

**DUTIES AND RESPONSIBILITIES OF THE CHAIR OF
THE CORPORATE GOVERNANCE COMMITTEE**

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