



**CANFOR CORPORATION
BOARD CHAIR POSITION DESCRIPTION**

1. The Board of Directors (Board) shall appoint from among its members the Chair of the Company (Chair) for such term or terms as the Board deems advisable. The Chair shall not be an employee of the Company and shall not be related to the Company.
2. The performance of the Chair shall be evaluated annually by the Board. The Chair may be removed or replaced at any time by the Board if the Chair's performance does not meet the expectations of the Board.
3. The Chair shall have the following responsibilities:
 - a) to lead, manage and organize the Board, consistent with the approach to corporate governance adopted by the Board from time to time;
 - b) to preside as Chair at all meetings of the Board and shareholders;
 - c) to set the agenda of the Board and shareholders' meetings in consultation with the Chief Executive Officer and Corporate Secretary;
 - d) to ensure the adoption of and compliance with procedures such that the Board will conduct its work effectively and efficiently, independently from management, including the scheduling, calling and management of Board meetings and meeting at such times as may be determined to be appropriate without the presence of management;
 - e) to ensure the responsibilities of the Board are effectively carried out in compliance with the Board mandate and that the functions of the Board delegated to committees of the Board are carried out by the committees and reported to the Board and recorded as such;
 - f) together with the Chief Executive Officer, approach and explore with potential candidates to the Board their interest in joining the Board, once they have been identified and selected by the corporate governance committee and prior to submission to the Board;
 - g) to act as a liaison between the Board and the senior management of the Company, including acting as an advisor to and sounding board for the Chief Executive Officer;
 - h) to ensure the Board represents and protects the interests of all shareholders;
 - i) to ensure the responsibilities of the Board are well understood by both the Board and management, and that the distinct roles of the Board and management are clearly understood and respected;

- j) to ensure the Board works together in a spirit of collegiality at Board meetings, where debate and thorough discussions are encouraged and to provide the leadership necessary to achieve this goal;
- k) to ensure timely and relevant information and other resources are available to the Board to adequately support its work;
- l) to represent the Company, after consultation with the Chief Executive Officer, to shareholders and external stakeholders, including local community groups, aboriginals, government, and non-governmental organizations; and
- m) to carry out such other duties and responsibilities as may be required of the Chair by the Board from time to time.