

POSITION DESCRIPTION FOR COMMITTEE CHAIRS

To fulfill his or her responsibilities and duties, the Chair of a Committee shall:

1. facilitate the effective operation and management of, and provide leadership to, the Committee;
2. set the agenda for each meeting of the Committee in consultation with the corporate secretary, and otherwise bring forward for consideration matters within the mandate of the Committee;
3. oversee the flow of information to the Committee to keep the Committee informed of material matters relevant to the Committee's mandate and monitor the adequacy and timeliness of materials provided to the Committee by management;
4. chair meetings of the Committee;
5. encourage a candid discussion in an atmosphere of openness and trust of all key matters which come before the Committee;
6. ensure that the Committee regularly meets in executive sessions without management present;
7. facilitate the Committee's interaction with management, the Board and other committees of the Board;
8. act as a resource and mentor for other members of the Committee;
9. report to the Board on matters considered by the Committee, its activities and compliance with the Committee's Charter;
10. perform such other duties and responsibilities as may be delegated to the Chair by the Committee from time to time; and
11. act as a liaison between management of the Corporation and the Corporation's external consultants and advisors.