

## **Position Description**

**Title:**           **Chair, Nominating and Compensation Committee**  
**Crystallex International Corporation**

**Reports to:**   **Board of Directors**

- leads the Committee.
- responsible for the day-to-day management of the activities of the Committee
  - schedules and sets the agenda for Committee meetings with input from other Members and the Chair of the Board and the Chief Executive Officer and other senior management as appropriate
  - arranges for senior management and others to attend Committee meetings as appropriate
  - facilitates the delivery of accurate, timely and clear information to the Committee to enable the Committee to successfully carry out its responsibilities
  - assists the Chair of the Board in developing agendas for Board meetings that will enable the Board to successfully carry out its responsibilities
  - coordinates the activities of the Committee with the activities of the Board
  - assigns tasks to other Members
  - reports to the Board following each meeting of the Committee.
- maintains an active and cooperative relationship with the Chair of the Board and the Chief Executive Officer and other senior management.
- acts as the principal interface between the Committee and the Chief Executive Officer.
- performs such other functions as may reasonably be requested by the Board.