



## **MAPLE LEAF FOODS INC.**

### **POSITION DESCRIPTION FOR THE LEAD DIRECTOR**

#### **FUNCTION:**

The prime responsibility of the Lead Director is to provide leadership to the outside directors on the Board to enhance the Board's ability to operate independently of management. In fulfilling this responsibility, the Lead Director must foster an effective, efficient and dynamic relationship with the Board, the Chairman of the Board and management.

#### **SPECIFIC RESPONSIBILITIES:**

In fulfilling his or her responsibility, the Lead Director will:

1. together with the Chairman of the Board, take steps to foster the Board's understanding of its responsibilities and boundaries with management;
2. organize and present agendas for and preside over *in camera* meetings of outside directors based on input from directors and management;
3. oversee the distribution of information to outside directors for purposes of *in camera* outside director meetings in a manageable form, sufficiently in advance of the meeting; and
4. act as a liaison between outside directors, the Chairman and senior officers of the Corporation and ensure that the Chairman and management are aware of concerns of the outside directors.