

## **CANADIAN TIRE CORPORATION, LIMITED COMMITTEE CHAIR POSITION DESCRIPTION**

### **Section 1. General Responsibilities**

The Chair of each Committee of the Board of Directors (“**Board**”) of Canadian Tire Corporation, Limited (“**Corporation**”) is responsible for providing leadership to their Committee in fulfilling its duties and responsibilities under the Committee’s Mandate, and in doing so at a very high and effective level of performance.

In discharging his or her responsibility, the Chair shall create and manage effective working relationships among the Committee and its members (“**Members**”), management and external advisors, as applicable. The nature of that relationship should be characterized by candour, the timely sharing of information and concerns, and by the willingness to work together in the best interests of the Corporation and its shareholders.

### **Section 2. Specific Responsibilities of the Chair**

Without limiting the generality of the responsibilities described in Section 1 above, the Chair shall:

#### **Pre-Committee Meeting Responsibilities**

- (a) schedule an appropriate number and the timing of Committee meetings each calendar year so as to enable the Committee to carry out its responsibilities diligently and effectively;
- (b) in consultation with the Chairman of the Board, management and external advisors, as appropriate, establish the agenda for each Committee meeting with a view to establishing the appropriate priorities and fulfilling the obligations of the Committee under its Mandate in accordance with its Work Plan;
- (c) use his or her best efforts to provide, or cause to be provided to the Committee within a reasonable period of time in advance of each Committee meeting, all reasonably required and available information relating to each matter to be dealt with by the Committee at that meeting;
- (d) determine whether to hold Committee meetings in person or through electronic means, having regard for the subject matter, the expected duration of the meeting and the Board meeting schedule;
- (e) review every presentation made to the Committee before such presentation is provided to Members, and where appropriate, hold pre-Committee meetings with management and the external advisors, as applicable;
- (f) prior to any Committee meeting, confer with one or more Members on any matter to be discussed at the Committee meeting if, in the Chair’s opinion, the discussion of that matter at the Committee meeting would probably be thereby enhanced;

### **Attendance by Other Directors at Committee Meetings**

- (g) in consultation with management, determine the members of management and advisors who should attend Committee meetings;
- (h) permit or not permit, at his or her discretion, a director who is not a Member of the Committee to attend a Committee meeting, taking into consideration: (i) whether the presence of the director would enhance the discussion of the business to be conducted at the meeting; (ii) facilitate the education or orientation of the director; and (iii) any other factors that the Chair may consider appropriate; and any director who wishes to attend a meeting of the Committee of which he or she is not a Member should notify the Chair of his or her wish and consult with the Chair about the appropriateness of his or her attendance;

### **Conduct of Committee Meetings**

- (i) act as the chair of each Committee meeting;
- (j) conduct the business of each Committee meeting in a manner which will normally result in all matters on the meeting's agenda being dealt with effectively and appropriately;
- (k) propose the termination of discussion on any matter at a Committee meeting when he or she is of the opinion that the matter has been thoroughly canvassed and discussed and that no new points of view or information are being presented, with the understanding that the Chair's discretion in such cases will be exercised so as to err on the side of allowing full discussion rather than limited discussion;
- (l) attempt to achieve resolution of all issues discussed at a Committee meeting without inhibiting a Member from maintaining a different position, view or advice;
- (m) ensure that all Members who wish to address a matter at a Committee meeting are afforded a reasonable opportunity to do so;
- (n) in circumstances where there is a question of whether or not a Member has a conflict of interest within the meaning of the *Business Corporations Act* (Ontario) with respect to a matter to be discussed at a Committee meeting, in consultation with the General Counsel and Corporate Secretary, determine whether an actual conflict of interest exists and, where such a determination is made, require the Member to excuse himself or herself from the Committee discussion of that matter and the Member shall not vote on any resolution in respect of that matter;
- (o) at every meeting of the Committee, hold *in camera* sessions with and without management and external advisors, as appropriate;

### **Committee Culture**

- (p) provide leadership in promoting and supporting a Committee culture that aligns with the Corporation's core values and is characterized by:
  - (i) high performance and commitment;

- (ii) direct and candid communication among Members and between the Committee and management;
- (iii) the acceptance by each Member of his or her responsibility to use his or her best efforts in carrying out his or her duties as a Member;
- (iv) the Committee's insistence on the highest level of integrity, accountability and honesty in the actions of the Committee and of management;
- (v) respect and trust among Members, and between the Committee, management, and external advisors, as applicable;
- (vi) the open and timely sharing of all relevant information among the Members, management and the external advisors, as appropriate;
- (vii) acceptance by all Members of the right of every Member to hold and express dissenting opinions;
- (viii) a genuine commitment by Members to good governance practices; and
- (ix) thoughtfully and constructively challenging management and providing appropriate feedback to management;

### **Committee Structure**

- (q) assist the Governance Committee in establishing the composition of the Committee;
- (r) assist the Board in regularly reviewing the Mandate of the Committee with a view to recommending to the Board appropriate amendments to the Committee's Mandate;

### **Miscellaneous Matters**

- (s) meet the Committee's requirements as expressed by its Members from time to time;
- (t) act as the Committee's spokesperson, as required;
- (u) provide advice and counsel on matters relating to the work of the Committee to management, the Board, the Members, and the external advisors, as applicable;
- (v) assist the Committee and management in understanding and respecting the boundaries between the responsibilities of the Committee and the responsibilities of management;
- (w) provide educational opportunities for Members, as appropriate;
- (x) meet or be available for discussion with Members, management and external advisors, as applicable, between meetings of the Committee;
- (y) following each meeting of the Committee, review the draft minutes of the meeting with the secretary of the meeting, make any amendments that may be required, and approve the final draft before it is submitted to the Committee for its approval;
- (z) following each meeting of the Committee, provide a report to the Board at its next meeting on the most significant matters covered in the meeting;
- (aa) subject to subsection 2(h), whenever necessary or desirable to facilitate the effective performance of the Committee's duties, attend meetings of other Board committees;

- (bb) in conjunction with the Governance Committee, arrange and co-ordinate regular assessments of the effectiveness of the Committee's performance;
- (cc) advise management of decisions made by the Committee *in camera*, or decisions made by the Board on the advice or recommendation of the Committee, which require implementation by management;
- (dd) monitor management's implementation of decisions made by the Committee and fulfilment of requests made of management by the Committee or external advisors for further information or documentation; and
- (ee) perform such other functions as the Board may reasonably specify from time to time.

### **Section 3. Review of Committee Chair Position Description**

At least once every three years, the Governance Committee shall review and assess the adequacy of this position description and approve changes thereto, except for minor technical amendments, authority for which is delegated to the Corporate Secretary or Assistant Corporate Secretary of the Corporation to make. The Corporate Secretary or Assistant Corporate Secretary shall report all minor technical amendments to the Governance Committee at its next regular meeting.