

POSITION DESCRIPTION

Position

Lead Director

Appointment and Term of Office

The Lead Director will be an independent Director appointed by the Board following the AGM to hold office until the next AGM unless the member is unable to serve or is removed from office. A casual vacancy may be filled at any time by the Board, to hold office until the next AGM.

General Responsibility

The Lead Director provides independent leadership to the Board.

Specific responsibilities

1. In conjunction with the CG & Nominating Committee, ensures that the Board operates independently of Management.
2. In conjunction with the CG & Nominating Committee, ensures that the Board and its Committees fulfill their duties and responsibilities.
3. In conjunction with the CG & Nominating Committee, promotes high standards of corporate governance.
4. In conjunction with the Chairman of the Board, ensures that the agenda for Board meetings is sufficient to enable the Board to successfully fulfill its Mandate.
5. Chairs a separate meeting of independent Directors in conjunction with the regular quarterly meetings of the Board, or additional meetings when requested by any of the independent Directors.
6. Facilitates the process of individual Director evaluations in conjunction with the Chairman of the Board.
7. Performs such other functions that the Board or the Chairman of the Board may reasonably request.