

POSITION DESCRIPTION OF THE CHAIR OF THE GOVERNANCE AND NOMINATION COMMITTEE

Appointment

The Chair of the Governance and Nomination Committee (the “Committee”) of the Board of Directors of Stella-Jones Inc. (the “Corporation”) is appointed by the Board concurrent with the creation of the Committee and at the first meeting of the Board following the annual meeting of shareholders.

Responsibilities

The Chair of the Governance and Nomination Committee shall provide leadership to the Committee with respect to establishing procedures to govern the Committee’s work and ensuring the Committee’s full discharge of its mandate and dates including:

1. Determining the dates and locations of meetings of the Committee in consultation with the President and CEO, the Chair of the Board and the Senior Vice-President, Chief Legal Officer and Secretary of the Corporation.
2. Ensuring the Committee’s activities are consistent with, and fulfill the Committee’s mandate.
3. Maintaining close contact with the Chair of the Board on all matters pertaining to the Committee.
4. Reviewing the meeting agendas to ensure all required business is brought before the Committee to enable the Committee to carry out its duties and responsibilities in consultation with the President and CEO, the Chair of the Board and the Senior Vice-President, Chief Legal Officer and Secretary of the Corporation.
5. Requiring the Committee to meet as many times as necessary for the Committee to carry out its duties and responsibilities effectively.
6. Reporting the activities of the Committee to the Board of Directors in a timely manner and making such recommendations to the Board on behalf of the Committee as may be required from time to time.
7. Manage the process of appraising the performance of the Board and report thereon, no less than once each year, to the Board.
8. In the absence of the Chair of the Governance and Nomination Committee, the Vice-Chair of the Governance and Nomination Committee (if any), or the President of the Corporation will replace the Chair and carry out his/her duties.