

Duties and Responsibilities of Committee Chairpersons

VIA Rail Canada Inc.

COMMITTEE CHAIRPERSONS ARE RESPONSIBLE FOR:

- In collaboration with the Chairperson of the Board of Directors and the Corporate Secretary, scheduling Board of Directors and Committee meetings and setting the agenda;
- Working with management and the Corporate Secretary on the development of materials for the Board of Directors and Committee meetings;
- Creating an annual work plan that will be sent to Governance, Risk and Strategy Committee before the beginning of the year;
- Ensuring Committee meetings are conducted in an efficient, effective and focused manner;
- Stimulating debate, facilitating consensus, and ensuring that decisions are reached and duly recorded;
- Ensuring the Committee has sufficient information to permit it to properly make decisions when decisions are required;
- Providing leadership to the Committee and assisting it in reviewing and monitoring its responsibilities;
- Reporting to the Board of Directors on the deliberations and recommendations of the Committee;
- Updating, from time to time, Directors who are not Members, of any significant issues or deliberations of the Committee;
- Monitoring compliance by the Committee of its duties and responsibilities as contained in the Committee Mandate;
- Staying well informed of all Committee activities; and
- Assuming any other responsibilities as the Chairperson of the Board of Directors, the Committee or the Board of Directors may specify from time to time.