

TERMS OF REFERENCE FOR THE NON-EXECUTIVE BOARD CHAIR

I. INTRODUCTION

- A.** The Chair is appointed annually by and reports to the Board of the Company.
- B.** The Chair's primary roles are to chair Board meetings and to manage the affairs of the Board, including ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities.
- C.** The Chair ensures effective relations among Board members, shareholders, other stakeholders and the public.
- D.** The Chair maintains communications with the Corporate Secretary.
- E.** The role of the Chair will vary over time with the needs of the shareholders, the Board and the Company. The successful Chair must be able to understand and adapt to these changing requirements.
- F.** The Chair shall establish goals for the Board and for himself annually and review these with the Governance and Nominating Committee prior to soliciting Board approval.
- G.** The Chair's performance will be reviewed annually by the Governance and Nominating Committee incorporating feedback from the Board assessment process.

II. WORKING WITH MANAGEMENT

The Chair has the responsibility to:

- A.** act as the primary spokesperson for the Board;
- B.** assist in representing the Company in a general industry and community context;
- C.** ensure management is aware of concerns of the Board, shareholders, other stakeholders and the public;
- D.** ensure implementation of the management succession and development plans;
- E.** ensure management strategies, plans and performance are appropriately represented to the Board; and

- F. work with management in reviewing plans, defining issues, maintaining accountability and building relationships.

III. MANAGING THE BOARD

The Chair has the responsibility to:

- A. ensure the Board is alert to its obligations to the Company, shareholders, management, other stakeholders and pursuant to law;
- B. chair Board meetings and ensure the appropriate issues are addressed;
- C. establish procedures to govern the Board's work, ensuring that the Board is appropriately approving strategy and supervising management's progress against achieving that strategy;
- D. set the Board agenda and ensure the co-ordination of the agenda, information packages and related events for Board meetings in conjunction with the CEO, with input from directors and an annual meeting planner;
- E. establish the frequency and schedule of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board;
- F. ensure appropriate flow of information to the Board and review adequacy and timing of documentary materials in support of management's proposals;
- G. facilitate a candid and full discussion of all key matters that come before the Board;
- H. assist the Governance and Nominating Committee in drawing up an annual slate of directors to be nominated to the Board;
- I. approach Board-approved candidates to extend invitation to join the Board as requested by the Governance and Nominating Committee;
- J. provide director candidates with briefing material and act as liaison between the candidate and the Board to ensure the individual receives appropriate orientation and introductions to other Board members;
- K. assist the Governance and Nominating Committee with recommendations for committee members and committee chair appointments and with its review of the need for, and the performance and suitability of, all Board committees;

- L.** serve as an ex-officio member of all Board committees of which the Chair of the Board is not an appointed member;
- M.** maintain a liaison and communication with all directors and committee chairs to co-ordinate input from directors, and optimize the effectiveness of the Board and its committees;
- N.** ensure major Company initiatives have proper and timely Board understanding, consideration, oversight and approval;
- O.** ensure the Board receives adequate and regular updates from management on all issues important to the welfare and future of the Company;
- P.** in collaboration with management, ensure all information requested by directors or Board committees is provided and meets their needs;
- Q.** build consensus and develop teamwork within the Board; encourage an atmosphere of openness and trust, maintaining a cohesive group without losing diversity of opinion and objectivity;
- R.** review and assess director attendance, performance and compensation and the size and composition of the Board, all in conjunction with relevant committees of the Board;
- S.** initiate discussions with individual directors where the non-executive Chair of the Board, CEO or Governance and Nominating Committee deem improvement is required;
- T.** meet with directors annually on a one-on-one basis to assess areas where the Board and/or committees can operate more effectively; and
- U.** carry out other duties as requested by the Board.

IV. RELATIONS WITH SHAREHOLDERS, OTHER STAKEHOLDERS AND THE PUBLIC

The Chair has the responsibility to:

- A.** chair shareholder meetings;
- B.** in conjunction with management, ensure the Company's management and, where applicable, the Board are appropriately represented at official functions and meetings with major shareholder groups, and other stakeholder groups; and

- C. undertake public service activities in connection with the Company's charitable, educational and cultural activities and objectives.