

**TERMS OF REFERENCE FOR
COMMITTEE CHAIRS**

A. Appointment

The Chair of each committee is appointed annually by the Board of Directors upon recommendation of the Corporate Governance Committee and in consultation with the Chairman of the Board. When a Chair vacancy occurs at any time, it shall be filled in a similar manner. The Chair of each committee shall be an independent director of the Company. The Board may remove and replace a Committee Chair at any time.

B. Responsibilities

The Chair of each committee shall:

- a) Set the “tone” for the committee and its members so as to foster ethical and responsible decision making, appropriate oversight of management and best practices in corporate governance.
- b) Provide leadership to enable the committee to act as an effective team carrying out its responsibilities in accordance with its mandate;
- c) Manage the affairs of the committee, including ensuring that the committee meets as often as required to carry out its responsibilities;
- d) Chair committee meetings and facilitate open and effective discussion from committee members in respect of the matters before the committee;
- e) Provide advice regarding 1) committee chair succession and 2) committee composition so that the committee is composed of members with the skill, experience and/or necessary training relevant to the committee’s responsibilities;
- f) In consultation with management and the Corporate Secretary:
 - determine the time and locations of meetings of the committee;
 - develop meeting agendas to ensure all required business is brought before the committee to enable the committee to carry out its responsibilities consistent with the committee’s mandate; and
 - ensure committee members receive all information they require in a timely fashion and have access to resources in order to fulfill their duties.
- g) Ensure the committee and its members have access to the Company’s management necessary for the committee to undertake its responsibilities;
- h) Ensure the committee has opportunities to meet without management;
- i) Lead the committee in an annual performance review;
- j) Report to the Board at its next meeting following any meeting of the committee or the signing of a written resolution evidencing a decision or recommendation of the committee;
- k) Have the power to delegate his or her authority to another committee member; and
- l) Perform such other functions as may be necessary or appropriate to carry out his or her responsibilities.

C. Review

These Terms of Reference shall be reviewed periodically by the Corporate Governance Committee.