

POSITION DESCRIPTIONS

INDEPENDENT CHAIR OF THE BOARD OF DIRECTORS

The Independent Chair of the Board is responsible for the effective functioning of the Board of Directors (the “**Board**”) of Boyd Group Services Inc. (“**BGSI**”). The Independent Chair of the Board acts in an advisory capacity to the President & Chief Executive Officer (“**CEO**”). The Independent Chair of the Board must be an independent director within the meaning of National Instrument 52-110 – Audit Committees and applicable United States securities laws and New York Stock Exchange requirements. The Independent Chair of the Board shall:

- Chair meetings of the Board as well as annual & special meetings of BGSI;
- In consultation with the Secretary of BGSI, the President & CEO and the Board, determine the dates and locations of meetings of the Board and meetings of the shareholders;
- In consultation with the Secretary of BGSI and the President & CEO prepare/approve the agenda and materials for each meeting of the Board;
- Assist in ensuring the Board has adequate resources and receives full, timely and relevant information required for the proper performance of their duties [Note: all Directors individually have a duty to seek out information required for proper performance of their duties];
- Retain external advisors as needed;
- Ensure that external advisors retained or to be retained by the Board are appropriately qualified and independent;
- Work with the Board to ensure ongoing development of the Board, including Director recruitment, development, evaluation and compensation;
- Work with the Board to ensure that the appropriate committee structure is in place and makes initial recommendations for appointments to the Board and its committees;
- Provide consultative input to the President & CEO relative to the development of BGSI’s vision and strategy so as to facilitate communication and understanding between management and the Board, and then monitor progress on strategic planning, policy implementation and succession planning;
- Provide leadership to enable the Board to act as an effective team in carrying out its duties and responsibilities; and

- Maintain a close ongoing relationship and open communication with the President & CEO and act as a liaison between the Board and management.

CHAIR OF THE NOMINATING, GOVERNANCE & SUSTAINABILITY COMMITTEE

The Chair of the Committee is responsible for the effective functioning of the Nominating, Governance & Sustainability Committee. The Chair of the Committee shall:

- Provide leadership to enable the Committee to effectively carry out its duties and responsibilities as described in the charter of the Committee, and as may otherwise be appropriate;
- Chair meetings of the Committee;
- Collaborate with the Independent Chair, Secretary of BGSI, President & CEO and other members of management, where appropriate, to develop the agenda and materials for Committee meetings;
- Assist in ensuring the Committee has adequate resources and receives full, timely and relevant information required for the proper performance of their duties [Note: all Directors individually have a duty to seek out information required for proper performance of their duties]
- Retain external advisors on behalf of the Committee and ensure they are appropriately qualified and independent;
- Oversee the assessment of the performance of the Committee;
- Ensure that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled;
- Report to the Board of Directors on behalf of the Committee; and
- Carry out such other duties as may be requested by the Board from time to time.

CHAIR OF THE AUDIT COMMITTEE

The Chair of the Committee is responsible for the effective functioning of the Audit Committee. The Chair of the Committee shall:

- Provide leadership to enable the Committee to effectively carry out its duties and responsibilities as described in the charter of the Committee, and as may otherwise be appropriate;
- Chair meetings of the Committee;

- Collaborate with the Independent Chair, Secretary of BGSi, President & CEO and other members of management, where appropriate, to develop the agenda and materials for Committee meetings;
- Assist in ensuring the Committee has adequate resources and receives full, timely and relevant information required for the proper performance of their duties [Note: all Directors individually have a duty to seek out information required for proper performance of their duties]
- Ensure there is an effective relationship between the senior executives (including members of the internal auditing function of the Company, if any), the external auditors of BGSi and the members of the Audit Committee;
- Act as liaison between the Audit Committee and each of BGSi's management and external auditor;
- Ensure the retention of external advisors as appropriate that are appropriately qualified and independent and the retention of appropriately qualified and independent external auditors;
- Oversee the assessment of the performance of the Committee;
- Ensure that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled;
- Discuss as necessary with the Chair of the Nominating, Governance & Sustainability Committee the skills, experience and talents required for the members of the Audit Committee on an ongoing basis;
- Report to the Board of Directors on behalf of the Committee; and
- Carry out such other duties as may be requested by the Board from time to time.

CHAIR OF THE PEOPLE, CULTURE AND COMPENSATION COMMITTEE

The Chair of the Committee is responsible for the effective functioning of the People, Culture and Compensation Committee. The Chair of the Committee shall:

- Provide leadership to enable the Committee to effectively carry out its duties and responsibilities as described in the charter of the Committee, and as may otherwise be appropriate;
- Chair meetings of the Committee;

- Collaborate with the Independent Chair, Secretary of BGSi, President & CEO and other members of management, where appropriate, to develop the agenda and materials for Committee meetings;
- Assist in ensuring the Committee has adequate resources and receives full, timely and relevant information required for the proper performance of their duties [Note: all Directors individually have a duty to seek out information required for proper performance of their duties];
- Retain external advisors on behalf of the Committee and ensure they are appropriately qualified and independent;
- Ensure that all items requiring Committee approval or Committee recommendations to the Board are appropriately tabled;
- Report to the Board of Directors on behalf of the Committee; and
- Carry out such other duties as may be requested by the Board from time to time.

PRESIDENT & CHIEF EXECUTIVE OFFICER

The President & Chief Executive Officer (“**President & CEO**”) is appointed by and reports to the Board of Directors.

The principal role of the President & CEO is to run the business of BGSi and its subsidiaries.

Role/Responsibilities:

- Responsible for the day-to-day management of the business and affairs of BGSi, including the operations and financial performance of BGSi and its subsidiaries;
- With input from the Board, sets strategy, and vision for the organization;
- Within the parameters of the approved strategic direction, plans, sets policy, sets goals, ensures resources are in place to achieve goals, implements and then monitors the ongoing performance relative to established goals/objectives and periodically reports to the Board in a timely fashion on progress;
- Develops organizational structures, including hiring, termination, and leading of the senior management team;
- Builds culture for the entire organization, including ethical conduct and responsible decision making by management;
- Provides clear leadership to the entire organization;

- Submits acquisition/investment proposals for Board approval (where required) and then implements;
- Communicates to and promotes positive relations with investors, the investment community and other external as well as internal groups;
- Implements policies adopted by the Board to ensure maintenance of high standards of business conduct and ethics, as well as compliance with applicable laws, rules and regulations and corporate reporting and disclosure requirements;
- Establishes “tone at the top” with regard to disclosure practices;
- Has final responsibility and authority relating to all management level (vs Board level) decisions;
- Regularly works with the Chair and other directors of the Board to ensure that directors are being provided with timely and relevant information necessary to discharge their duties and responsibilities;
- Support the Nominating, Governance & Sustainability Committee in identifying candidates for Board membership for consideration by the Board as and when deemed appropriate;
- Supervises and evaluates the performance of senior executives as well as prepares and presents to the compensation committee all recommendations relating to compensation plans, bonus plans and employment agreements for the executive management group; and
- Carry out such other duties and responsibilities as is customary for a CEO of a company in a similar industry and stage of development, as the Board may reasonably request from time to time.