

THOMSON REUTERS

Position Description for a Committee Chair

The Corporate Governance Guidelines adopted by the Board of Directors (the “Board”) of Thomson Reuters Corporation provide that the Board will carry out its responsibilities directly and through an Audit Committee, a Corporate Governance Committee, a Human Resources Committee and such other committees as the Board may establish from time to time.

The Chair of each committee is appointed by the Board on the recommendation of the Corporate Governance Committee.

A committee Chair is principally responsible for determining the agenda, frequency and conduct of committee meetings.

Specific Role and Responsibilities

The committee Chair will:

- ensure that the committee is properly organized, functions effectively and meets its obligations and responsibilities;
- establish the frequency of committee meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- chair committee meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, stimulating debate, providing adequate time for the discussion of issues, facilitating consensus, encouraging full participation by individual committee members and ensuring that clarity regarding decisions is reached and duly recorded;
- in consultation with the other members of the committee, the Chairman, the Deputy Chairmen and the Chief Executive Officer, establish the agenda for meetings of the committee and oversee the preparation of briefing materials for committee meetings;
- liaise and communicate with the Chairman of the Board to coordinate input from the committee for Board meetings;
- report to the Board on matters discussed and approved in committee meetings;
- assist the Corporate Governance Committee in its annual review of the effectiveness of the committee in fulfilling its responsibilities and duties;

- in conjunction with the committee, retain and oversee independent advisors to assist the committee when appropriate; and
- ensure that the committee meets *in camera* on a regular basis.

Adopted effective March 4, 2014