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|  <b>Russel Metals</b><br><b>Corporate Governance – Position Descriptions</b> | Page Number:<br><b>1</b>   | Date:<br><b>03-Nov-2011</b>                     |
|   | Version:<br><b>1.1</b>   | Supersedes:<br><b>Version 1.0 / 06-Oct-2008</b> |
| Created by:<br><b>Board of Directors</b>  | Title:<br><b>CHAIR OF THE MANAGEMENT RESOURCES AND<br/>COMPENSATION COMMITTEE - POSITION DESCRIPTION</b> |   |

1. **GENERAL**

1.1 **Purpose**

This position description describes the appointment, role and responsibilities of the chair (the "Chair") of the management resources and compensation committee (the "Compensation Committee") of the board of directors (the "Board") of Russel Metals Inc. ("Russel").

1.2 **Governing Statute, Articles and By-Laws**

This position description is subject to the provisions of the articles, by-laws and the *Canada Business Corporations Act* as amended from time to time.

1.3 **Charter**

This position description should be read together with the written charter of the Compensation Committee (the "Charter"), as such Charter may be amended from time to time.


2. **COMMITTEE CHAIR**

2.1 **Board to Appoint Chair**

The Board shall appoint the Chair from the members of the Committee (or if it fails to do so, the members of the Committee shall appoint the Chair of the Committee from among its members).

2.2 **Chair to be Appointed Annually**

The designation of the Committee's Chair shall take place annually at the first meeting of the Board after a meeting of the members at which Directors are elected, provided that if the designation of Chair is not so made, the Director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

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### 2.3 Remuneration

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

## 3. RESPONSIBILITIES OF THE CHAIR

### 3.1 Committee Leadership

The Chair will provide leadership to the Committee in discharging its mandate as set out in the Charter of the Compensation Committee, including by:


- (a) promoting a thorough understanding by members of the Committee, management, Russel's compensation consultants and other outside advisors of:
  - (i) the duties and responsibilities of the Committee; and
  - (ii) the relationship between the Committee and each of Russel's
    - (A) management
    - (B) compensation consultants and
    - (C) other outside advisors; and
- (b) promoting cohesiveness among members of the Committee.

### 3.2 Liaison between the Committee and Management

The Chair shall be the liaison between the Committee and each of Russel's management, compensation consultants and other outside advisors, promoting open and constructive discussions between members of the Committee and each of these parties.

### 3.3 Information Flow

The Chair shall promote the proper flow of information to the Committee to keep the Committee fully apprised of all matters which are material to Russel at all times.

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#### 3.4 Meetings of the Committee

In connection with meetings of the Committee, the Chair shall be responsible for:

- (a) scheduling meetings of the Committee;
- (b) organizing and presenting the agenda for Committee meetings such that:
  - (i) all of the responsibilities assigned to the Committee under the terms of its Charter are discharged on a timely and diligent basis; and
  - (ii) members of the Committee have input into the agendas;
- (c) monitoring the adequacy of materials provided to the Committee by management in connection with the Committee's deliberations;
- (d) ensuring that the Committee has sufficient time to review the materials provided to it and to fully discuss the business that comes before the Committee;
- (e) presiding over meetings of the Committee; and
- (f) presiding over *in camera* meetings of the Committee.


#### 3.5 Reporting to the Board

The Chair shall report to the Board on the activities of the Committee as contemplated in the Committee's Charter.

### 4. OTHER RESPONSIBILITIES

#### 4.1 Annual Performance Evaluation

On an annual basis, the Chair coordinates with the Corporate Governance Committee in following the process established by the Board for assessing the performance of the Committee.

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4.2 Charter Review

The Committee shall review and assess the adequacy of this Charter annually and recommend to the Board any changes it deems appropriate.

4.3 Other

The Chair shall perform such other functions:

- (a) as may be ancillary to the duties and responsibilities described above; and
- (b) as may be delegated to the Chair by the Committee or the Board from time to time.