

## **POSITION DESCRIPTION DOMINION DIAMOND CORPORATION**

**Position:** Chairman of the Board

**Appointment:** The Chairman of the Board is appointed annually by the Board of Directors (“the Board”) from among its members, with remuneration as determined by the Board.

**Duties and Responsibilities:** The Chairman leads the Board in all aspects of its work and is responsible for effectively managing the affairs of the Board and ensuring that the Board is properly organized and functions efficiently. The Chairman also advises the Chief Executive Officer in all matters concerning the interests of the Board and the relationships between management and the Board.

More specifically, the duties and responsibilities of the Chairman include the following:

### Meetings

1. In consultation with the Chief Executive Officer and the Corporate Secretary, the Chairman will determine the dates and locations of meetings of the Board, Board Committees, and shareholders.
2. Ensure that all business that is required to be brought before a meeting of shareholders is brought before a meeting of shareholders.
3. As provided for in the by-laws of the Corporation, the Chairman will preside at meetings of the Board and at meetings of shareholders of the Corporation.
4. With the assistance of the Chief Executive Officer, the Corporate Secretary and the Lead Director, review and oversee the management of the Board administrative activities (meeting schedules, agendas, information flow, and documentation).
5. Attend meetings of those Board Committees of which the Chairman is not a listed member as deemed appropriate.
6. Review and approve minutes of all Board meetings prior to presentation to the Board for approval.
7. Review and approve minutes of all shareholder meetings prior to presentation to the shareholders for approval.

### Board Procedures and Leadership

8. Provide the necessary leadership to enable the Board to act as an effective team in carrying out its duties and responsibilities and ensure effective relations with the members of the Board, management, shareholders, stakeholders, and the public.

9. Establish, in consultation with the Lead Director, procedures to govern the Board's work, ensuring that the Board is appropriately adopting a strategic plan and supervising management's progress against achieving the strategic plan on behalf of shareholders.
10. Ensure the proper flow of information to the Board and review, with the Chief Executive Officer and the Corporate Secretary, the adequacy and timing of materials in support of management's proposals.
11. Work with the Nominating & Corporate Governance Committee in the development of a more effective Board and participate in Board effectiveness evaluations and meet with individual directors to provide constructive feedback and advice.
12. Work with the Nominating & Corporate Governance Committee in planning Board and Board Committee composition, recruitment of new directors and plan for director succession.

#### Interaction with Management

13. Be kept well informed of all major affairs of the Corporation and maintain regular contact with the Chief Executive Officer and other senior executive officers of the Corporation.
14. Provide advice, counsel and mentorship to the Chief Executive Officer.
15. With the assistance of the Lead Director and the Human Resources and Compensation Committee, lead the Board in evaluating the performance of the Chief Executive Officer.

#### Other Duties

16. Retain expert advisers on behalf of the Board when required.
17. Represent the Board at official functions and meetings with major shareholder groups and other stakeholder groups.
18. Deal with potential conflicts of interest that may arise.
19. Carry out special assignments or any functions as requested by the Board.

**APPROVED** by the Board of Directors of Dominion Diamond Corporation on the 20<sup>th</sup> day of January, 2016.