

Chair of the Board – Position Description

The Chair of the Board of Directors is responsible for the effective functioning of the Board.

The Chair of the Board of Directors shall be appointed by the Board of Directors for a one year term to commence following the termination of the annual meeting of shareholders each year (provided that, if there is a vacancy in such office, the Chair of the Nominating and Corporate Governance Committee, or if such office is also vacant, then the Chair of the Audit Committee, shall fill the vacancy until such time as it is filled by the Board of Directors).

The Chair of the Board of Directors shall, operating within the Board's mandate:

1. Provide leadership to foster the effectiveness of the Board.
2. Establish procedures to govern the Board's work and ensure the Board's full discharge of its duties in accordance with its mandate, including:
 - Collaborating with the CEO and other members of management, where appropriate, to develop the agenda for Board meetings;
 - Providing appropriate information from management to enable the Board and committees to exercise their accountabilities;
 - Arranging that all items requiring Board and committee approval are appropriately tabled;
 - Arranging for a proper flow of information to the Board and reviewing adequacy and timing of documentary materials in support of management's proposals;
 - Taking appropriate steps with a view to ensuring that external advisors retained or to be retained by the Board are appropriately qualified and independent as appropriate or required;
 - Arranging for the Board to have access to such members of senior management as may be required by the Board; and
 - Working with the CEO to ensure that the Board is otherwise provided with the resources to permit it to carry out its responsibilities and bringing to the attention of the CEO any issues that are preventing the Board from being able to carry out its responsibilities.
3. Provide leadership to ensure that the Board functions independently of management and other non-independent directors.
4. Reviewing the mandate for the Board from time to time and assist in making recommendations as appropriate for amendments to the mandate.
5. Providing for the appropriate committee structure to be in place and assist in making recommendations for appointment to such committees.
6. Chair every meeting of the Board and encourage free and open discussion, stimulate debate and provide adequate time for discussion of issues, of each meeting of the Board.
7. Chair every meeting of shareholders and respond to such questions as are put to the Chair of the Board of Directors at any such meeting.

8. Recommend, where necessary, the holding of special meetings of the Board, or meetings of independent directors, whether as part of a regularly scheduled meeting of the Board or otherwise, at which non-independent directors and members of management are not present.
9. Receive notices and materials for all committee meetings and attend all such meetings whenever possible.
10. Together with the Nominating and Corporate Governance Committee, identify guidelines for the selection of, and evaluation of conduct of, the directors.
11. Maintaining an effective relationship between the Board of Directors and each committee of the Board.
12. Act as liaison between the Board and management and provide leadership in maintaining an effective relationship between the Board and management.
13. Carry out other duties as requested by the Board as a whole, depending on need and circumstances, subject to and in accordance with the Board's mandate and applicable law.