

## **TERMS OF REFERENCE FOR THE VICE-CHAIR AND LEAD DIRECTOR**

### **I. INTRODUCTION**

- A.** The Vice-Chair and Lead Director is a director independent of management and any controlling shareholder of the Company, appointed annually by the full Board in circumstances where the Board Chair is not independent of management and any controlling shareholder.
- B.** The Vice-Chair and Lead Director's primary focus is to provide leadership for the independent directors and assist in managing any conflicts between the Company and any controlling shareholder.
- C.** While undertaking his/her responsibilities, the Vice-Chair and Lead Director works closely with and in an advisory capacity to the Board Chair and the CEO.

### **II. DUTIES AND RESPONSIBILITIES**

The Vice-Chair and Lead Director has the responsibility to:

- A.** In circumstances of conflict by reason of the lack of independence of the Board Chair, act as the liaison between management and the Board to ensure the relationships between management and the Board are conducted in a professional and constructive manner. This includes ensuring that the boundaries between the Board and management are clearly understood and respected by both management and directors.
- B.** Review director conflict of interest issues as they arise.
- C.** Ensure meetings of the independent directors are scheduled regularly, chair such meetings and report the results of such meetings to the CEO and the Board Chair.
- D.** Receive and determine appropriate action on any communications from shareholders or other stakeholders that are addressed to the independent directors of the Board.