

**1. RESPONSIBILITIES OF THE CHAIR OF THE BOARD**

**1.1 Introduction**

The Chair plays a critical role on the Board, leading the Board in its management and supervision of the business and affairs of the Company and its oversight of management. In performing this role, the Chair must work with senior management, manage the Board, and promote effective relations with shareholders, other stakeholders and the public.

**1.2 The Chair's relationship with Management**

The positions of the Chair and CEO will be separate. The Chair will:

- a) communicate to senior management the concerns of the Board, shareholders and other stakeholders;
- b) act as a resource and sounding board for the CEO;
- c) communicate to the Board management strategy, plans and performance; and
- d) facilitate the Board's interaction with key management as appropriate.

**1.3 Managing the Board**

The Chair will:

- a) facilitate the effective operation and management of, and provide strong leadership to, the Board;
- b) chair Board meetings and ensure they are conducted in an efficient and effective manner;
- c) assist the Corporate Governance Committee in its review of the composition of the Board and the committees prior to each annual general meeting;
- d) assist the Corporate Governance Committee in its annual review of the scope, duties and responsibilities of the committees and any amendments thereto, as well as the establishment or disbanding of committees and changes to their composition, including the chairs thereof; and
- e) assist the Corporate Governance Committee with its annual evaluation of the performance of individual directors, the Committee Chairs, the Board as a whole and the committees.

**1.4 Relations with Shareholders**

The Chair will:

- a) chair meetings of shareholders; and
- b) facilitate the Board's efforts to create and maintain measures that accommodate feedback from shareholders.

**2. RESPONSIBILITIES OF THE CEO**

2.1 The CEO will:

- a) provide leadership and manage the business and affairs of the Company;
- b) report to the Board;
- c) keep the Board current in a timely fashion on major developments and provide the Board with sufficient information on a timely basis to enable the Board to discuss potential issues, make decisions and fulfill its mandate;
- d) recommend to the Board strategic directions for the Company's business and, when approved, implement the corresponding strategic, business and operational plans;
- e) direct and monitor the activities of the Company to achieve the Company's objectives and goals and to safeguard and optimize the best interests of all the shareholders while also having regard to the interests of other stakeholders of the Company;
- f) develop and implement operational policies to guide the Company within the limits prescribed by applicable laws and regulations and the framework of the strategy approved by the Board;
- g) develop and recommend to the Board the overall corporate organization, structure and staffing;
- h) create, maintain and review with the Human Resources and Compensation Committee an annual plan for the development and succession of executive management;
- i) oversee the relationship between the Company and the public;
- j) facilitate interaction between the Board and other key members of management of the Company as appropriate; and
- k) participate in the Company's charitable, educational and cultural activities as agreed with the Board.