

## **BOARD CHAIR POSITION DESCRIPTION**

### Appointment

1. The Chair will be appointed, serve and be removed at the pleasure of the Board.

### Duties of the Board Chair

2. In addition to fulfilling his or her duties as an individual director, the duties of the Chair are to:
  - (a) provide leadership to the directors by organizing the Board to function independently, and when requested or required arrange to meet without management and non-independent directors present;
  - (b) manage the affairs of the Board to ensure that the Board is organized properly and functions effectively;
  - (c) take reasonable steps to ensure that the members of Board execute their duties pursuant to the Board Mandate;
  - (d) preside at, call and schedule each meeting of the Board;
  - (e) preside at meetings of the shareholders;
  - (f) coordinate with management and the Corporate Secretary to ensure that:
    - (i) documents are delivered to directors in sufficient time in advance of Board meetings for a thorough review;
    - (ii) matters are properly presented for the Board's consideration at meetings;
    - (iii) the Board has an appropriate opportunity to discuss issues at each meeting; and
    - (iv) the Board has an appropriate opportunity to question executive officers, management, employees, external auditors, experts and advisors regarding any and all matters of importance to the Board and the Corporation;
  - (g) communicate with each Board member to ensure that:
    - (i) each director has the opportunity to be heard and participate in decision making; and
    - (ii) each director is accountable to the Board and to each Committee on which he or she serves.
  - (h) arrange with the Corporate Secretary for the preparation, accuracy and distribution of all minutes of the Board;
  - (i) ensure that each Committee of the Board, following their meetings:
    - (i) reports to the Board regarding their activities, findings and recommendations; and
    - (ii) makes Committee information available to any director upon request; and
  - (j) assist in maintaining effective working relationships between Board members, the CEO, external auditors, experts, advisors, executive officers and management.