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.