



MANDATE OF THE CHAIR OF THE BOARD

GENERAL

The Chair of the Board of Directors (the “**Board**”) of Extendicare Inc. (the “**Company**”) is responsible for the management, development and effective functioning of the Board of Directors and for providing leadership in every aspect of its work.

The Chair of the Board shall act in an advisory capacity to the President and Chief Executive Officer of the Company and to other members of senior management of the Company in matters concerning the interests of the Company.

The Chair of the Board shall be:

- (a) independent for the purposes of, and pursuant to, the Company’s statement of corporate governance practices;
- (b) an “unrelated” and “independent” director, as defined in and for purposes of any applicable governance guidelines or listing standards of any stock or securities exchange upon which the securities of the Company are from time to time listed; and
- (c) an “independent” director for purposes of any applicable corporate, securities or other legislation or any rule, regulation, instrument policy, guideline or interpretation under any such legislation.

SPECIFIC RESPONSIBILITIES

The Chair of the Board shall have specific responsibility for:

- (a) ensuring that the directors on the Board understand the boundaries between the Board and management responsibilities;
- (b) determining, in consultation with the Board and senior management, the time and places of the meetings of the Board and of the shareholders of the Company and establishing agenda’s therefore;
- (c) managing the affairs of the Board, including ensuring that the Board is organized and functions effectively and meets its obligations and responsibilities;
- (d) co-ordinating with senior management and the Corporate Secretary of the Board to ensure that matters to be considered by the Board are properly presented and given the appropriate opportunity for discussion;
- (e) taking all reasonable steps to ensure that the conduct of Board meetings facilitates discussion and provides sufficient time for the analysis and discussion of the matters under consideration;
- (f) providing advice and counsel to the President and Chief Executive Officer and other members of senior management;
- (g) presiding as chair of each meeting of the Board;

- (h) ensuring that the Board members have the appropriate information and access to resources and senior management necessary to fulfill their responsibilities and duties and arranging for adequate resources to be available to the Board more generally to support its work;
- (i) presiding as chair of each meeting of the shareholders of the Company;
- (j) in conjunction with senior management, responding to shareholder concerns and reporting shareholder concerns to the Board, when appropriate;
- (k) ensuring that Board functions are effectively carried out, and, where functions have been delegated to committees of the Board (the “**Committees**”), that their results and recommendations are reported to the Board;
- (l) if and to the extent the deemed necessary by him/her or if requested by a Committee (as defined below) or the Board, attending, as a non-voting participant, meetings of any Committee on which the Chair of the Board does not sit;
- (m) leading the Board with respect to discussing, monitoring and developing appropriate objectives, strategies, policies and procedures for the Company;
- (n) leading the Board: (i) in monitoring and evaluating, in consultation with the Governance and Nominating Committee, the effectiveness of the Board as a whole, the Board Chair, each of the Committees, each of the Chairs of the Committees, the contributions of individual directors of the Board, and, in consultation with the Human Resources Committee the performance of the President and Chief Executive Officer; and (ii) in consultation with the Human Resources Committee, in developing senior management succession plans;
- (o) communicating with all members of the Board to co-ordinate their input, ensure their accountability and provide for the overall effectiveness of the Board and its committees; and,
- (p) otherwise ensuring that the Board operates in compliance with its mandate/charter.