

## **POSITION DESCRIPTIONS**

### **INDEPENDENT CHAIR OF THE BOARD OF DIRECTORS**

The Independent Chair of the Board is responsible for the effective functioning of the Board. The Independent Chair of the Board acts in an advisory capacity to the President & Chief Executive Officer (“CEO”). The Independent Chair of the Board is independent of management. The Independent Chair of the Board shall:

- Chair meetings of the Board as well as annual & special meetings of BGSi;
- In consultation with the Secretary of BGSi, the President & CEO and the Board determine the dates and locations of meetings of the Board and meetings of the shareholders;
- In consultation with the Secretary of BGSi and the President & CEO prepare/approve the agenda for each meeting of the Board;
- Assist all Directors in receiving the information required for the proper performance of their duties [Note: all Directors individually have a duty to seek out information required for proper performance of their duties];
- Retain external advisors as needed;
- Ensure that external advisors retained or to be retained by the Board are appropriately qualified and independent;
- Work with the Board to ensure ongoing development of the Board, including Director recruitment, development, evaluation and compensation;
- Work with the Board to ensure that the appropriate committee structure is in place and makes initial recommendations for appointments to the Board and its committees;
- Provide consultative input to the President & CEO relative to the development of BGSi’s vision and strategy so as to facilitate communication and understanding between management and the Board, and then monitor progress on strategic planning, policy implementation and succession planning;
- Provide leadership to enable the Board to act as an effective team in carrying out its duties and responsibilities;
- Maintain a close ongoing relationship and open communication with the President & CEO and act as a liaison between the Board and management.

#### **CHAIR OF THE GOVERNANCE AND NOMINATION COMMITTEE**

The Chair of the Committee is responsible for the effective functioning of the Governance and Nomination Committee. The Chair of the Committee shall:

- Chair meetings of the Committee;
- Collaborate with the Chairman, Secretary of BGSI, President &CEO and other members of management, where appropriate, to develop the agenda for Committee meetings;
- Ensure proper flow of information to the Committee;
- Ensure that external advisors retained or to be retained by the Committee are appropriately qualified and independent;
- Ensure that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled; and
- Report to the Board of Directors on behalf of the Committee.

#### **CHAIR OF THE AUDIT COMMITTEE**

The Chair of the Committee is responsible for the effective functioning of the Audit Committee. The Chair of the Committee shall:

- Chair meetings of the Committee;
- Collaborate with the Chairman, Secretary of BGSI, President &CEO and other members of management, where appropriate, to develop the agenda for Committee meetings;
- Ensure proper flow of information to and from the Committee;
- Ensure that external advisors retained or to be retained by the Committee are appropriately qualified and independent;
- Ensure that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled; and
- Report to the Board of Directors on behalf of the Committee.

### **CHAIR OF THE COMPENSATION COMMITTEE**

The Chair of the Committee is responsible for the effective functioning of the Compensation Committee. The Chair of the Committee shall:

- Chair meetings of the Committee;
- Collaborate with the Chairman, Secretary of BGSI, President & CEO and other members of management, where appropriate, to develop the agenda for Committee meetings;
- Ensure proper flow of information to and from the Committee;
- Ensure that external advisors retained or to be retained by the Committee are appropriately qualified and independent;
- Ensure that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled; and
- Report to the Board of Directors on behalf of the Committee.

### **PRESIDENT & CHIEF EXECUTIVE OFFICER**

The President & Chief Executive Officer (“CEO”) is appointed by and reports to the Board of Directors.

The principal role of the President & CEO is to run the business of BGSI and its subsidiaries.

#### Role/Responsibilities:

- Responsible for the operations and financial performance of BGSI and its subsidiaries.
- With input from the Board, sets strategy and vision for the organization.
- Within the parameters of the approved strategic direction, plans, sets policy, sets goals, ensures resources are in place to achieve goals, implements and then monitors the ongoing performance relative to established goals/objectives.
- Develops organizational structures, including hiring, firing, and leading the senior management team.

- Builds culture for the entire organization, including ethical conduct.
- Provides clear leadership to the entire organization.
- Submits acquisition/investment proposals for Board approval (where required) and then implements.
- Communicates to and promotes positive relations with investors, the investment community and other external as well as internal groups.
- Establishes “tone at the top” with regard to disclosure practices.
- Has final responsibility and authority relating to all Management Level (vs Board Level) decisions.
- Support the Governance and Nomination Committee in identifying candidates for Board members for consideration by the Board as and when deemed appropriate.
- Prepares and presents to the compensation committee all recommendations relating to compensation plans, bonus plans and employment agreements for the executive management group.