

# NORTHWEST HEALTHCARE PROPERTIES REAL ESTATE INVESTMENT TRUST

## *POSITION DESCRIPTION* *LEAD TRUSTEE*

### 1. General

#### A. Purpose

This position description describes the appointment, role and responsibilities of the lead independent trustee (the “**Lead Trustee**”) of the board of Trustees (the “**Board**”) of NorthWest Healthcare Properties REIT. (the “**REIT**”).

#### B. Constatng Documents and Applicable Legislation

This position description is subject to and shall be interpreted in a manner consistent with the REIT’s Declaration of Trust and any other applicable legislation (including the rules and policies of any stock exchange on which the REIT’s securities are listed), all as may be amended from time to time.

A “**Trustee**” means any member of the Board.

### 2. Charter

This position description should be read together with the written charter of the Board and the position description of the chair of the Board (the “**Chair**”), as such documents may be amended or amended and restated from time to time.

### 3. Office

If the Chair is not independent within the meaning of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and free of any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as Chair, the Trustees of the Board who are independent, as provided above (the “**Independent Trustees**”), shall appoint a Lead Trustee at the first meeting of the Board following the annual meeting of unitholders each year, to continue in office until the next such meeting. The Lead Trustee shall be independent within the meaning of NI 58-101 and free of any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment. If the Independent Trustees do not appoint a Lead Trustee, and the Chair is not independent as provided above, the person who is then serving as Lead Trustee shall continue as Lead Trustee until his or her successor is appointed.

### 4. Responsibilities

#### A. Board Leadership

The Lead Trustee will provide leadership to the Trustees in discharging their mandate as set out in the charter of the Board, including by assisting the Chair in:

- (a) leading, managing and organizing the Board consistent with the approach to corporate governance adopted by the Board from time to time;
- (b) promoting cohesiveness among the Trustees;
- (c) promoting honest and ethical decision making by the Trustees; and
- (d) being satisfied that the responsibilities of the Board and its committees are well understood by the Trustees.

#### B. Relationship with Management

The Lead Trustee shall provide advice, counsel and mentorship to the REIT’s management team, including its Chief Executive Officer and Chief Financial Officer.

### **C. Information Flow**

The Lead Trustee shall assist the Chair in promoting the provision of information to the Trustees on a timely basis to keep the Trustees apprised of matters which are material to Trustees.

The Lead Trustee shall be satisfied that the information requested by any Trustee is provided as appropriate and meets the needs of that Trustee.

The Lead Trustee shall further serve as an independent point of contact for unitholders wishing to communicate with the Board other than through the Chair. The name of the Lead Trustee will be disclosed on the REIT's website and in its management information circular. Interested persons will be invited to make their concerns known to the Independent Trustees by communicating those concerns to the Lead Trustee confidentially.

### **D. Meetings of the Board**

In connection with meetings of the Trustees, the Lead Trustee shall be responsible for the following:

- (a) assisting the Chair in scheduling meetings of the Trustees;
- (b) assisting the Chair in setting the agenda for meetings of the Board based on consultations with the Board and management, as appropriate;
- (c) presiding over meetings of the Trustees (other than portions of such meetings in respect of which the Lead Trustee is conflicted) when the Chair is absent;
- (d) assisting the Chair in co-ordinating with the chairs of the committees of the Board (the "**Committees**") to schedule Committee meetings based on consultations with the Committee members and management, as appropriate;
- (e) assisting the Chair in making arrangements for management, outside advisors and other individuals to attend meetings, as appropriate, to assist the Board or a Committee to carry out its work;
- (f) assisting the Chair in adopting procedures so that the Board and Committees can conduct business and function effectively;
- (g) assisting the Chair in ensuring that all business required to come before the Board is brought before the Board such that the Board is able to carry out its duties to supervise the management of the business and affairs of the REIT;
- (h) monitoring the adequacy of materials provided to the Trustees by management in connection with the Trustees' deliberations;
- (i) ensuring that the Trustees have sufficient time to review the materials provided to them and to adequately discuss the business that comes before the Board;
- (j) ensuring that the Independent Trustees have adequate opportunities to meet without members of management present;
- (k) presiding over *in camera* meetings of the Independent Trustees and communicating to the Chair and management, as appropriate, the results thereof; and
- (l) encouraging free and open discussion at meetings of the Board.

In fulfilling its responsibilities, the Lead Trustee shall be authorized to (i) call meetings of the Board when the Chair is absent or when otherwise appropriate and (ii) engage with external parties on behalf of the Board.

**E. Meetings of Unitholders**

The Lead Trustee shall preside over meetings of the REIT's unitholders (i) when the Chair is absent, unless otherwise determined by the Board or (ii) when the Board determines the Lead Trustee should do so.

**F. Position Description Review**

The Board shall review and assess the adequacy of this position description as required from time to time and approve any changes it deems appropriate.

**G. Other Responsibilities**

The Lead Trustee shall perform such other functions as may be ancillary to the duties and responsibilities described above, and as may be delegated to the Lead Trustee by the Board from time to time.

**5. Remuneration**

The Lead Trustee shall receive such remuneration as the Board may determine from time to time.