

POSITION DESCRIPTION

Position

Chairman of the Board

General Responsibility

Works with the CEO and the Board to ensure that all matters relating to the Mandate of the Board and its stewardship responsibilities are completely disclosed and discussed with the Board. If the Chairman of the Board is not an independent director, the Board will appoint an independent Lead Director.

Committee Responsibility

Ex-officio member of all Committees

Specific Responsibilities

1. In conjunction with the CEO, recommends to the Board the Strategic Plan for the Company.
2. Manages the process of Board meetings to ensure that the Mandate of the Board is being fulfilled.
3. Schedules Board meetings and determines the agenda for those meetings.
4. Ensures that each Director has notice of Board meetings and an opportunity for full participation.
5. Provides an opportunity for non-executive Directors to meet independently of Management.
6. Chairs meetings of shareholders.
7. In conjunction with the CG & Nominating Committee, proposes and recommends Director candidates:
 - a. for nomination to stand for election by the shareholders; and
 - b. for appointments to the Board.
8. In conjunction with the CG & Nominating Committee, reviews annually the composition of the Board and the Committees and the contributions of each Director.
9. Meets annually with each Director individually with respect to the Director's role on the Board.