



CHAIR OF THE BOARD OF DIRECTORS POSITION DESCRIPTION

1. GENERAL DUTIES

The fundamental responsibility of the Chair of the Board of Directors of the Company is to effectively manage the affairs of the Board in accordance with corporate governance principles.

2. SPECIFIC DUTIES

The Chair shall:

A. Board Structure

- Ensure that the Board is properly organized, functions effectively and meets its obligations and responsibilities including those relating to corporate governance matters.
- Establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board, including periodic meetings of directors without management representatives and non-independent directors.

B. Board Management

- Preside as Chair of each Board meeting.
- Lead the Corporate Governance Committee in developing strategic criteria for director recruitment and succession planning and in preparing an annual slate of directors to be nominated for election to the Board.
- Recommends Board committee members and committee chair appointments to the Board for approval or removal and assist in the review of the need for, and the performance and suitability of, those committees.
- Prepare the agenda, information packages and related matters for Board meetings with assistance from the Secretary.
- Establish a system that provides for communication with all directors and committee chairs to co-ordinate input from directors and optimize the effectiveness of the Board and its committees.
- In conjunction with the relevant committees of the Board, review and assess director attendance, performance and compensation and the size and composition of the Board.

C. Advisory

- Assist the President and Chief Executive Officer in reviewing strategies, defining issues, maintaining accountability and building relationships.
- Provide advice to the President and Chief Executive Officer on major issues.

- Communicate with the President and Chief Executive Officer regarding concerns of the Board.
- Work closely with the President and Chief Executive Officer to ensure management strategies, plans and performance are appropriately presented to the Board.

D. President and CEO Performance

- Assess, in conjunction with the Human Resources and Compensation Committee, the performance of the President and Chief Executive Officer and provide input with respect to compensation.
- Provide input to the Human Resources and Compensation Committee with respect to the President and Chief Executive Officer succession.

E. Annual Meeting and Other Communication

- Chair meetings of shareholders of the Company.

3. NON-EXHAUSTIVE LIST

The foregoing list of duties is not exhaustive and the Chair of the Board may, in addition, perform such other functions as may be necessary or appropriate in the circumstances.