

TERMS OF REFERENCE FOR THE LEAD DIRECTOR / DEPUTY CHAIRMAN OF THE COMPANY

The Lead Director's role is to provide leadership to the non-management directors of the Board, ensure that the Board can operate independently of management, that directors have an independent leadership contact, assist in enhancing the Board's effectiveness, managing the Board and to liaise with management, the Board and other stakeholders as required. In addition, the Lead Director shall also be the Deputy Chair of the Board. The responsibilities of the Lead Director include those set forth below.

1. ENHANCING BOARD EFFECTIVENESS

- Ensuring the Board has adequate resources, especially by way of full, timely and relevant information to support its decision-making requirements.
- Establishing, in consultation with the Chair and Chief Executive Officer and any governance or other committee designated by the Board, procedures to govern the Board's work, ensuring that the Board is appropriately approving strategy and supervising management's progress against that strategy.
- Providing input and help to develop with the Chair, Board agendas and timetables for Board meetings and committee meetings.
- Ensuring, in conjunction with the Chair, that the committees of the Board are working effectively.
- In conjunction with the Corporate Governance and Human Resources Committee, annually reviewing the Board's and the Board committees' effectiveness.
- Leading and assisting the Board in the discharge of its duties and responsibilities relating to the review and approval of the following:
 - (i) corporate goals and policies of the Board;
 - (ii) governance matters;
 - (iii) strategies and business plan presented by the Chief Executive Officer and senior management of the Company; and
 - (iv) the allocation of resources.

2. MANAGING THE BOARD

- Ensuring that independent directors have adequate opportunities to meet to discuss issues without management present.
- Chairing meetings of the Board when the Chair is not in attendance, including executive sessions of the independent directors and meetings of the Board relating to governance and executive management compensation matters.
- Consulting with the Chair and Chief Executive Officer and the Board on the effectiveness of Board committees.
- Serving as a liaison between the Chair and the independent directors.
- Ensuring delegated committee functions are carried out and reported to the Board.

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- Being the senior spokesman for the Board on governance matters and executive management compensation matters.
- Ensuring that the Board is alert to its obligations to the Company, shareholders, management and other stakeholders.
- Ensuring the coordination of the agenda, information package and related events for Board meetings in conjunction with the Chair and Chief Executive Officer.
- Ensuring that the Board receives adequate and regular updates from the Chief Executive Officer on all issues important to the welfare and future of the Company.
- In collaboration with the Chief Executive Officer, ensuring data requested by the directors or the committees of the Board is provided and meets their needs.
- Communicating with all directors and committee chairs to coordinate input from directors and optimize the effectiveness of the Board and its committees.

3. LIAISING BETWEEN BOARD AND MANAGEMENT

- Ensuring that the Chief Executive Officer is aware of the concerns of the Board, shareholders, other stakeholders and the public.
- Communicating to management, as appropriate, the results of private discussions among the outside Directors and acting as a liaison between the Board and the Chief Executive Officer.
- Working in close cooperation with senior management of the Company and the Chair so that the policies, goals, decisions and directives of the Board are fully understood and implemented by the Company.
- Ensuring senior management succession and development plans are presented to the Board annually.
- Acting as the principal sounding board and confidante of the Chief Executive Officer including helping to review strategies, define issues, maintain accountability and build relationships.
- At the request of the Chief Executive Officer, providing advice to him or her on major policy issues.
- At the request of the Chief Executive Officer, assisting in representing the Company in a general industry and community context.

4. LIAISING WITH SHAREHOLDERS

- If requested by major shareholders or the Board, ensuring that he or she is available for consultation and direct communication with major shareholders.
- Being available for communication and questions with shareholders at all shareholder meetings.
- In conjunction with the Chief Executive Officer, ensuring the Company's management and, where applicable, the Board are appropriately represented at official functions and meeting with major shareholder and other stakeholder groups.

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5. OTHER

- Keeping himself or herself informed about the business and affairs and short and long range plans of the Company and the industrial, political and financial trends which affect the Company.
- Carrying out such other duties as may be requested by the Board.
- The Lead Director shall be authorized to retain such counsel as he or she may require from time to time to assist him or her with his duties and responsibilities hereunder, the cost of which shall be borne by the Company.