

POSITION DESCRIPTION BOARD CHAIR

I. Appointment

The Board shall appoint its Chair from among the Company's Directors.

II. Duties and Responsibilities of the Board Chair

The Board Chair leads the Board in all aspects of its work and is responsible to effectively manage the affairs of the Board and ensure that the Board is properly organized and functions efficiently. The Board Chair also advises the CEO in all matters concerning the interests of the Board and the relationships between management personnel and the Board.

More specifically, the Board Chair shall:

A. *Strategy*

1. Provide leadership to enable the Board to act effectively in carrying out its duties and responsibilities as described in the Board charter and as otherwise may be appropriate;
2. Work with the Chief Executive Officer and other Officers to monitor progress on the Business Plan, annual budgets, policy implementation and succession planning;

B. *Advisor to the CEO*

1. Provide advice, counsel and mentorship to the CEO and fellow members of the Board;
2. In consultation with the CEO, ensure that there is an effective relationship between management personnel and the members of the Board;

C. *Board structure and management*

1. Chair the Board meetings;
2. In consultation with the CEO, the Corporate Secretary and the Chairs of the Committees of the Board, as appropriate, determine the frequency, dates and locations of meetings of the Board, of Committees of the Board, and of the shareholders;
3. In consultation with the CEO, and the Corporate Secretary, review the annual work plan and the meeting agendas to ensure all required business is brought before the Board to enable it to efficiently carry out its duties and responsibilities;
4. Ensure the Board has the opportunity, at each regularly scheduled meeting, to meet separately without non-independent directors and management personnel present;
5. Ensure, in consultation with the Chairs of the Committees of the Board, that all items requiring Board and Committee approval are appropriately tabled;
6. Ensure the proper flow of information to the Board and review, with CEO and the Corporate Secretary, the adequacy and timing of materials in support of management personnel's proposals;
7. In conjunction with the relevant Committee of the Board (and its Chair), review and assess the Directors' meeting attendance records and the effectiveness and performance of the Board, its Committees (and their Chairs) and individual Directors;

D. *Shareholders*

1. Chair the annual, and any special meeting, of the shareholders;

2. Ensure that all business that is required to be brought before a meeting of shareholders is brought before such meeting.

E. *Other*

1. Exercise the authority of the CEO in the unlikely event that the CEO is absent and is unable to act and action on the part of the CEO is urgently required to protect the interests of the Corporation;
2. Carry out special assignments or any functions as requested by the Board.