



CONFIDENTIAL BOARD POSITION SPECIFICATION

Position: One Independent Board Director
Company: Softchoice Corporation
Location: Toronto, Ontario
Website: www.softchoice.com

ABOUT SOFTCHOICE

Softchoice is one of the largest IT Solution and Managed Service providers in North America. Every day, Softchoice supports thousands of organizations with insight and expertise that speeds the adoption of technology, while managing cost and risk. Softchoice is an influential, growth-oriented organization determined to enable people, clients, partners and the communities served to realize their potential. Softchoice's unique culture fosters a friendly, open-minded workplace where employees are encouraged to bring their whole selves to work.

Softchoice has over 1,800 employees and offices in 30 local markets across North America and is a top-tier partner for all major IT brands, and a trusted partner to 2,500+ technology manufacturers.

ABOUT THE BOARD POSITION

Women Get On Board Inc. (WGOB) is working with the board of directors of Softchoice (the "Board") in the recruitment of one (1) new Board Director to be appointed at the Company's August 2020 Board of Directors Meeting.

This initiative reflects Softchoice's commitment to renew and align the diversity, skills and expertise of the Board to effectively steward and support Softchoice through the many cycles of strategic business challenges and opportunities.

Prospective Board candidates are expected to have significant business experience and to possess vision, sensibility and financial acumen. Board candidates will need to have intellectual and emotional independence and demonstrate fairness, openness and impartiality. The Board strives to achieve rational decision making for the business.

Softchoice aims to add specific skills and competencies to the Board and ideal candidates will possess:

1. Industry and Corporate Knowledge

Recognizing that business decisions are reached by well-informed Directors, each Director must become thoroughly knowledgeable of the industry within which the Company operates, and will maintain an understanding of the relevant regulatory, legislative, business, social and political environment.

The ideal Board candidates will have extensive senior executive experience with high growth transformational companies with US operations, in the following areas:

- Experience in development of culture, employee engagement and talent
- Transformational changes in operations and culture
- Organizational development and change management
- Alignment of Corporate strategies to business goals
- Experience in the services sector; ideally in technology

2. Education and Experience

- A degree from a recognized university in a relevant field of study, or an acceptable combination of relevant education and job-related experience;
- Business experience with strategic planning;
- Business experience in which a proven track record of business acumen, insight and judgement are demonstrated;
- Experience in making significant decisions or providing recommendations on decisions which have substantial financial implications;
- Well versed in corporate governance and best practices through related experience; and
- Understand financial statements.

3. Personal Attributes

- Willing and able to devote the time and energy necessary to fully participate on the Board;
- Collaborative team player, with a can-do attitude, willingness to consider others' opinions, orientation towards constructively resolving conflicts, and a focus on adding value;
- Sound judgement combined with superior analytical problem solving and decision-making skills, and the ability to balance the interests of multiple stakeholders;
- Strong communication skills, with the ability to listen carefully, raise questions constructively and encourage and build upon an open discussion of critical issues;
- Proven ability to build relationships and develop a strong network of industry contacts;
- Innovative and creative towards developing new ways to address business issues;
- Free of any substantial commercial conflicts, independence of mind; and
- High integrity, accountability, courage and business acumen

GOVERNANCE STRUCTURE:

Ownership

Softchoice is a portfolio company of Birch Hill Equity Partners, one of Canada's leading private equity firms. See www.birchhillequity.com for more information on Birch Hill.

Leadership and Board of Directors

Our leadership team: <https://www.softchoice.com/about-softchoice/who-we-are/leadership-team>

Our Board is comprised of 6 members represented by: the CEO, three independent Directors and two members from Birch Hill Equity Partners.

Board Structure and Meetings

The fiscal year ends on December 31st and the Board will meet at least 4 times per year, however, actual meeting frequency and meeting duration will vary as consultations and decisions are necessary.

Prospective board candidates must have sufficient time to attend regular meetings in person as well as intermittent meetings to support crucial strategic initiatives and decisions as they arise. Board members must also be active participants on regular and special Board committees as appropriate and necessary and are expected to stay informed about committee matters and to prepare in advance for meetings and reviews.

Board members are expected to become acquainted with other Board members and to build a collegial working relationship that contributes to consensus building. Board members need to be active participants in annual planning and evaluation processes.

Board Committees

Talent and Rewards Committee
Audit Committee

Board Terms (if apply)

No terms - annual election

Compensation

This board member will receive a competitive compensation package. Also, all Directors are reimbursed for reasonable out of pocket expenses incurred while serving as Directors.

Recruitment Process/Timing

- Women Get On Board will provide a curated board shortlist of qualified board candidates to Softchoice and Birch Hill Equity Partners who will then determine which candidates to interview.

If you are interested in this board opportunity, please send your board resume by **May 15th, 2020** to boardresume@womengetonboard.ca

If you would like to request more information, please email connect@womengetonboard.ca