



MAPLE LEAF FOODS INC.

POSITION DESCRIPTION FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS

FUNCTION:

The prime responsibility of the Chairman of the Board of Directors is to provide leadership to the Board to enhance Board effectiveness. The Board has ultimate accountability for supervision of management of the Corporation. Critical to meeting this accountability is the relationship between the Board, management, shareholders and other stakeholders. The Chairman, as the presiding member, must oversee that these relationships are effective, efficient and further the best interests of the Corporation.

SPECIFIC RESPONSIBILITIES:

In fulfilling his or her responsibility, the Chairman will:

1. oversee the Board's discharge of its duties assigned to it by law, in the constating documents of the Corporation and the Corporate Governance Guidelines;
2. in consultation with the Lead Director, take steps to foster the Board's understanding of its responsibilities and boundaries with management;
3. assist in reviewing and monitoring the long-term business plan, strategies and policies of the Corporation and the achievement of their objectives;
4. establish procedures to govern the effective and efficient conduct of the Board's work;
5. schedule meetings of the Board and work with committee Chairmen to co-ordinate the schedule of meetings for committees;
6. organize and present agendas for Board meetings based on input from directors and management;
7. oversee the distribution of information to the Board in a manageable form, sufficiently in advance of the meeting;
8. preside over Board meetings and conduct the meetings in an efficient, effective and focussed manner;
9. help the Board fulfil the goals it sets by assigning specific tasks to members of the Board;
10. oversee the discharge by Board Committees (other than the Corporate Governance Committee) of the functions delegated to them and monitor the committees' work to see that these functions are carried out and results are reported to the Board;
11. communicate with the senior officers of the Corporation so that they are aware of concerns of the Board, shareholders and other stakeholders;
12. chair meetings of the shareholders;
13. together with the Chief Executive Officer, represent the Corporation to external groups, including shareholders, creditors, consumer groups, local communities and all levels of government; and
14. carry out other duties as requested by the Board, as needs and circumstances arise.