

Chairman and Chief Executive Officer

Position Description

General

The Board of Directors (the “Board”) appoints the Chairman and Chief Executive Officer, who serves George Weston Limited (the “Corporation”) at the pleasure of the Board.

The Chairman and Chief Executive Officer is responsible to the Board of Directors for the overall leadership, management, strategic direction and financial and operating performance of the Corporation, in accordance with the strategic plan and objectives approved from time to time by the Board. In addition, in his capacity as chairman of the Board of Directors, the Chairman and Chief Executive Officer, along with the lead independent director appointed by the Board (“Lead Director”), is also responsible for the management, development and effective performance of the Board, and for providing leadership to the Board in carrying out its collective responsibility for supervising the management of the business and affairs of the Corporation.

Specific Roles and Responsibilities – Chairman

In his capacity as Chairman of the Board of Directors, the Chairman and Chief Executive Officer shall:

1. lead, manage and organize the Board in accordance with the Board Mandate;
2. together with the Lead Director, ensure that appropriate procedures are in place to enable the Board to work effectively and efficiently and to function independently of management;
3. together with the Lead Director, other directors and the Corporate Secretary, establish the agenda for each Board meeting to ensure that all appropriate matters are brought forward for discussion to the Board and that appropriate members of senior management are available to present or address various issues, as may be necessary;
4. ensure that the Board meets as frequently as is necessary, chair Board meetings, ensure that appropriate briefing materials are delivered in a timely fashion, provide adequate time for discussion of issues, facilitate consensus, encourage full participation and discussion by Board members and confirm that clarity regarding decisions is reached and accurately recorded;
5. maintain an effective relationship between the Board and senior management;
6. provide leadership to ensure that the Board works as a cohesive team;
7. together with the Lead Director, determine the information the Board requires to discharge its responsibilities effectively and confirm that senior management is keeping the Board fully apprised at all times of all matters which are material to the Board’s responsibilities;
8. confirm that Board functions are delegated to appropriate committees, that functions are carried out and that the results are reported to the Board;

9. chair meetings of shareholders, be available for questions and participate in quarterly analyst calls and other shareholder or investor meetings or presentations as required;
10. in conjunction with the Governance, Human Resource, Nominating and Compensation Committee, approach potential candidates for positions on the Board, once potential candidates are identified, to explore their interest in joining the Board;
11. monitor compliance with the corporate governance policies of the Board, including those regarding regularity and conduct of Board and committee meetings, including *in camera* sessions, managing and reporting information and other policies relating to the Board's business; and
12. take all other reasonable steps to ensure that the responsibilities and duties of the Board, as provided for in the Board Mandate, are understood by both the Board and senior management and that the boundaries between Board and management responsibilities are understood and respected.

Specific Roles and Responsibilities – Chief Executive Officer

In his executive capacity, the Chairman and Chief Executive Officer shall have the following roles and responsibilities:

1. Leadership and Culture. The Chairman and Chief Executive Officer shall provide leadership on strategic direction, values, disciplined capital allocation, delivering solid results and creating long-term sustainable value for shareholders. The Chairman and Chief Executive Officer shall promote a culture that enhances the effectiveness of the Corporation and supports the Corporation's strategic and operational objectives. The Chairman and Chief Executive Officer shall also articulate and promote a corporate culture that recognizes superior performance, integrity and corporate values as well as diversity and inclusion.
2. Strategic Planning. The Chairman and Chief Executive Officer shall ensure that strategic plans for the Corporation and each of its principal operating subsidiaries are in place and presented to the Board annually. The plans shall include multi-year reviews of operations and human resources, together with financial plans setting out performance targets.
3. Execution of Business Plan and Budgets. The Chairman and Chief Executive Officer shall ensure that the Presidents of the Corporation and of each of its principal operating subsidiaries develop an annual business plan and related budget. The Chairman and Chief Executive Officer shall be responsible for oversight of the execution of the business plans.
4. Risk Management. The Chairman and Chief Executive Officer shall supervise the President in overseeing the Corporation's enterprise risk management framework, as approved by the Board, including the identification of principal risks facing the Corporation and its businesses and the plans to manage those risks. The Chairman and Chief Executive Officer shall promote a strong risk environment and foster a risk management culture throughout the organization.
5. Performance and Compensation. The Chairman and Chief Executive Officer shall supervise, evaluate the performance of, and recommend to the Governance, Human Resource, Nominating and Compensation Committee the compensation of the President, and together with the President, supervise, evaluate the performance of, and recommend the compensation of other senior management. The Chairman and Chief Executive Officer shall be responsible for the creation of compensation practices that reward performance.

6. Corporate Policies/Initiatives. The Chairman and Chief Executive Officer will provide leadership in setting the mission and values of the Corporation, including the principles guiding its approach to environmental, social and governance matters, and shall supervise the President in setting the operational policies of the Corporation.
7. Management Effectiveness and Succession. The Chairman and Chief Executive Officer shall ensure, in cooperation with the Board and the President, that the Corporation has an effective senior management team, that the Board has regular contact with such persons, and that there exists an effective plan of succession, evaluation and development for all areas of the business.
8. Compliance and Integrity. The Chairman and Chief Executive Officer shall promote and protect the Corporation's integrity and reputation in the markets in which it operates and with customers and government and regulatory bodies. The Chairman and Chief Executive Officer shall work with the head of the Compliance function to ensure the development and implementation of appropriate compliance programs across the Corporation and its operating subsidiaries, and actively promote a culture of compliance.
9. Reporting to the Board. At each Board Meeting, the Chairman and Chief Executive Officer will report on various matters arising out of his roles and responsibilities, including highlights of the strategic plans, financial and operating performance, industry developments and executive and management performance and succession matters.
10. Required Approvals. The Chairman and Chief Executive Officer shall be responsible for the approval of the following:
 - a. all material press releases, in accordance with the Corporation's Disclosure Policy;
 - b. all major public presentations (conferences, analyst meetings, etc.);
 - c. executive changes (hiring, terminations and transfers) of all direct reports to the President and all Senior Vice Presidents (or equivalent) and above; and
 - d. any significant capital expenditures, acquisitions and divestitures, and any increase or decrease in the Corporation's total capital expenditures from budget in excess of 10%.
11. Executive Updates. The Chairman and Chief Executive Officer shall meet regularly with the senior operating executives in periodic review meetings.
12. Stakeholder Relations. The Chairman and Chief Executive Officer shall maintain effective relations with the Corporation's shareholders, employees, other stakeholders and the public.
13. Group Liaison. The Chairman and Chief Executive Officer shall act as a liaison between senior management of the Corporation, Loblaw Companies Limited and Choice Properties REIT.
14. Other Duties. The Chairman and Chief Executive Officer shall perform such additional duties as may be delegated by the Board.