



LEAD DIRECTOR POSITION DESCRIPTION
(Excerpt from the Board Mandate)

7. LEAD DIRECTOR

(a) Appointment

If in any year, the Chair is not an Independent Director, the Board will for that year, elect from among its members a Lead Director who is an Independent Director.

(b) General

The Lead Director is responsible for facilitating the functioning of the Board independently of management and ensuring that directors formally have an independent leadership contact.

(c) Specific Role and Responsibilities

The Lead Director will:

- in the absence of the Chair and Vice Chair of the Board, act as chair of meetings of the Board;
- chair all meetings of the Independent Directors;
- provide input to the Chair and management on agendas for Board meetings;
- promote, in conjunction with the Compensation and Corporate Governance Committee, the highest standards of corporate governance;
- ensure that the members of the Board understand the boundaries between board and management responsibilities;
- as may be required from time to time, consult and meet with any or all of the Independent Directors, at the discretion of either party and with or without the attendance of the Chair or any other director, and represent such directors in discussions with the Chair and management of the Company on Independent Director matters;

- meet periodically with the other directors to ensure that the Board and its committees are able to discharge their respective responsibilities independently of management;
- recommend, where necessary, the holding of special meetings of the Board;
- assist in the process of conducting director evaluations; and
- carry out other duties as requested by the Board or Independent Directors, as needs and circumstances arise.