

# KINROSS

## POSITION DESCRIPTION FOR THE INDEPENDENT CHAIR

### I. Purpose

The Independent Chair shall be a director who is an “independent director” in accordance with the definition of independent director reproduced in Schedule “A” to the Charter of the Board of Directors to act as the leader of the Board of Directors and enhance and protect, with the Corporate Governance Committee and the other Committees of the Board, the independence of the Board.

### II. Who may be Independent Chair

The Independent Chair will be selected amongst the independent directors of Kinross who have a sufficient level of experience with corporate governance issues to provide independent leadership for the Board.

The Independent Chair will be selected annually at the first meeting of the Board of Directors following the annual general meeting of shareholders.

### III. Responsibilities

The following are the responsibilities of the Independent Chair. The Independent Chair may delegate or share certain of these responsibilities with the Corporate Governance Committee and/or any other committee of the Board comprised solely of independent directors as defined in Schedule “A” to the Charter of the Board of Directors:

- ◆ Chairing all meetings of the Board of Directors.
- ◆ Chairing all annual general and special meetings of shareholders.
- ◆ Providing leadership to the Board to enhance the Board's effectiveness, including:
  - Ensuring that the responsibilities of the Board are well understood by both the Board and management, and that the boundaries between Board and management responsibilities are clearly understood and respected;
  - Providing leadership to enable the Board to work as a cohesive team and building unity, consensus and solidarity;

- Demonstrating integrity and ethical leadership by encouraging a climate of trust and openness;
  - Assessing the adequacy and timelines of the resources available to the Board (in particular timely and relevant information) necessary to support its work;
  - Supervising a process for an annual assessment of the effectiveness of the Board of Directors as a whole, committees of the Board of Directors and the contribution of individual directors.
- ◆ Managing the Board, including:
- Preparing the agenda of the Board meetings;
  - Adopting procedures to enable the Board to conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;
  - Verifying that, where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board;
  - Overseeing succession planning with respect to the Chief Executive Officer and other members of management, in conjunction with the Board; and
  - Approaching potential candidates once potential candidates are identified, to explore their interest in joining the board and working with the Corporate Governance and Nominating Committee.
- ◆ Acting as liaison between the Board and management to ensure that relationships between the Board and management are conducted in a professional and constructive manner. This involves working with the Chief Executive Officer to ensure that the conduct of Board meetings provides adequate time for serious discussion of relevant issues and for the promotion of effective corporate governance practices.
- ◆ At the request of the Board and the Chief Executive Officer, representing Kinross to external groups such as shareholders and other stakeholders, including community groups and governments.