



CHAIR OF THE BOARD

Position Description

The Board of Directors (the “Board”) has ultimate accountability for the oversight of the Company. It is critical, in contributing to this accountability, that there is a framework for the relationship between the Board, management and shareholders.

The Chair, as the presiding or lead director, has the responsibility to ensure that the framework and boundaries are established to ensure open and effective dialogue and communication of the key organizational strategies and governance between Board members and senior management. The Chair must also assist the senior management in understanding and adhering to the ethical and social responsibility standards of the Company.

In addition to the responsibilities and duties set forth in the Board Mandate and other applicable mandates, charters and policies, the Chair of the Board of Directors (“Board Chair”) of the Company has the specific duties and responsibilities as set out below.

1.0 Appointment

The Board Chair will be a duly elected or appointed member of the Board and be appointed annually at the first Board meeting following the annual general meeting of shareholders, or between annual general meetings upon the resignation, disqualification or removal of the Board Chair. The Board Chair will be independent as defined by *National Instrument 52-110*. There is no limit to the number of terms a Board Chair may serve.

2.0 Responsibilities

The Board Chair provides independent effective leadership to the Board in the governance of the Company and in carrying out the roles and responsibilities set forth in the Board Mandate. The Board Chair sets the tone for the Board and its members to foster ethical and responsible decision making, appropriate oversight of management and ensure the Board functions under its Board Mandate.

3.0 Duties

The Board Chair will have the specific duties as set out below, and his or her absence, will delegate these authorities to another member of the Board of his or her choice. The Board Chair will:

3.1 Leadership and Ethics

- a. Provide leadership to foster effectiveness of the Board.
- b. Ensure that the responsibilities of the Board, Board Committees and individual directors, as set out in the appropriate mandates, charter and/or position descriptions, are well understood by the Board and individual directors, and are executed as effectively as possible.
- c. Provide leadership in carrying out the mission, vision, principles and values of the Company.

- d. Ensure there is an operational philosophy in place that meets the highest ethical standards and confirm that the Board functioning and management functioning are in accordance with the Code of Business Conduct and Ethics of the Company. The Board Chair will remind all Board members and management of the philosophy and the need to conduct business accordingly.

3.2 Board Meetings

- a. Ensure that all business required to go before the Board is brought to a meeting in a timely manner.
- b. Assist the executive committees and the committee chairs to bring important issues forward to the Board for consideration and resolution.
- c. Chair Board meetings and ensure the orderly and effective carrying on of business of the Board. The Board Chair may vote on any issue or matter requiring a vote, however, in the event of a tie, the Board Chair shall not have a preponderant vote.
- d. Require the Board to meet at least four times per year and as many additional times necessary for the Board to carry out its duties and responsibilities effectively.
- e. In consultation with the President and Corporate Secretary, determine the dates and locations of meetings of the Board and shareholders.
- f. In consultation with the President and Corporate Secretary, review the meeting agendas to ensure all business is brought before the Board to enable the Board to carry out its duties and responsibilities.
- g. Ensure that all business set out in the agendas of the Board meetings is discussed and brought to resolution, as required.
- h. Ensure sufficient time during Board meetings to fully discuss agenda items.
- i. Encourage full participation and discussion by all Board members and facilitate discussion and/or debate, as necessary.
- j. Deal effectively with dissent and work constructively towards arriving at decisions and achieving consensus.
- k. Ensure any pertinent discussions and decisions, by way of resolution or otherwise, are recorded accurately and that minutes are presented in a timely manner, as specified by the Board Mandate
- l. Ensure the Board meets in separate, in-camera, non-management sessions at a minimum of two regularly scheduled meetings per year.
- m. Ensure the Board meets in separate, non-management, in-camera sessions with any internal personnel or outside advisors, as deemed necessary and appropriate, in order to make informed decisions and carry out their duties.
- n. Ensure director attendance at Board meetings is in alignment with expectation set forth in the Board Mandate.

3.3 *Shareholder Relations*

- a. Ensure there is an appropriate communication forum for shareholders to contact the Board directly.
- b. Receive communication from shareholders who wish to communicate directly with the Board.
- c. Ensure that shareholders meet a minimum of once annually.
- d. Ensure that the business set out in the agenda of each shareholder meeting is discussed and brought to resolution as required.

3.4 *Board/Management Relationships*

- a. Facilitate and ensure that there is effective communication between the Board and senior management.
- b. Ensure the boundaries between Board and management responsibilities are clearly defined and understood by both.
- c. Act in an advisory capacity to the President and to other members of senior management in all matters concerning the interests of the Board and relationships between management and the Board.
- d. Ensure the Board has exposure to the senior management team.

3.5 *Board Orientation, Education and Evaluations*

- a. In conjunction with the Nominating and Corporate Governance Committee, as well as the Corporate Secretary, ensure there is a formal orientation and reference package available to all new and existing directors, and ensure new and existing directors understand the philosophy, values, organization and procedures of the Board.
- b. Encourage active participation in mandatory education sessions and opportunities presented to directors.
- c. Encourage continued learning and training for directors to ensure the highest standards of care and attention to issues related to the Board and the Company,
- d. In conjunction with the Corporate Secretary, provide ideas and aid in the brainstorming and planning of education sessions for directors.
- e. With the recommendation of the Nominating and Corporate Governance Committee, administer an annual evaluation of the performance and functioning of the Board, Board Chair, Committees and Committee Chairs.
- f. Receive and amalgamate the responses of Board members to the evaluation form, and report results of the survey to the Board.
- g. With the necessary Committees, and the Corporate Secretary, facilitate improvements in areas of weakness identified by the annual evaluations.

3.6 Succession

- a. With the Nominating and Corporate Governance Committee, ensure there is a strategy and plan in place for the succession of the Board Chair, the President, and other key senior management of the Company.

3.7 Governance

- a. Ensure that the mechanisms for effective governance are in place and that the Board is alert to its obligations to the Company, shareholders, management and under the law and applicable regulations.
- b. Promote a healthy governance culture within the Board.

4.0 Review of Position Description

Once or more annually, as the Nominating and Corporate Governance Committee recommends, the Board Chair position description will be fully evaluated and updates recommended to the Board for consideration.

<i>The Board Chair Position Description is reviewed annually by the: Corporate Secretary Nominating and Corporate Governance Committee Board of Directors</i>

<i>Initially Approved & Adopted: December 15, 2008</i>
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<i>Reviewed & Renewed by the Board: November 13th, 2009</i>
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