

CHAIR

INTRODUCTION

The Board of Directors has ultimate accountability for the management of the Corporation.

Critical to discharging this accountability are the relationships between the Board, management, shareholders and among individual Directors.

The Chair is the presiding Board member. The Chair is responsible for promoting the functioning of the Board effectively, efficiently and harmoniously. The Chair is responsible for promoting excellent relationships between the Board, management, shareholders and other stakeholders.

The Chair's primary responsibility is to manage the Board of Directors and meetings of the Board.

The Chair is responsible for ensuring that the Board consists of highly qualified and competent members, that it is cohesive and effective.

DEALING WITH MANAGEMENT

- (a) The communication link between the Board and the CEO. Promoting effective communication between the Directors, shareholders and other stakeholders and the CEO.
- (b) The Chair will encourage the CEO to communicate directly with the Board and to meet individually with Directors.
- (c) All formal communication should generally be reviewed with the Chair before dissemination to all Directors.
- (d) In conjunction with the Human Resources and Compensation committee, lead the Board in monitoring and evaluating the performance of the CEO, in ensuring the accountability of the CEO and in ensuring implementation of the succession and development plans by the CEO.
- (e) Coordinate with the CEO to ensure that management strategy, plans and performance are appropriately presented to the Board, shareholders and other stakeholders as appropriate.
- (f) Ensuring that all matters requiring Board approval are brought to the board in a timely and appropriate manner.
- (g) Work with the Board and the governance committee to ensure that approval levels are appropriate.

MANAGING THE BOARD

- (a) Ensure that the Board has full oversight of the Corporation's business and affairs, and that the Board is aware of its obligations to the Corporation, shareholders, management and other stakeholders and under the law.
- (b) Provide leadership of the Board, and arrange for it to review and monitor the aims, strategy, policy and directions of the Corporation and the achievement of its objectives.

- (c) Communicate with the Board to keep it up-to-date on major developments, in order to avoid surprises through timely discussion of potential developments and have the Board provided with sufficient knowledge to permit it to make major decisions in a considered manner based on full information.
- (d) In conjunction with the Nominating & Corporate Governance Committee, set the frequency of the Board meetings and review such frequency from time to time as considered appropriate or as requested by the Board.
- (e) Coordinate the agenda, information packages and related events for Board meetings with the CEO and the Corporate Secretary.
- (f) Chair all Board meetings.
- (g) Working with the Nominating & Corporate Governance Committee, direct the search for and selection of new directors.
- (h) To ensure that new directors receive full orientation.
- (i) In conjunction with the Nominating & Corporate Governance Committee, recommend the committees of the Board and their composition, review the need for, and the performance and suitability of, those committees and make such adjustments as are deemed necessary from time to time.
- (j) Be on ex-officio member of every Board committee.
- (k) Coordinate the frequency, agenda and information packages for all committee meetings in conjunction with the committee chairs.
- (l) Ensure that Board and committee meetings are conducted in an efficient, effective and focused manner.
- (m) Review and assess annually director attendance, performance and compensation and the size and composition of the Board, all in conjunction with the Nominating & Corporate Governance Committee and the other relevant committees of the Board.

RELATIONS WITH SHAREHOLDERS, OTHER STAKEHOLDERS AND THE PUBLIC.

- (a) Chair all meetings of shareholders.
- (b) In consultation with the CEO, ensure the Corporation's management and, where applicable, the Board are appropriately represented at official functions and meetings with major shareholder groups, other stakeholder groups (including suppliers, customers, employees, governments, regulators and local communities), financial analysts, financial press, and debt and equity providers.