

MANDATE OF CHAIRMAN OF THE BOARD

1. Manages the Board:

- (a) Chairs meetings of the board.
- (b) Sets meeting schedules.
- (c) Sets meeting agendas with the CEO.
- (d) Communicates with directors between meetings.
- (e) Oversees preparation and distribution of board information packages with the CEO.
- (f) Helps appoint committees.
- (g) Attends committee meetings where appropriate.

2. Develops a More Effective Board and with Governance Committee assists in:

- (a) Determining board contribution.
- (b) Planning board composition and its succession.
- (c) Ensuring the recruitment of new directors and the “retirement” of those who are ineffective.
- (d) Monitoring directors’ performance and Board renewal where appropriate.

3. Works with Management:

- (a) Monitors and influences strategic management.
- (b) Builds relationships.
- (c) Helps define problems.
- (d) Represents shareholders and board to management.
- (e) Represents management to the board and shareholders.
- (f) Maintains accountability by management.

4. Manages Shareholder Relations:

- (a) Chairs annual and special meetings of shareholders.
- (b) As necessary, meets with major shareholders.
- (c) As necessary, communicates with shareholders and potential shareholders.