

## **POSITION DESCRIPTION OF CHAIR**

The Chair of the Board of Directors of the Company (the “**Board**”) is principally responsible for overseeing the operations and affairs of the Board. In fulfilling his or her responsibilities, the Chair will be responsible for:

- (a) providing leadership to foster the effectiveness of the Board;
- (b) ensuring there is an effective relationship between the Board and senior management of the Company;
- (c) ensuring that the appropriate committee structure is in place and assisting the Corporate Governance, Nominating and Compensation Committee in making recommendations for appointment to such committees;
- (d) in consultation with the other members of the Board and the Chief Executive Officer of the Company (to the extent the Chair is not also serving as the Chief Executive Officer), preparing the agenda for each meeting of the Board;
- (e) ensuring that the directors receive the information required for the proper performance of their duties, including information relevant to each meeting of the Board;
- (f) chairing Board meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded;
- (g) chairing all shareholder general meetings;
- (h) together with the Corporate Governance, Nominating and Compensation Committee, ensuring that an appropriate system is in place to evaluate the performance of the Board as a whole, the Board’s committees and individual directors, with a view to ensuring that they are fulfilling their respective responsibilities and duties, and making recommendations to the Corporate Governance, Nominating and Compensation Committee for changes when appropriate;
- (i) consulting with the Corporate Governance, Nominating and Compensation Committee on candidates for nomination or appointment to the Board;
- (j) ensuring that the Board is provided with the resources to permit it to carry out its responsibilities and bringing to the attention of the executive officers of the Company any issues that are preventing the Board from being able to carry out its responsibilities; and
- (k) providing additional services required by the Board.

## **POSITION DESCRIPTION OF LEAD DIRECTOR**

The Lead Director will facilitate the functioning of the Board of Directors of the Company (the “**Board**”) independently of management of the Company and provide independent leadership to the Board. In fulfilling his or her responsibilities, the Lead Director will be responsible for:

- (a) providing leadership to ensure that the Board functions independently of management of the Company and other non-independent directors;
- (b) providing leadership to foster the effectiveness of the Board;
- (c) working with the Chair to ensure that the appropriate committee structure is in place and assisting the Corporate Governance, Nominating and Compensation Committee in making recommendations for appointment to such committees;
- (d) suggesting items of importance for consideration on the agenda for each meeting of the Board;
- (e) in the absence of the Chair, chairing Board meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded; in addition, chairing each board meeting at which only non-management directors are present.
- (f) as may be required from time to time, consulting and meeting with any or all of the independent directors, at the discretion of either party and with or without the attendance of the Chair, and representing such directors in discussions with management of the Company on corporate governance issues and other matters;
- (g) providing recommendations and advice to the Corporate Governance, Nominating and Compensation Committee on candidates for nomination or appointment to the Board;
- (h) recommending, where necessary, the holding of special meetings of the Board;
- (i) working with the Chair and the Chief Executive Officer to ensure that the Board is provided with the resources to permit it to carry out its responsibilities and bringing to the attention of the Chair and the Chief Executive Officer any issues that are preventing the Board from being able to carry out its responsibilities; and
- (j) providing additional services required by the Board.

## **POSITION DESCRIPTION OF COMMITTEE CHAIR**

A committee chairperson is principally responsible for overseeing the operations and affairs of his or her particular committee. In fulfilling his or her responsibilities, the chair will be responsible for:

- (a) providing leadership to foster the effectiveness of the committee;
- (b) ensuring there is an effective relationship between the Board of Directors of the Company (the “**Board**”) and the committee;
- (c) ensuring that the appropriate mandate for the committee is in effect and assisting the Corporate Governance, Nominating and Compensation Committee in making recommendations for amendments to the mandate;
- (d) in consultation with the other members of the committee and the Board, where appropriate, preparing the agenda for each meeting of the committee;
- (e) ensuring that all committee members receive the information required for the proper performance of their duties, including information relevant to each meeting of the committee;
- (f) chairing committee meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual members and confirming that clarity regarding decision-making is reached and accurately recorded;
- (g) together with the Corporate Governance, Nominating and Compensation Committee, ensuring that an appropriate system is in place to evaluate the performance of the committee as a whole and the committee’s individual members, and making recommendations to the Corporate Governance, Nominating and Compensation Committee for changes when appropriate;
- (h) working with the Chief Executive Officer to ensure that the committee is provided with the resources to permit it to carry out its responsibilities and bringing to the attention of the Chief Executive Officer any issues that are preventing the committee from being able to carry out its responsibilities; and
- (i) providing additional services required by the Board and the committee.

Approved: April 29, 2011