval are appropriately tabled;

- (k) Chair meetings of the shareholders of Cara and generally manage shareholder relations;
- (l) Work closely with Senior Management to ensure that Cara maintains a healthy corporate governance culture;
- (m) Ensure that functions are delegated to appropriate committees and that those functions are carried out and the results reported to the Board;
- (n) Where the Chair of the Board is not also the CEO, in conjunction with the Board, make recommendations to the Board regarding CEO compensation and succession planning;
- (o) Ensure that the Board meets *in camera* on a regular basis; and
- (p) Perform any additional duties requested by the Board from time to time.