

# **POSITION DESCRIPTION OF THE CHAIR OF THE HUMAN RESOURCES AND COMPENSATION COMMITTEE**

## **Appointment**

The Chair of the Human Resources and Compensation Committee (“HRC Committee”) of the Board of Directors of Stella-Jones Inc. (the “Corporation”) is appointed by the Board at the first meeting of the Board following the annual meeting of shareholders.

## **Responsibilities**

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

1. Determining the dates and locations of meetings of the HRC Committee in consultation with the President and CEO, the Senior Vice-President and CFO and the Secretary of the Corporation.
2. Ensuring the HRC Committee’s activities are consistent with, and fulfill the HRC Committee’s mandate.
3. Maintaining close contact with the Chair of the Board on all matters pertaining to the HRC Committee.
4. Reviewing the meeting agendas to ensure all required business is brought before the HRC Committee to enable it to carry out its duties and responsibilities in consultation with the President and CEO, the Senior Vice-President and CFO, the Secretary of the HRC Corporation and other members of senior management of the Corporation and its subsidiaries, as appropriate.
5. Requiring the HRC Committee to meet as many times as necessary for the HRC Committee to carry out its duties and responsibilities effectively.
6. Reporting the HRC Committee’s activities to the Board of Directors in a timely manner and making such recommendations to the Board on behalf of the HRC Committee as may be required from time to time.
7. In the absence of the Chair of the HRC Committee, the Vice-Chair of the HRC Committee (if any), or the President of the Corporation will replace the Chair and carry out his/her duties.