

## **BOARD OF DIRECTORS CHARTER**

### **PURPOSE**

Boyd Group Services Inc.'s ("BGSI") Board of Directors ("Board") oversees, directly and through its committees, the affairs of BGSI, which are conducted by its officers and employees under the direction of the President & Chief Executive Officer ("CEO") and the business and affairs of its subsidiaries. The Board is to act at all times with a view to the best interests of BGSI having regard to the interests of its shareholders.

The Board shall meet regularly to review the business operations and corporate governance and financial results of BGSI.

### **ORGANIZATION AND COMPOSITION**

Nominees for Directors are initially considered and recommended by the Governance & Nomination Committee of the Board, approved by the Board and elected annually by the Shareholders of BGSI.

A majority of Directors comprising the Board must be independent within the meaning of all applicable laws, regulations, securities policies and instruments, and listing requirements to which BGSI is subject. BGSI may also include Directors drawn from senior management as the Board believes this combination leads to a constructive exchange of views in Board deliberations resulting in objective, well-balanced and informed discussion and decision making.

Directors who are not members of management will meet regularly without management present and without any Director who is not considered an unrelated and independent Director in accordance with the above provisions to discuss matters of interest independent of any influence from management. These sessions will be led by the Chair of the Governance & Nomination Committee.

Certain of the responsibilities of the Board referred to herein may be delegated to Committees of the Board. The responsibilities of those Committees will be as set forth in their respective Charters, as amended from time to time.

### **RESPONSIBILITIES**

Without limitation to its responsibilities under applicable laws, the Board's responsibilities shall include:

- The assignment to committees of Directors of the general responsibility for developing BGSI's approach to: financial reporting and internal controls; disclosure practices; corporate governance issues and the nomination of Directors; and the compensation of officers and employees.

- To appoint a competent senior management team and to oversee the management of the business.
- To satisfy itself as to the integrity of the President & CEO and other executive officers and that the President & CEO and other executive officers create a culture of integrity within BGSi.
- With the assistance of the Audit Committee:
  - Ensure the integrity of BGSi's internal control and management information systems. Ensure compliance with laws and regulations, audit and accounting principles and BGSi's own governing documents.
  - Select, appoint, determine the remuneration of and, if necessary, replacement of the independent auditors.
  - Ensure the independence of the auditors.
  - Identify the principal risks of BGSi's business and ensure that appropriate systems are in place to manage these risks.
  - Review and approve significant operational and financial matters and the provision of direction to management on these matters.
- With the assistance of the Governance & Nomination Committee:
  - Develop a set of governance principles.
  - Review the composition of the Board to ensure that an appropriate number of independent Directors sit on the Board.
  - The assessment, at least annually, of the effectiveness of the Board as a whole, the committees of the Board and the contribution of individual Directors, including consideration of the appropriate size of the Board.
  - Ensure that an appropriate selection process for new nominees to the Board is in place.
  - Ensure that an appropriate orientation and education program for new recruits to the Board is in place, including outlining the expectations and responsibilities of Directors.
- With the assistance of the Compensation Committee:
  - Manage the selection, appointment, monitoring, evaluation and, if necessary, the replacement of the President & CEO and other executives, to ensure that management succession is, to the extent possible, effected in a manner so as not to be disruptive to BGSi's operations.
  - Review and approve recommendations concerning executive compensation, share-based plans and compensation payable by BGSi for service as a Director.
- The adoption of a strategic planning process, approval and review, on an annual basis of a strategic plan that takes into account business opportunities and business risks and monitoring performance against plan.
- The review and approval of corporate objectives and goals applicable to senior management personnel of BGSi.
- Establish channels for stakeholders to communicate with the Board.
- Approval of securities compliance policies, including the disclosure policy of BGSi and review of these policies at least annually.
- Obtain periodic reports from management on BGSi's operations.
- Perform such other functions as prescribed by law.

**OTHER ADVISORS**

The Board shall have the authority, to the extent it deems necessary or appropriate, to retain independent legal, accounting or other advisors. BGSi shall provide for appropriate funding, as determined by the Board, for payment of compensation to any advisors engaged by the Board.