

## POSITION DESCRIPTION FOR THE CHAIR OF THE BOARD OF DIRECTORS

The Chair (the Chair) of the board of directors of Air Canada (the Board) leads the work of the Board including by chairing its meetings.

The independent directors select from among their number a director who will serve as Chair. The Chair regularly attends and participates as ex officio member in all meetings of the Board committees as a non-voting participant. The Chair does not have a deciding vote in the event of a tie.

The Chair's primary responsibilities include the following:

### Board effectiveness

Taking reasonable steps to ensure:

- the Board has a strategic focus and effectively represents the long-term best interests of the corporation and thereby its investors;
- a strong corporate tone and culture by encouraging ethical and responsible decision-making, appropriate oversight of management and best governance practices, including through a clear understanding and respect of the respective responsibilities of the Board and management;
- the Board works effectively as a governing body, including by providing the requisite leadership to and facilitating decision-making;
- the resources available to the Board (in particular, timely and relevant information) are adequate to support its work;
- the Board and its committees act independently from management in fulfilling their duties, and carry out their responsibilities effectively in accordance with their mandates;
- a process is in place by which the effectiveness of the Board and its committees, and the contribution of individual directors to such effectiveness, are assessed on a regular basis.

### Managing meetings and Board matters

- Overseeing and guiding the activities and work of the Board to facilitate the prioritization of its specific areas of focus.
- Providing leadership to the Board, as well as counsel and mentorship, to promote a spirit of respect, trust and collegiality between the Board and with management, in order to ensure high performance and commitment by all directors.
- Developing Board meeting agendas in consultation with the Chief Executive Officer (the CEO).
- Adopting practices and procedures to enable the Board to conduct its work effectively and efficiently, including through committee structures and composition, scheduling, and management of meetings.
- Taking reasonable steps so that the Board and its committees have the necessary resources and information to fulfill their

mandates including appropriate information flows from management to do so and access to such members of senior management as may be required.

- Chairing Board meetings and encouraging free and open communication, as well as active and effective participation, at such meetings.
- Taking reasonable steps to ensure that the conduct of Board meetings provides adequate time for appropriate discussion of relevant issues, including *in camera* discussions with the CEO and by themselves, as required.
- Chairing shareholder meetings and responding to such questions as are put to the Chair at any such meeting related to the Board and governance, with the support of the committee chairs and the CEO.
- Taking reasonable steps to ensure in coordination with appropriate committees of the Board that functions that are delegated to a committee are carried out and that committee reports and recommendations are brought forward to the Board for consideration.

### Liaising with management

- Acting as a liaison between the Board and management, working closely with the CEO on behalf of the Board as a sounding board regarding the Board's expectations and to ensure that management's strategic and business plans and key priorities are presented in a timely and effective way to the Board and that management is receiving the appropriate level of oversight, input and feedback from the Board.

### Board quality and succession

- Working with the Governance and Nominating Committee concerning the competency matrix for Board membership and the Board's and the committees' composition and their chairs as well as the selection of director nominees, in order to encourage orderly Board succession.
- Approaching potential candidates (with or without the CEO) once they are identified, to explore their interest in joining the Board.
- Leading Board and Committee evaluation processes, in consultation with the Chair of the Governance and Nominating Committee, including by meeting with directors as a group and individually to review the Board's performance assessment and the directors' self-assessment and any follow-up action plans.
- In consultation with the Governance and Nominating Committee, monitoring and reviewing, as appropriate, the orientation, training and continuing education programs for directors.
- Reviewing, when required, any change reported by a director in his or her professional or personal status that could have an impact on his or her role as director and makes the appropriate

recommendations to the Board or the Governance and Nominating Committee.

Corporate governance practices

- Being available as a resource to consult with the CEO and other directors on corporate governance practices and policies, and assuming, where appropriate, the leadership role in addressing matters of this nature.

- Overseeing the Board's shareholder engagement policy and practices.
- Representing the Board, when required, during meetings with stakeholders.
- Carrying out other duties as requested by the Board as a whole, depending on needs and circumstances.

Effective as of March 21, 2023