

## **TERMS OF REFERENCE FOR THE CHAIRMAN OF THE BOARD OF DIRECTORS**

### **Introduction to Chairman of the Board of Directors Relationships**

The Chairman of the Board of Directors (the “Chairman”) is an independent director.

The Chairman is appointed annually by and reports to the Board of Directors (the “Board”).

The Chairman's primary role is to manage the Board and ensure that the Board is organized properly, functions effectively to meet its obligations and responsibilities.

The Chairman works with the President & Chief Executive Officer (“CEO”) of the Company to ensure effective relations with Board members, shareholders, other stakeholders and the public.

The Chairman works with the Chief Financial Officer and Corporate Secretary (the “CFO”), on all Board affairs, including communications. The Chairman's interaction with all senior officers is as required.

### **Duties and Responsibilities**

#### **1. Working With Management**

The Chairman has the responsibility to:

- (a) act as the principal sounding board, counselor and confidant for the CEO, including helping to review strategies, define issues, maintain accountability, and build relationships;
- (b) at the request of the CEO, provide advice to the CEO on major policy issues;
- (c) at the request of the CEO, assist in representing the Company in a general industry and community context;
- (d) facilitating the CEO's awareness of concerns of the Board, shareholders, other stakeholders and the public;
- (e) lead the Board in monitoring and evaluating the performance of the CEO, in the implementation of the management succession and development plans;
- (f) lead the Board in assessing, in conjunction with the Compensation Human Resources and Governance Committee, the performance of the CEO and other senior officers, and provide input with respect to compensation and succession;
- (g) work with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board; and
- (h) at the request of the CEO, executive management or any Committee of the Board of Directors, provide assistance on major policy issues such as acquisitions, divestitures, and new strategic initiatives, and also assist in representing the Company at senior levels of industry or government to promote specific corporate objectives.

## **2. Managing the Board**

The Chairman has the responsibility to:

- (a) ensure the Board is alert to its obligations to the Company, shareholders, management, other stakeholders and pursuant to law;
- (b) chair Board meetings;
- (c) establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- (d) assist the Compensation, Human Resources and Governance Committee in drawing up an annual slate of directors to be nominated to the Board;
- (e) assist the Compensation, Human Resources and Governance Committee in its recommendation of the Committee members and Committee chair appointments to the Board for approval and its review of the need for, and the performance and suitability of, those Committees;
- (f) ensure the co-ordination of the agenda, information packages and related events for Board meetings in conjunction with the CEO and the CFO;
- (g) ensure the Board receives adequate and regular updates from the CEO on all issues important to the welfare and future of the Company;
- (h) maintain a liaison and communication with all directors and Committee chairs to co-ordinate input from directors, and optimize the effectiveness of the Board and its Committees; and
- (i) oversee director attendance, performance and compensation and the size and composition of the Board, all in conjunction with relevant Committees of the Board.

## **3. Relations with Shareholders, other Stakeholders and the Public**

The Chairman has the responsibility to:

- (a) chair meetings of shareholders;
- (b) in conjunction with the CEO, ensure the Company's management and, where applicable, the Board are appropriately represented at official functions and meetings with major shareholder groups, and other stakeholder groups; and
- (c) undertake public service activities, as requested by the CEO and relevant Committees, in connection with the Company's charitable, educational and cultural activities and objectives.