

**TERMS OF REFERENCE FOR CHAIRMAN OF THE BOARD****I. INTRODUCTION**

- A.** The Chairman of the Board is an independent director appointed by the full Board.
- B.** The Chairman of the Board's primary focus is managing the affairs of the Board including ensuring the Board is organized properly, functions effectively and can operate independently of management when necessary.
- C.** The Chair sets the "tone" for the Board and its members so as to foster ethical and responsible decision-making, appropriate oversight of management and best practices in corporate governance.
- D.** The Chairman of the Board ensures the responsibilities of the Board are well understood and respected by both the Board and management.
- E.** The Chairman of the Board works closely with and in an advisory capacity to, the President and Chief Executive Officer (the "CEO").

**II. DUTIES AND RESPONSIBILITIES****A. Working with Management**

The Chairman of the Board has the responsibility to:

- i) Act as a sounding board and counselor for the CEO, including helping to identify problems, reviewing strategy, ensuring accountability, and building relationships.
- ii) Ensure the CEO is aware of the concerns of the Board and shareholders.
- iii) Ensure the Board has a process for assessing CEO performance and ensure that appropriate succession, development and compensation plans are in place for senior management and presented to the Board.
- iv) Ensure that corporate strategy, annual operating plans and performance are presented to the Board.
- v) Foster a constructive and harmonious relationship between the Board and management.
- vi) At the request of the Board and/or the CEO, act as a spokesperson for the Corporation.

**B. Managing the Board**

The Chairman of the Board has the responsibility to:

- i) Ensure the Board is alert to its obligations to the Corporation and shareholders, other stakeholders, and pursuant to law and contemporary governance standards.

**TERMS OF REFERENCE FOR CHAIRMAN OF THE BOARD**

- ii) In consultation with the CEO, establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board.
- iii) In consultation with the CEO, set agendas for Board meetings.
- iv) Chair Board meetings.
- v) Provide leadership to the Board; assist the Board in reviewing and monitoring the strategy, plans and directions of the Corporation and the achievement of its objectives.
- vi) Ensure decisions made by the Board are consistent with good corporate governance and in the best interests of the Corporation.
- vii) Provide support to the Governance and Compensation Committee in developing director criteria and potential candidates to be recommended for appointment to the Board and ensuring an adequate orientation and training program for new Board members.
- viii) Provide support to the Governance and Compensation Committee with its recommendation of the committee members and committee chair appointments to the Board for approval and its review of the need for, and the performance and suitability of, those committees.
- ix) Build consensus and develop teamwork within the Board.
- x) Maintain a liaison and communication with all directors and committee Chairs to coordinate input from directors, and optimize the effectiveness of the Board and its committees.
- xi) Ensure the Board receives adequate and regular updates from the CEO on all issues important to the welfare and future of the Corporation.
- xii) In collaboration with the CEO, ensure information requested by directors or committees of the Board is provided and meets their needs.
- xiii) Review director conflict of interest issues as they arise.
- xiv) Ensure meetings of the independent directors are scheduled regularly, chair such meetings and report the results of such meetings to the CEO.