

## **Chairman - Position Description**

### **General**

The Chairman is an elected member of the Board of Directors (“Board”) and is appointed by the Board as Chairman each year. The Chairman, along with the lead independent director appointed by the Board (“Lead Director”), is responsible for the management, development and effective performance of the Board, and for providing leadership to the Board in carrying out its collective responsibility for supervising the management of the business and affairs of the Corporation.

### **Specific Role and Responsibilities**

**In his capacity as Chairman of the Board of Directors, the Chairman will:**

- (a) lead, manage and organize the Board in accordance with the Board Mandate;
- (b) together with the Lead Director, ensure that appropriate procedures are in place to allow the Board to work effectively and efficiently and to function independently of management;
- (c) together with the Lead Director, other directors and the Corporate Secretary, establish the agenda for each Board meeting to ensure that all appropriate matters are brought forward for discussion to the Board and that appropriate members of senior management are available to present or address various issues, as may be necessary;
- (d) chair Board meetings, including requiring appropriate briefing materials to be delivered in a timely fashion, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by Board members and confirming that clarity regarding decisions is reached and accurately recorded;
- (e) maintain an effective relationship between the Board and senior management;
- (f) provide leadership to ensure that the Board works as a cohesive team;
- (g) together with the Lead Director, determine the information the Board requires to discharge its responsibilities effectively and confirm that senior management is keeping the Board fully apprised at all times of all matters which are material to the Board’s responsibilities;
- (h) ensure that the Board meets as frequently as is necessary;
- (i) confirm that Board functions are delegated to appropriate committees, that functions are carried out and that the results are reported to the Board;
- (j) chair meetings of shareholders, be available for questions and participate in any other manner as required;
- (k) in conjunction with the Governance, Employee Development, Nominating and Compensation Committee, approach potential candidates for positions on the Board, once potential candidates are identified, to explore their interest in joining the Board;
- (l) monitor compliance with the corporate governance policies of the Board, including those regarding regularity and conduct of Board and committee meetings, including *in camera*

sessions, managing and reporting information and other policies relating to the Board's business;  
and

(m) take all other reasonable steps to ensure that the responsibilities and duties of the Board, as provided for in the Board Mandate, are understood by both the Board and senior management and that the boundaries between Board and management responsibilities are understood and respected.

**The Chairman will also have the following roles and responsibilities:**

1. Development of Business and Strategic Plans. The President and Chief Executive Officer will be responsible for and will consult with the Chairman on the development and execution of (a) an annual business plan; and (b) an annual strategic plan, to be put forward to the Board for approval annually.
2. Other Duties. The Chairman shall perform such additional duties as may be delegated by the Board.