

STELLA-JONES INC.

POSITION DESCRIPTION

CHIEF EXECUTIVE OFFICER (« CEO »)

The CEO is accountable to the Board of Directors (“Board”) for the effective overall management of Stella-Jones Inc. (“SJI”) and for conformity with policies agreed upon by the Board.

The CEO shall have full responsibility for the day-to-day operations of SJI’s business in accordance with its strategic plan, current year operating and capital expenditure budgets as approved by the Board.

The approval of the Board (or appropriate Committee) shall be required for all significant decisions outside of the ordinary course of SJI’s business, including major financings, acquisitions, dispositions, budgets and capital expenditures.

The primary accountabilities of the CEO are:

1. Developing a long-term strategy and vision for SJI that leads to the creation of shareholder value;
2. Developing an annual operating plan and financial budget that support SJI’s long-term business plan and strategies;
3. Strategy and implementation for major mergers, acquisitions and divestitures;
4. Ensuring that the day-to-day business affairs of SJI are appropriately managed by developing and implementing processes that will ensure the achievement of SJI’s financial and operating goals and objectives;
5. Taking steps to build an effective management team below the level of the CEO, effectively lead, motivate and support the management team and oversee SJI’s active plan for management’s development and succession;
6. Serving as the chief spokesperson for SJI;
7. Interfacing with shareholders, investors, banking institutions and other lenders;
8. Keeping the Board informed in a timely and candid manner of the progress of SJI towards the achievement of its established goals as well as events affecting its business, including opportunities in the marketplace and adverse or positive developments;
9. Evaluating the performance of the other officers of SJI and senior employees and making recommendations with respect to their compensation;
10. Overseeing the implementation of environmental protection policies and the requisite systems for compliance therewith;
11. Ensuring that risk management systems and internal control procedures are in place;

12. Fostering a corporate culture that promotes ethical practices and encourages individual integrity, and produces a work climate that is conducive to attracting, retaining and motivating top-quality employees at all levels; and
13. Foster relationships with major customers and suppliers.