

**POSITION DESCRIPTION FOR THE CHAIR OF THE BOARD
CHORUS AVIATION INC.
(the “Corporation”)**

The primary duty of the Chair of the Board of Directors of the Corporation (the “**Board**”) is to facilitate the effective functioning of the Board. In fulfilling this duty, the Chair shall exert his or her best efforts to:

- Ensure the Board fulfills its duties and responsibilities under the law, the Corporation’s articles and by-laws, the Board’s mandate and the Corporation’s code of ethics and business conduct;
- Encourage the Board to work as a cohesive team, leveraging the expertise, skills and perspectives of all Board members;
- Ensure that sufficient time and attention are given to the fulfilment of the Board’s duties and responsibilities, and that the Board’s committees are appropriately constituted and instructed to assist the Board in the fulfilment of those responsibilities;
- Ensure that the Board has available to it on a timely basis all relevant information, professional advice and other resources required for the Board’s effective functioning;
- Monitor relationships and interests with a view to ensuring that the Board members maintain the level of independence required for its effective functioning and compliance with law;
- Oversee the development of meeting agendas, chair all meetings of the Board, and oversee the preparation and circulation of meeting minutes;
- Ensure meetings are appropriate in terms of frequency, length and content, and that Board members are able to engage in candid discussion and raise important issues for discussion;
- Ensure that a process is in place by which the contribution of individual directors and the effectiveness of the Board as a whole are assessed;
- Ensure that the responsibilities of the Board are well understood by its members and the Corporation’s management (“**Management**”);
- Act as a liaison between the Board and the Management, and ensure that Board members have access to members of Management as required from time to time;
- Carry out such other duties requested by the Board as a whole, depending on need and circumstances; and
- Ensure that, where functions are delegated to a committee of the Board, the functions are carried out and results are reported to the Board. Without limitation, examples include:
 - assessing the performance of the President and Chief Executive Officer;
 - ensuring that appropriate human resource management practices (including succession, development and compensation plans) are in place for executive Management;
 - identifying and approaching potential candidates for Board membership;
 - ensuring the existence of an adequate orientation and ongoing education program for Board members; and
 - monitoring and addressing potential conflicts of interest involving members of the Board or the President and Chief Executive Officer.