

**LAUGHING MATTER**  
**BOARD OF DIRECTORS**

**CHAIRMAN OF THE BOARD OF DIRECTORS**  
**POSITION DESCRIPTION**

The Chairman of the Board of Directors is an independent member of the Board of Directors (the “Board”).

**Direct Reports:** The Chairman maintains open communication with the Executive Director. Unfettered two-way communication with all senior officers (“Management”) is also expected.

**Position Summary:** The Chairman leads and oversees the operations and affairs of the Board. The Chairman facilitates good governance by focusing the work of the Board on governing and performing its oversight role of Management. Further, the Chairman builds an effective Board team and inspires the Board to set the mission and strategic direction of the Corporation. The Chairman works to ensure that the Board functions properly, meets its obligations and responsibilities, and fulfills its mandate as set forth in the Corporate Bylaws and as otherwise determined from time to time by the Board.

**Specific Responsibilities:**

- Together with the Executive Director, the Chairman represents the Corporation to internal and external groups and constituents such as local communities, chartered units, other non-profit organizations, and media.
- The Chairman will build a strong, effective and well balanced Board and Committees, and works to ensure succession planning for them by consulting with the Governance and Board Development Committee and the Executive Director to identify, actively recruit, solicit, evaluate, and select candidates for membership to the Board and to make appropriate Committee and leadership assignments.
- The Chairman will work to ensure an effective relationship between the Board and Management and, in so doing, will be the liaison between the Board and Management. The Chairman will ensure that the roles and responsibilities of the Board and Management are understood by all so that boundaries between Board and Management responsibilities are respected.
- The Chairman oversees the performance evaluation of the Executive Director by conducting an annual review of the Executive Director and discussing the review with the Board.