

TERMS OF REFERENCE FOR THE LEAD DIRECTOR

I. PURPOSE

- A. The role of the Lead Director is to enhance the independence and effectiveness of the Board and to foster professional, constructive and effective relationships between the Board and Senior Management.

II. COMPOSITION AND TERM OF OFFICE

- A. The Lead Director will be an Independent Director who is designated by the full Board to be responsible for specific functions.
- B. The Lead Director, if not already a member, will receive all Committee meeting materials and may attend any of the Committee meetings should they so choose.

III. DUTIES AND RESPONSIBILITIES

- A. The Lead Director is responsible for monitoring that the Board carries out its responsibilities effectively and for providing leadership to enhance Board effectiveness. This involves:
 - (i) confirming that the responsibilities of the Board are well understood by both the Board and Senior Management, and that the boundaries between Board and Senior Management responsibilities are clearly understood and respected; the Lead Director needs to facilitate the Board in doing its job and not Senior Management's job;
 - (ii) facilitating the Board's work as a cohesive team and providing the leadership essential to achieve this;
 - (iii) confirming that the resources available to the Board (in particular timely and relevant information) are adequate to support its work;

- (iv) in consultation with the President & CEO and the Chair of the Corporate Governance Committee, reviewing each Committee's appropriateness in the corporate environment; and
 - (v) in consultation with the President & CEO and the Chair of the Corporate Governance Committee, reviewing the contribution of individual Directors and Committees with respect to the effectiveness of the Board.
- B. The Lead Director is, in the absence of or in consultation with the Chairperson, responsible for:
- (i) setting the agenda of the Board;
 - (ii) adopting procedures to facilitate the Board in conducting its work effectively and efficiently, including scheduling and management of meetings; and
 - (iii) coordinating functions that are delegated to appropriate Committees, and overseeing that those functions are carried out and results are reported to the Board. Examples of such functions could include:
 - (a) monitoring appropriate human resource management practices (including succession, development and compensation plans) for Senior Management;
 - (b) confirming that succession planning for the Board is carried out; and
 - (c) coordinating with management the delivery of an appropriate orientation and training program for new Board members.
- C. The Lead Director is responsible for calling meetings of the Independent Directors and seeing that Independent Directors meet separately on a regular basis.

- D. The Lead Director must work to foster professional, constructive and effective relationships between the Board and Senior Officers. This involves working closely with the President & CEO to facilitate the conduct of Board meetings to provide adequate time for serious discussion of relevant issues and that the Company is building a healthy governance culture.

- E. At the request of the Board, the Lead Director could represent the Company to external groups such as shareholders and other stakeholders, including local community groups and governments.