

Board Chair

Position Description

Who is this for?

This position description applies to the Chair of the board of directors (the “Chair”) of Orion Digital Corp. (“Orion Digital”).

Key Messages

- In co-operation with the Lead Director, the Chair provides leadership to enable the Board to act effectively in carrying out its duties and responsibilities as described in the Mandate of the Directors and as otherwise may be appropriate.
- The Chair sets the agenda for meetings of the Board and chairs such meetings.
- The Chair spearheads the orientation of new directors and continuing education opportunities for all directors.

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Owner: Board of Directors

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1. Regulatory Requirements

Pursuant to Section 3.5 of National Policy 58-201 – *Corporate Governance Guidelines* (“NP 58-201”), the Board of Directors (the “Board”) has developed this Board Chair Position Description. Pursuant to Section 3.2 of NP 58-201, the Chair of the Board should be an independent director. Where this is not appropriate, an independent director should be appointed to act as “lead director”. Orion Digital has appointed a lead director; for further information, please refer to the Lead Director Position Description.

- i. Pursuant to Item 1(f) of Form 58-101F1 under National Instrument 58-101 – Disclosure of Corporate Governance Practices, Orion Digital is required to disclose the following as part of its annual corporate governance disclosure: whether or not the Chair of the Board is an independent director;
- ii. if the Board has a Chair or Lead Director who is an independent director, disclose the identity of the independent chair or Lead Director, and describe their role and responsibilities; and
- iii. if the Board has neither a Chair that is independent nor a Lead Director that is independent, describe what the Board does to provide leadership for its independent directors.

2. Position Description

Per the Mandate of the Directors, the Board retains the responsibility for managing its affairs, including selecting its chair.

In co-operation with the Lead Director, the Chair provides leadership to enable the Board to act effectively in carrying out its duties and responsibilities as described in the Mandate of the Directors and as otherwise may be appropriate.

3. Responsibilities and Duties

In fulfilling this role, the Board Chair has the following responsibilities and duties:

- set the agenda for meetings of the Board and chair such meetings;
- act as a spokesperson for the Board;
- work with the Lead Director to ensure that the appropriate committee structure is in place and assist the Corporate Governance, Compensation and Nominating Committee in making recommendations for appointment to such committees;
- work with the Lead Director and to ensure that the Board is provided with the resources, including external advisers and consultants to the Board as considered appropriate, to permit it to carry out its responsibilities, and bring to the attention of the Lead Director any issues that are preventing the Board from being able to carry out its responsibilities;
- co-ordinate with the Corporate Governance, Compensation and Nominating Committee to maintain an orientation program for new Directors to explain Orion Digital’s approach to corporate governance and the nature and operation of its business;

- spearhead continuing education opportunities for all directors;
 - participate in and oversee the administration of the annual evaluation of the performance and effectiveness of the Board, Committees, and individual Directors.
 - foster relationships between the Board and management, as well as other stakeholders; and
 - work collaboratively with management to ensure that all required disclosures are made.
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Related documentation

- Mandate of the Directors; Code of Business Conduct and Ethics
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