



**CANFOR CORPORATION
COMMITTEE CHAIR POSITION DESCRIPTION**

1. The Board of Directors (Board) shall appoint from among its members the chair of each committee of the Board (Committee Chair) for such term or terms as the Board deems advisable. The Committee Chair shall not be an employee of the Company and shall not be related to the Company.
2. The performance of the Committee Chair shall be evaluated annually by the Board. The Committee Chair may be removed or replaced at any time by the Board if the Committee Chair's performance does not meet the expectations of the Board.
3. The Committee Chair shall have the following responsibilities:
 - a) to preside as Committee Chair at all committee meetings or delegate such responsibility if unable to attend;
 - b) to set the agenda of the committee meetings in consultation with the Corporate Secretary of the Company and, with respect to the Audit Committee, in consultation with the Chief Financial Officer;
 - c) to ensure the adoption of and compliance with procedures such that the committee will conduct its work effectively and efficiently, independently from management, including the scheduling, calling and management of committee meetings and meeting at such times as may be determined to be appropriate without the presence of management;
 - d) to ensure the responsibilities of the committee are effectively carried out in compliance with the committee's terms of reference and that the functions of the committee are carried out and reported to the Board and recorded as such;
 - e) to ensure the committee works together in a spirit of collegiality at committee meetings, where debate and thorough discussions are encouraged, and to provide the leadership necessary to achieve this goal;
 - f) to ensure timely and relevant information and other resources are available to the committee to adequately support its work; and
 - g) to carry out such other duties and responsibilities as may be required or assigned by the Board from time to time.