



**SUN LIFE FINANCIAL INC.**

**AND**

**SUN LIFE ASSURANCE COMPANY OF CANADA ("THE CORPORATION")**

**POSITION DESCRIPTION FOR COMMITTEE CHAIRS**

**General**

The Chair of a Board of Directors (the "Board") Committee is responsible for providing leadership to enhance effective and independent functioning of the Committee in order that the Committee may fulfil its duties and responsibilities as outlined in its Committee Charter.

**Duties and Responsibilities**

The principal duties and responsibilities of each Committee Chair include:

- In conjunction with the Chairman of the Board and, when appropriate, other Committee Chairs, members of management and advisors, reviewing and approving the agenda for each meeting of the Committee.
- Chairing Committee meetings, ensuring that there is adequate time at Committee meetings for discussion of relevant issues and for the Committee members to meet privately.
- Reporting to the Board on the Committee's activities following each meeting and presenting recommendations to the Board on matters that require Board approval.
- In conjunction with the Management Resources Committee, providing recommendations to the Board on the appointment, reassignment, replacement or dismissal of Control Function leaders who report to the Committee, and annually providing input on the performance assessment and compensation awarded to those individuals.
- Leading an annual review of the adequacy of the Committee Charter.
- Leading an annual evaluation of the effectiveness of the Committee.

Committee Chairs are appointed annually. Generally, a Director will serve as a Committee Chair for five years.