



JADEPOWER

**ROLE AND MANDATE OF
THE EXECUTIVE CHAIRMAN**

Dated as of November 27, 2019

JADE POWER TRUST

ROLE AND MANDATE OF THE EXECUTIVE CHAIRMAN

The term “**Trust**” as used herein shall refer to the Jade Power Trust and include all of the direct and indirect subsidiaries of the Jade Power Trust, and the Jade Power Administrator Inc. (the “**Administrator**”), as the context so requires. The Administrator is the administrator of Jade Power Trust, and as such, the board of directors of the Administrator (the “**Board**”) is responsible for the stewardship of the affairs of the Trust and the Trust’s direct and indirect subsidiary entities.

The responsibilities of the executive chairman (the “**Executive Chairman**”) of the Board of the Administrator consist of the following principal components:

1. PROVIDING LEADERSHIP TO ENHANCE DIRECTOR EFFECTIVENESS

The Executive Chairman should be explicitly accountable for ensuring that the Board carries out its responsibilities effectively. This involves:

- ensuring that the Board works as a cohesive team and providing the leadership essential to achieve this; and
- ensuring that the resources available to the Board (in particular timely and relevant information) are adequate to support its work.

2. MANAGING THE BOARD

The Executive Chairman should be responsible for:

- ensuring that where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board. Examples of such functions could include:
 - ensuring that appropriate human resource management practices (including succession, development and compensation plans) are in place for senior management of the Administrator;
 - ensuring that succession planning for the Board is carried out;
 - ensuring an adequate orientation and training program for new Board members;
 - once potential candidates are identified, approaching potential candidates to explore their interest in joining the Board; and

- ensuring that the conduct of Board meetings provides adequate time for serious discussion of relevant issues and that the Administrator is building a healthy governance culture.

3. ASSESSING THE CHIEF EXECUTIVE OFFICER

The Executive Chairman should lead the Board in assessing the performance of the Chief Executive Officer.