

BOARD CHAIR POSITION DESCRIPTION

Appointment

The Board Chair will be a duly elected or appointed member of the Board of Directors (the "Board") and be appointed as the Board Chair by the Board each year. The Board Chair shall possess the necessary competencies and skills determined by the Board.

Responsibility

The Board Chair shall provide independent, effective leadership to the Board in the governance of the Company. The Board Chair shall set the "tone" for the Board and its members to foster ethical and responsible decision making, appropriate oversight of management and best-in-class corporate governance practices.

Specific Duties

The Board Chair shall:

Governance

- Serve as the "hub" of governance activity, overseeing all aspects of Board direction and administration, ensuring that the Board works as a cohesive team and builds a healthy governance culture.
- With the Board, as set out in its Mandate, be accountable for the Company's overall approach to governance issues.

Sustainable Business Practices

- Provide leadership to the Board, the Board Committees, individual Directors and Management in support of the Company's commitment to sustainable business practices.
- Foster ethical and responsible decision making by the Board, the Board Committees and individual Directors.

Leadership

- Provide overall leadership to enhance the effectiveness of the Board.
- Provide the Board, the Board Committees and individual Directors with leadership to assist them to effectively carry out their duties and responsibilities.
- Provide advice, counsel and mentorship to the Chief Executive Officer, Committee Chairs and fellow Directors.

- Take all reasonable steps to provide that the responsibilities of the Board, Board Committees and individual Directors, as set out in the Mandates or Position Descriptions, are well understood by the Board and individual Directors and are executed as effectively as possible.

Board Meetings

- Take all reasonable steps to provide that the Board meets at least four times annually and as many additional times as necessary to carry out its duties effectively.
- Take all reasonable steps to provide that all business required to come before the Board is brought to a meeting in a timely manner.
- With Committee Chairs, other Directors, the Secretary, members of Management and outside advisors, as appropriate, establish the agenda for each Board meeting
- Assist the Committees and Committee Chairs to bring important issues forward to the Board for consideration and resolution.
- Take all reasonable steps to provide that all business set out in the agendas of Board meetings is discussed and brought to resolution, as required.
- Take all reasonable steps to provide sufficient time during Board meetings to fully discuss agenda items.
- Encourage Directors to ask questions and express viewpoints during meetings.
- Deal effectively with dissent and work constructively towards arriving at decisions and achieving consensus.
- Take all reasonable steps to provide that the Board meets in separate, regularly scheduled, non-management, in camera sessions.
- Take all reasonable steps to provide that the Board meets in separate, non-management, closed sessions with internal personnel or outside advisors, as needed or appropriate.

Shareholder Meetings

- Take all reasonable steps to provide that the shareholders meet at least once annually and as many additional times as required by law.
- Take all reasonable steps to provide that all business set out in the agenda of each shareholder meeting is discussed and brought to resolution, as required.
- Except as otherwise authorized by the By-Laws, chair all annual general meetings and special meetings of shareholders.

Board / Management Relationships

- Take all reasonable steps to provide that the boundaries between Board and Management responsibilities are clearly understood and respected and that relationships between the Board and Management are conducted in a professional and constructive manner.
- Facilitate effective communication between Directors and Management, both inside and outside of Board meetings.

- With the Audit Committee and the Board, respond to potential conflict of interest situations.

Director Recruitment and Retention

- With the Nominating and Corporate Governance Committee, actively participate in the recruitment and retention of Directors.

Evaluation

- With the Chair of the Nominating and Corporate Governance Committee, actively participate in and oversee the administration of the annual evaluation of performance and effectiveness of the Board, Board Committees, all individual Directors and Committee Chairs, other than that of the Board Chair.
- Provide advice, counsel and mentorship to individual Directors, to assist them to improve performance or, when appropriate, to transition them from the Board.
- Take all reasonable steps to provide that an annual performance evaluation of the Board Chair is conducted, soliciting input from all Directors and appropriate members of Management.

Orientation / Education

- Support the orientation of new Directors.
- Support the continuing education of Directors.

Other

- Carry out any other appropriate duties and responsibilities assigned by the Board.
- To honor the spirit and intent of applicable law as it evolves, authority to make minor technical amendments to this Position Description is delegated to the Secretary, who will report any amendments to the Nominating & Corporate Governance Committee at its next meeting.