

CHAIR OF THE BOARD POSITION DESCRIPTION

Responsibilities

The Board Chair is responsible for the following:

- Assume principal responsibility for the operation and functioning of the Board.
- Provide overall leadership to the Board without limiting the ability of the Board to function as a unit.
- Together with the Lead Director, ensure that Board is able to function independently from management and that the Board's agenda will enable it to successfully carry out its duties.
- Ensure the responsibilities of the Board are well understood by both the Board and Management and the boundaries are clearly understood and respected.
- Work with the Board and Corporate Secretary to set Board agendas and Board calendars based on responsibilities and priorities.
- Act effectively as Chair of Board meetings, ensuring that Board meeting materials are provided on a timely basis, encourage full participation and discussion by individual directors, stimulate debate, facilitate consensus, and ensure decisions are reached and recorded.
- Where Board functions have been delegated to Committees of the Board, ensure that the results are reported to the Board.
- Take a leadership role in maintaining effective communication and relationships between directors, the Corporation, stakeholders, shareholders, and general public.
- Oversee compliance with the governance policies of the Board regarding conduct of Board meetings, managing and reporting information and other policies related to the conduct of the Board's business.
- Represent the Board at meetings with the regulators, when required.
- Any other activities requested by the Board from time to time.