

**DUTIES AND RESPONSIBILITIES OF THE CHAIR
OF THE COMPENSATION COMMITTEE**

- A. The Chair of the Compensation Committee shall manage the Compensation Committee with the following specific duties and responsibilities:
1. be responsible for the management, the development and effective performance of the Compensation Committee and provide leadership to the Board of Directors for all aspects of the Compensation Committee's work;
 2. act as the chair, unless absent, at all meetings of the Compensation Committee;
 3. act in an advisory capacity to the Co-Chairs, and the President and Chief Executive Officer in all matters relating to the Compensation Committee;
 4. act as the spokesperson for the Compensation Committee;
 5. plan and organize all of the activities of the Compensation Committee;
 6. set the agenda for each meeting of the Compensation Committee;
 7. assist the Compensation Committee in the discharge of its mandate and responsibilities;
 8. ensure the effectiveness of the Compensation 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.