

POSITION DESCRIPTION

CHAIRMAN OF THE BOARD

BASIC DUTIES

The Non-Executive Chairman of the Board provides leadership to the Board and acts in an advisory capacity to the Chief Executive Officer in all matters concerning the interests of the Corporation, Board process and proceedings, and the relationships between Management and the Board.

RESPONSIBILITIES

The Non-Executive Chairman of the Board:

1. Chairs Board meetings and facilitates frank and open discussions at those meetings;
2. Reviews in advance the agenda for Board meetings;
3. In consultation with the Lead Director ensures that processes are in place to facilitate Board effectiveness;
4. Plans and organizes the activities of the Board of Directors in consultation with the Lead Director and the Chief Executive Officer;
5. Where Board functions have been delegated to Committees, ensures that those Committees report back to the full Board;
6. Advises Management in the planning of strategy meetings in consultation with the Chief Executive Officer and the Lead Director;
7. Advises Management on material acquisitions and divestitures and major business issues; and
8. Advises Management and the Board on succession planning.