DUTIES AND RESPONSIBILITIES OF THE CHAIR OF THE AUDIT COMMITTEE

A. The Chair of the Audit Committee shall manage the Audit Committee with the following specific duties and responsibilities:

1. be responsible for the management, the development and effective performance of the Audit Committee and provide leadership to the Board of Directors for all aspects of the Audit Committee’s work;

2. act as the chair, unless absent, at all meetings of the Audit Committee;

3. act in an advisory capacity to the Co-Chairs, and the President and Chief Executive Officer in all matters relating to the Audit Committee;

4. act as the spokesperson for the Audit Committee;

5. plan and organize all of the activities of the Audit Committee;

6. set the agenda for each meeting of the Audit Committee;

7. assist the Audit Committee in the discharge of its mandate and responsibilities;

8. ensure the effectiveness of the Audit Committee by holding regular in-camera sessions with members and conducting annual surveys of its members; and

9. ensure the timely distribution of adequate information to the Board of Directors.

B. The Chair shall be independent of management.

C. Such other duties and responsibilities as set by the Board of Directors.