



POSITION DESCRIPTION CHAIRMAN OF THE BOARD

The Chairman is an “independent” director, who is elected and designated annually by the Board of Directors (the “Board”) following a meeting of shareholders at which directors are elected. The Chairman provides leadership, mentorship and direction to the Board, the President and Chief Executive Officer and senior management. The Chairman takes all reasonable measures to ensure the Board fulfills its responsibilities efficiently, effectively and in the best interest of the Company.

In addition to responsibilities applicable to directors, the responsibilities of the Chairman also include:

- chairing meetings of the Board and shareholders;
- act as a liaison between the Board and the President and Chief Executive Officer and, as appropriate, communicate results of private discussions among independent directors with the President and Chief Executive Officer;
- ensure an understanding by members of the Board and senior management of their duties and responsibilities;
- provide leadership to the Board to enhance effectiveness, cohesiveness and solidarity among directors;
- communicate regularly with the Board to keep it current on all developments allowing the Board to have sufficient knowledge to make informed decisions;
- work with the President and Chief Executive Officer to ensure that the Board is appropriately involved in approving strategy and supervising senior management’s progress against that strategy;
- ensure independent directors have had adequate opportunities to discuss issues without senior management present;
- ensure various committees report to the Board on their activities and assist committee chairs with bringing matters forward to the Board for consideration and action;



- in connection with meetings of the Board:
 - take initiative in scheduling meetings of the Board;
 - in conjunction with committee chairs, the President and Chief Executive Officer and senior officers, establish agendas for meetings;
 - monitor the adequacy of materials provided to the Board, in consultation with senior management;
 - ensure members of the Board have sufficient time to review and discuss materials provided;
 - encourage full participation and open discussions amongst the Board; and
 - preside over executive meetings of the Board, its non-management directors and its independent directors.

- perform such other responsibilities in addition to the duties and responsibilities described above as may be delegated by the Board from time to time.