

## **ONTARIO POWER GENERATION INC.**

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

#### **GENERAL**

This position description describes the appointment, role and responsibilities of the Chair (the "Chair") of the Human Resources and Governance Committee (the "Committee") of the Board of Directors (the "Board") of OPG ("OPG"). This position description should be read together with the written charter of the Committee (the "Charter"), as such Charter may be amended from time to time.

#### **OFFICE OF THE CHAIR**

The Board shall appoint the Chair from the members of the Committee (or if it fails to do so, the members of the Committee shall appoint the Chair of the Committee from among its members).

The designation of the Committee's Chair shall take place annually at the first meeting of the Board following the annual election of Directors. If the designation of Chair is not so made, the Director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

The Chair shall receive such remuneration as the Board may determine from time to time.

#### **RESPONSIBILITIES OF THE CHAIR**

##### ***Committee Leadership***

The Chair will provide leadership to the members of the Committee in discharging their responsibilities in accordance with the mandate as set out in the Charter of the Human Resources and Governance Committee, including by:

- a) promoting a thorough understanding by members of the Committee and Management of:
  - i) the duties and responsibilities of the Committee; and
  - ii) the relationship between the Committee and OPG's Management; and
- b) promoting cohesiveness among members of the Committee.

##### ***Chair of Board Meetings***

Section 3.15 of OPG's by-laws states that if the Chair of the Board is not available to chair a Board meeting, then the Chair of the Committee shall be the Chair.

##### ***Liaison between the Committee and Management***

The Chair shall be the liaison between the Committee and OPG's Management, promoting open and constructive discussions between members of the Committee and Management.

##### ***Information Flow***

The Chair shall work with Management to determine the information necessary for the Chair and the Committee to discharge their responsibilities effectively. Management shall administer the flow of information to the Chair and the Committee required to keep the Chair and the Committee fully apprised at all times of all matters which are material to the Committee's responsibilities.

### ***Meetings of the Committee***

OPG's corporate secretary (the "Corporate Secretary") shall be responsible for scheduling meetings of the Committee, in consultation with the Chair and with the Chair of the Board and shall send notices of all such meetings to the members of the Committee and to appropriate members of Management. The Corporate Secretary shall be responsible for keeping minutes of all meetings and all resolutions of the Committee.

In connection with meetings of the Committee, the Chair shall be responsible for:

- a) reviewing and approving agendas presented by Management for Committee meetings such that:
  - i) all of the responsibilities assigned to the Committee under the terms of its Charter are discharged on a timely and diligent basis; and
  - ii) members of the Committee have input into the agendas;
- b) monitoring the adequacy of materials provided to the Committee by Management in connection with the Committee's deliberations;
- c) ensuring that the Committee has sufficient time to review the materials provided to it and to fully discuss the business that comes before the Committee; and
- d) presiding over meetings of the Committee.

### ***Reporting to the Board***

The Chair shall report to the Board on the activities of the Committee as contemplated in the Committee's Charter.

### ***Annual Performance Evaluation***

On an annual basis, the Chair shall promote the implementation of the process established by the Board for assessing the performance of the Committee.

### ***Charter Review***

The Committee shall review and assess the adequacy of its Charter annually and recommend to the Board any changes it deems appropriate.

### ***Other Responsibilities***

The Chair shall perform such other functions:

- a) as may be ancillary to the duties and responsibilities described above; and
- b) as may be delegated to the Chair by the Committee or the Board from time to time.

---

This position description is subject to the provisions of the articles, by-laws and the *Business Corporations Act* (Ontario) as amended from time to time.

*Effective: February 2016*

*Revised: March 11, 2021*

*Last Reviewed: November 12, 2024*